



GOVERNANCE & FINANCE COMMITTEE – TERMS OF REFERENCE

These Terms of Reference are proposed to the Board of Directors of the GBDFa for adoption in accordance with Clause 18.1 of the Articles of Association, which gives the Board the power to make, vary and revoke Rules and Regulations for the better administration of the Company, including but not limited to such Terms of Reference.

i. Authority

The Committee draws its authority from Clause 7.1 of the Articles of Association, which permits the Board to delegate any of its powers to a committee; and Clause 8 which specifically provides for a Governance and Finance Committee which shall operate in accordance with procedures established by the Board (that is, these Terms of Reference) and whose membership shall not be less than three.

The Articles of Association, and the requirements of Company Law, shall have precedence over these Terms of Reference in the event of any conflict between the two.

ii. Composition and membership

The Committee shall comprise a maximum of four currently serving and voting Directors, with the Company Secretary in attendance at meetings. The membership of the Committee shall be approved by the Board of Directors from time to time. In accordance with Clause 8.4 of the Articles of Association, a quorum for meetings of the Committee shall be two Directors.

The Committee shall be permitted to invite such individuals and representatives of organisations to attend its meetings as it sees fit, but may not co-opt any individual into membership of the Committee without the express consent of the Board of Directors.

iii. The Chair

The position of Committee Chair shall be appointed by and from the members of the Board through such processes as the Board itself shall determine. The duties of the Committee Chair shall include the following:

- Providing leadership to the Committee
- Convening meetings of the Committee and setting the agenda
- Ensuring proper information for the Committee
- Ensuring the production of minutes from each meeting
- Reporting to the Board of Directors on the business conducted by the Committee

iv. Responsibilities

The principal responsibilities of the Committee shall be:

1. To ensure that appropriate principles of good governance and management are applied to the business of the GBDFFA, and that the GBDFFA is considered “fit for purpose”, including and especially in respect of:
 - a. The observance of the Memorandum and Articles of Association and/or Terms of Reference
 - b. Directors’ recruitment, induction, engagement and training
 - c. Human resources recruitment, remuneration, management and appraisal
 - d. Financial management
 - e. Internal and external audit requirements
 - f. The requirements of external funding agencies, where appropriate
2. To assess the risks associated with the GBDFFA’s business, and to ensure the mitigation and/or prudent management of these. The Committee will produce and maintain a risk register, and report to the Board on the actions required by this
3. To monitor the financial spend associated with the conduct of the GBDFFA’s business, with a view (but not exclusively) to quantifying the turnover of the company and setting targets for fund-raising
4. To monitor and review the Service-Level Agreement with The Football Association through which the GBDFFA receives management, administration and financial services and support
5. To ensure that the reporting requirements of statutory authorities and funding agencies are met in full
6. To report and make recommendations on the above to the Board of Directors, and to external partners, from time to time as required

v. Meetings

- Meetings will take place as often as is required to conduct the business of the Committee, and will normally be staged on the same day as Board meetings.
- The Board shall be able to require the Committee to meet at reasonable notice at any time if they believe there is cause to do so.
- An agenda and supporting information shall be circulated for receipt no later than five working days in advance of each meeting. The agenda shall be agreed between the Chair and the Company Secretary, and make clear the purpose of each item, e.g., for discussion, decision or information.
- The quorum without which Committee meetings should not take place shall be two Directors.
- In the absence of the Chair, any Committee member may assume the role of Chair. This temporary arrangement shall pertain only for the duration of the meeting.

- Directors shall be entitled to access Committee meetings remotely, for example, through telephone or video conferencing or Skype, and shall be considered to be in attendance if they are doing so.
- The Committee has no decision-making authority. Instead, it has power to make recommendations to the Board of Directors for approval, and these recommendations shall be agreed by consensus within the Committee.
- Draft minutes shall be circulated within five working days following the meeting, to allow for scrutiny by fresh memories and for actions to be implemented. Any changes to these shall be debated and agreed by the full Board at its next meeting.

Document Control:

<i>Policy Details</i>			
Terms of Reference – Governance & Finance Committee			
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