

Finance and Risk Committee Terms of Reference, approved by the Board of Trustees on 10th November 2015

Purpose and frequency of meetings

The Finance and Risk Committee will meet at least four times per year, consider financial matters for the Group (the Landscape Institute and Landscape Services Limited) and report and make recommendations to the Board of Trustees thereon.. The FRC has no standing delegated powers from the Board of Trustees, but the Board of Trustees may delegate powers to the FRC from time to time, particularly on matters that may require action between Board meetings, including, but not limited to, investment of surplus funds. Its recommendations shall include the following matters which it shall consider as follows:

1. The draft annual budget (January)
2. 6-month management accounts (October)
3. Preliminary planning for the following year's budget
4. 12-month management accounts (April/May)
5. Draft financial statements (June)
6. The post-audit meeting with the auditors (June)
7. The risk register (October)
8. The organisation's expenses policy (April/May)
9. The financial implications and risks of proposed new activities (January and other meetings as appropriate)
10. Medium and long term financial scenarios and options including considerations of income generation (January)
11. Costs and benefits of operations (April/May)
12. Reserves, property and investments (January and other months as appropriate)
13. Banking arrangements (April/May)
14. Any other matters appropriate to the FRC or as requested by the Board of Trustees

The proceedings and recommendations of the Finance Committee are confidential to itself and to the Board of Trustees unless otherwise specified.

Composition

The Finance Committee shall normally have a maximum of five members, and be composed of:

- i. the Honorary Treasurer (ex officio)
- ii. at least two and not more than four other trustees.
- iii. up to two non-trustees in order to address an identified skill shortage among committee members.

A quorum for a Finance and Risk committee meeting shall be three members, at least two of whom must be trustees of the Institute.

The Board of Trustees shall approve the composition of the Finance Committee from time to time, with particular regard for skills and abilities in the areas of finance, risk, governance, business and investments and may vary such composition at its entire discretion.

Members of the FRC will also be appointed directors of Landscape Services Ltd (LSL) at the discretion of the Board of Trustees, in order to facilitate regular directors meetings of the trading company and with regard to the similar skill-set required of committee members and LSL directors.

The FRC will normally be chaired by the Honorary Treasurer, or, in her/his absence, by the longest-serving committee member.

Each member of the Finance Committee shall serve for a maximum of two terms of two years each unless

- i. If serving as a trustee, they cease to be a trustee
- ii. The Board of Trustees removes them from the Committee

It is expected that the Head of Finance and Governance attends all meetings of the FRC, and that the CEO attends at least the January and June meetings.

Budget

The Finance Committee has no authority to spend money but all serving members may claim expenses for travel and subsistence within the general limits of the Landscape Institute.

Review of Terms of Reference

These terms of reference will be reviewed every two years, or earlier if it is felt necessary by the Board of Trustees. The next review is due on or before November 2017.