



**ROYAL COLLEGE OF SPEECH AND LANGUAGE THERAPISTS**

**FINANCE AND RESOURCES COMMITTEE**

**TERMS OF REFERENCE**

<b>Document Detail</b>	
Version	3
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Superseded documents	V2
Related documents	RCSLT Articles; Bylaws; Committee TORs;

<b>Change History</b>		
Date	Change details	Approved by
September 2019	Minor changes to wording	Held over to December meeting
November 2019	Addition of governance structure; membership, quoracy, operation.	Board, Dec 19

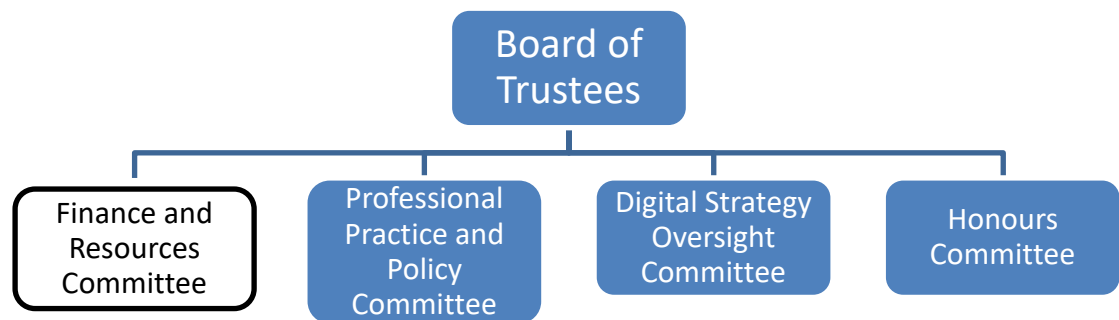
# ROYAL COLLEGE OF SPEECH AND LANGUAGE THERAPISTS

## FINANCE & RESOURCES COMMITTEE

### TERMS OF REFERENCE

#### Preamble

1. The Finance and Resources Committee (FRC) is established by and accountable to the RCSLT Board of Trustees (the Board) (*Council minute 39/14*) for the strategic oversight of the RCSLT's finance and resources function. It is a governance committee and reports into the Board of Trustees in the governance structure.



#### Aims of the Committee:

2. The FRC will oversee the strategic objectives in the RCSLT Strategic Plan in the functional areas of: finance and audit, performance management, contracts, HR, IT (financial elements only), health and safety, property management, membership management and the RCSLT Heritage. (SoD 42)<sup>1</sup>
3. The FRC will conduct such enquiries as are necessary to satisfy itself that procedures are in place to ensure compliance with the law and relevant legislation or regulations in the above functional areas. (SoD 1)
4. FRC will conduct such enquiries as are necessary to satisfy itself that it is able to effectively monitor the financial and business performance of the RCSLT to the highest standards of financial probity. (SoD22)
5. The FRC will meet from time to time with the auditors without the attendance of the executives.
6. The FRC will ensure that its work is carried out in response to its delegated remit from the Board and in a consistent, transparent and open manner.
7. The FRC will approve financial and policy recommendations in relation to its business in accordance with the Scheme of Delegation.

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<sup>1</sup> SoD = Scheme of Delegation

## **Reporting and Controls**

8. The Committee will report regularly to the Board of Trustees and provide advice and recommendations for policy decisions.

## **Membership**

9. The Committee will consist of not less than four and not more than six members:
  - FRC Chair – The Honorary Treasurer or another appointed Trustee.
  - The Honorary Treasurer (if another Trustee is appointed as FRC Chair)
  - A minimum of another two and a maximum of another five members as appropriate to make up the overall numbers.
10. The FRC Chair is a Trustee and member of the Board of Trustees and appointed or elected in accordance with the Memorandum and Articles of Association. The remaining members will be selected from the RCSLT membership and approved by the Board in accordance with the Bylaws.
11. The Honorary Treasurer may be an appointed person who is not an RCSLT member, in accordance with the Articles.
12. In addition to the members in para 9 above, the Committee may have a non-RCSLT (lay) member with business, auditing, or other suitable experience that the Committee deems necessary from examination of its overall skill set. The lay member will be approved by the Board and will have voting rights. The lay member's terms of engagement will be as set out at the time in their letter of engagement.
13. In the event of RCSLT members not filling the vacancies, other lay members may be appointed by the Board, with voting rights to be determined by the Board. This is in addition to the lay member appointed in accordance with para 12 above, but subject to an overall maximum of two lay members.
14. Members of the Committee will have knowledge/expertise of, or be willing to be trained in:
  - the areas set out in the skills matrix;
  - the implications of legislation and regulatory requirements in the running of the RCSLT as a business;
  - the RCSLT systems of governance.
15. The Committee members will adhere to the Committee Code of Conduct.
16. Members will join the Committee for a period of up to three years (AGM to AGM) in the first instance and may apply to be re-selected for one further three-year term.

## **Operation of the Committee**

17. The Committee will meet four times a year. Committee members will be expected to prepare for meetings and to read Committee papers in advance as required.

18. RCSLT staff members will attend meetings as appropriate in a non-voting capacity.
19. The Chair and Deputy Chair of the Board may attend any meeting in an ex-officio capacity.
20. The Board Lay Trustee (HR/Organisational Development (OD)) may attend FRC meetings as invited by the FRC Chair when the agenda requires.
21. The Committee Secretary will make arrangements for the holding of meetings, production of the agenda and minutes.
22. Committee minutes will be circulated electronically in draft form within one week of the meeting to the FRC Chair; the final version will be circulated by the Secretary to all committee members after approval by the FRC Chair.
23. Meetings will normally take place at RCSLT headquarters in London, but may occasionally be held in other parts of the country with the Committee's agreement and may also include the use of video-conferencing. The Committee will also undertake consultation electronically on matters that arise between scheduled Committee meetings should these matters require immediate attention or for FRC Chair's action to be taken. Decisions made electronically will be ratified and minuted at the following Committee meeting.
24. At least three of the appointed members of the Committee in para 9 above (to include the FRC Chair) must be present to be quorate and for voting to take place.

#### **Open working**

25. The Committee will make documents available to RCSLT members and staff unless there is a compelling reason not to, in accordance with the law and RCSLT policy.

## Appendix

### FRC TORs – expansion of detail by functional area:

#### **For the finance and audit function:**

- Approve or recommend to the Board proposals for capital investment and unbudgeted expenditure, as delegated (SoD 23)
- Review and recommend to the Board the annual budget (SoD 24)
- Review/recommend to the Board/approve as delegated fundraising and income generation programmes (SoD 25)
- Review and recommend to the Board investment, treasury management and reserves policies (SoD 26, SoD 41g, SoD 41h)
- Authorise financial write-offs as delegated (SoD 28)
- Review the staff pension scheme and recommend to the Board (SoD 29)
- Review the staff pay scheme and recommend to the Board (SoD 30)<sup>2</sup>
- Oversee auditing services and ensure action is taken on auditors' reports (SoD 31)
- Monitor financial performance and report to the Board

#### **For the performance management function:**

- Monitor the performance of the areas of the Strategic Plan within the Committee's remit (SoD 42)

#### **For the contracts function:**

- Oversee and monitor contractual processes as appropriate (SoD 32)

#### **For the HR function:**

- Approve an overall HR strategy
- Oversee process and approve HR policies (SoD 41c, 41i, 41l)

#### **For the IT function:**

- Maintain an oversight of IT/Digital expenditure, as part of the wider view of RCSLT finances
- Approve significant IT-related expenditure

#### **For Health and Safety:**

- Recommend a Health and Safety policy for Board approval (SoD 41d)

#### **For the property management function:**

- Oversee the acquisition, lease, rental and maintenance of buildings as necessary for RCSLT to carry out its business

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<sup>2</sup> This overlaps with the HR function

**For the membership management function:**

- Review, and make recommendations to the Board on membership fees, the “membership offer” and membership categories.
- Monitor membership trends

**For the RCSLT Heritage:**

- Approve a Heritage strategy
- Oversee progress against a rolling Heritage programme of work.