

Terms of Reference for MSI Finance Committee

Authority

The MSI Reproductive Choices (MSI) Finance Committee (FC) is a sub-committee of the MSI Board of Trustees and shall conduct all activities within these Terms of Reference

General Responsibilities

The Finance Committee will scrutinise and provide oversight of:

- financial planning (both short term plans and longer term sustainability),
 - financial and operational performance,
 - areas of financial concern
 - major business cases and proposed investment decisions on behalf of the Board (of value >£1m out of MSI discretionary funds)
 - organisational strategy concerning global information systems and technology, and global supply chain and logistics
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Membership and Quorum

- Members shall be trustees appointed by the Board, and may not be permanent employees of MSI. All other Trustees shall have the right to attend.
 - The quorum shall be two trustees. The Chair of the committee shall be appointed by the Board for a fixed term.
 - The following are also expected to attend:
 - Members of the MSI executive team, including the CEO, the CFO and the Chief Operating Officer.
 - the Group Financial Controller
 - The Group Director of Informatics, or equivalent.
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Attendance and frequency of meetings

- The FC will meet at least twice per year. These meetings will be focused on reviews of:
 - The previous year's results (March)
 - The annual business plan and budget (November)
 - Major capital expenditure (see below)
 - Strategic financial issues and risks.
 - Strategic information technology and global supply chain issues
- The FC will arrange additional *ad hoc* meetings as needed to review (for instance) a major financial or investment issue or proposal.

Reporting

- The FC will report in writing to the board after each meeting. Minutes of each meeting and details of significant decisions will be made available to all relevant parties.
- The FC will discharge the responsibilities set out in the appendix.

Review and evaluate

- The Committee will carry out an annual review of its performance and remit and assess where change may be needed.

Agreed by MSI Board on 6 March 2017, revised by the Finance Committee February 2018

Reviewed by the Board on 6 July 2018 and approved on 21 December 2018

Reviewed by the Board in July 2020

Reviewed by Finance Committee on 22nd November 2022

Approved by MSI Board on 30th November 2022

Appendix

1. Responsibilities

The responsibilities of the Committee shall be:

- a) To review the annual budget and business plan, including the capital budget, before submission to the MSI Board.
- b) To scrutinise financial performance, including the quarterly reforecasts, and review any areas of concern and report to the Board as necessary
- c) To consider and keep under review the group's medium term financial strategy, with a particular focus on financial sustainability and risk.
- d) To review major business cases and investment decisions and their respective funding sources and make recommendations to the Board.
- e) To maintain an overview of the robustness of the group's contractual position on major grants.
- f) To review the group's contractual positions and performance with key suppliers.
- g) To oversee the group's Information Systems and technology strategy and systems development.
- h) To approve and review the treasury management and working capital policy annually or as required.
- i) To approve and review, on behalf of the Board, the group's reserves policy and investment strategy and maintain an overview of investments, ensuring compliance with the policy.
- j) To oversee the process for managing bank accounts including opening new accounts, signatories and their signing limits
- k) To perform any other reviews into the group's financial and operational performance as the MSI board direct.
- l) To oversee the group's strategy on global supply chain and logistics
- m) Select, appoint, direct and (if appropriate) terminate the employment of outside experts as the Committee deems necessary in the performance of its duties.

2. Risk management

- a) In conjunction with the MSI Audit Committee, to receive reports from the executive team which enable the Committee to assess the risks involved in the group's business and to consider the principal strategic risks identified by management and how they are controlled and managed.
- b) The FC Chair will work with the Chair of the MSI audit committee to ensure no overlap of activities in this area between the two board sub committees.
- c) Monitor and review risks as delegated by Risk and Audit Committee

3. Monitoring and effectiveness

- a) The effectiveness of the Committee will be measured by
 - i) Annual audit of attendance
 - ii) An annual review of the delivery of the objectives outlined in these Terms of Reference.

4. Review of terms of reference

- a) The terms of reference shall be reviewed annually, or sooner if required, and approved by the Board