

# GambleAware

## **Finance, Administration and Remuneration Committee – Terms of Reference**

### **1. Membership**

- 1.1. The Finance, Admin and Remuneration Committee (the Committee) shall comprise at least three members, all of whom shall be trustees of GambleAware (the Charitable Company). Members of the Committee will include Chris Pond (Chair of the Committee), Kate Lampard and Paul Simpson.
- 1.2. All trustees who are not members have the right to attend Committee meetings as observers. Other individuals such as the Chief Executive, other members of management and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3. Appointments to the Committee are made by the full Board of trustees (the Board) and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the member is still a trustee of the Charitable Company.
- 1.4. The Board shall appoint the Committee's Chair. In the absence of the Committee's Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The person elected must be one who would qualify under these terms of reference to be appointed to that position by the Board.
- 1.5. All members of the Committee are required to ensure that all confidential information disclosed or made available, directly or indirectly, by the Charitable Company or its employees, officers, representatives, advisers or other third parties (including donors and beneficiaries) is not disclosed outside of the Committee unless they are authorised to do so.

### **2. Secretary**

- 2.1. The Chair shall nominate the secretary of the Committee.

### **3. Quorum**

- 3.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be

competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **4. Meetings**

- 4.1. The Committee shall meet at least three times a year and otherwise as required. The frequency and timing of meetings may differ according to the needs of the Charitable Company. Meetings should be organised so that attendance is maximised, for example by timetabling them to coincide with meetings of the Board.

#### **5. Notice of meetings**

- 5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other trustees, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

#### **6. Minutes of meetings**

- 6.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

#### **7. Meetings of the Board**

- 7.1. The Committee Chair shall attend meetings of the Board to represent the committee's activities.

#### **8. Duties**

- 8.1. The Committee shall carry out the following duties on behalf of the Board, as appropriate:
  - 8.1.1. Review the Charitable Company's proposed budget and business plan in advance of each financial year and report its opinion to the Board prior to the budget being signed off.

- 8.1.2. Review and monitor management accounts at its meetings, and, by correspondence on their production each quarter, to consider variances against the budget, require interim remedial action if appropriate, and report such actions to the Board.
- 8.1.3. Scrutinise any other special strategic operations, including cost reductions, change programmes and material projects if they are considered to pose a significant risk, either at its own volition or following a request from the Board.
- 8.1.4. The Committee will review performance against the Charitable Company's key performance indicators, as well as any other relevant indicators relating to high priority or risk activities as may be agreed on an ad hoc basis.
- 8.1.5. Review and monitor the Charitable Company's policies in relation to organisational structure, employment, remuneration and other benefits, and performance management.
- 8.1.6. Review and monitor all significant property, information technology, capital expenditure and other such projects as they may arise.

## **9. Reporting responsibilities**

- 9.1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **10. Other matters**

- 10.1. The Committee shall have access to sufficient resources in order to carry out its duties.
- 10.2. The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. Authority**

- 11.1. The Committee is authorised by the Board to obtain, at the Charitable Company's expense, outside legal or other professional advice on any matters within its terms of reference.