**ROLE DESCRIPTION**

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| **Volunteer Role:** | Finance Committee Member |
| **Committee:** | Chapter |
| **Appointed by:** | The Chapter of Chichester Cathedral; |
| **Date of completion:** | February 2025 |

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| **1** | **Overview of the Committee and Role** |
|  | The Finance Committee formally meet four times a year but review the Cathedrals management accounts and financial performance more regularly. The Committee has specific responsibilities in making recommendations to Chapter around setting financial strategy, making investment decisions, overseeing budgeting and financial performance and ensuring the robustness of accounting and internal controls.  The Finance Committee’s terms of reference are available below. |
| **2** | **Key Responsibilities** |
|  | All members of Finance Committee should:   * endeavour to attend all meetings or send apologies to the Chair in advance; * prepare for meetings by reading the papers in advance and seeking clarity if any issues are unclear; * participate fully in meetings, sharing views through providing concise comments; * keep under review the activities and management of the Cathedral in relation to the Finance Committee’s terms of reference; * draw attention to any actual or potential conflicts of interest; * fulfil any responsibilities assigned at the meeting and report back appropriately on progress; * maintain confidentiality when required. |
| **3** | **Contacts** |
|  | Other members of the Finance Committee.  Members of the Cathedral’s Finance team as appropriate |
| **4** | **Special Requirements** |
|  | The post-holder is not required to be a communicant member of the Church of England but should be in sympathy with our mission.  The appointment is initially for a 3 years’ period with the option of re-appointment for a further 3 years.  The Committee meets formally four times per annum and there is an option to join meetings either remotely, via Teams, or in person at the Cathedral offices. There is also a requirement to commit to reviewing the Cathedrals management accounts and financial performance more regularly.  Each member of the Finance Committee will meet at least annually with the Chair of the Finance Committee to discuss their role, aspirations and development. |
| **5** | **Skills and Experience** |
|  | * recent, relevant financial and commercial management experience, which may have been gained in either a line management role or in an audit, oversight or governance capacity; * demonstrable knowledge and experience of accounting principles in both operational and strategic contexts; * an excellent understanding of financial procedures with particular reference to how these should be applied in a third sector organisation; * awareness of the financial/economic landscape and in particular the challenges facing third sector organisations. * ideally current knowledge and experience within the Charitable sector |

# **FINANCE COMMITTEE TERMS of REFERENCE**

1. **Preamble**

# The Cathedrals’ Measure 2021 requires that each Cathedral shall appoint a Finance Committee to advise the Chapter in connection with its responsibilities in the field of financial and investment management, including the activities of any subsidiaries.

# The terms of reference provided by the Chapter for the Finance Committee may set out the matters relating to composition, functions and proceedings which are set out in the Statutes as well as any supplementary matters in accordance with the Measure.

1. **Duties and Responsibilities**

The Chapter members, as the charity trustees, are collectively responsible for managing the financial assets of the cathedral. The Finance Committee (the “**Committee**”) must keep under review the activities and management of the cathedral, in relation to such matters as the Chapter has specified in these Terms of Reference.

Section 16(8) of the Measure requires the Chapter, in providing the terms of reference referred to in paragraph (1), to have due regard to any guidance issued by the Church Commissioners on the responsibilities of a Finance Committee.

The Committee is responsible for:

* + - 1. Monitoring and reviewing the overall financial strategies and financial policies of the Chapter and making recommendations as appropriate to the Chapter.
      2. Exercising oversight of the financial procedures and delegations across the cathedral and making recommendations to the Chapter as required.
      3. Reviewing the Chapter’s draft budget, including proposed capital expenditure and major projects, and providing advice to the Chapter to assist the Chapter’s consideration and approval of the budget.
      4. Monitoring the most recently prepared financial management information including monthly management accounts, performance against budget, relevant key performance indicators, forecasts and cash flow forecasts, and reporting to the Chapter.
      5. The Committee is committed to reviewing the management accounts by the end of the second week of each month, subject to the availability of Finance resources to complete the report.
      6. Exercising oversight of financial implications of proposed and actual major projects and developments, including scrutinising judgements and financial management systems, and making recommendations to Chapter as appropriate.
      7. Considering and recommending to the Chapter all banking arrangements including selection of bank counterparties and bank mandate arrangements.
      8. Monitoring borrowing requirements, including any overdraft facilities and any loans taken out by the cathedral and reviewing compliance against covenants, and reporting regularly to the Chapter.
      9. Monitoring and reviewing the Chapter’s arrangements in relation to investments to yield the best financial return within the level of risk considered acceptable by the Chapter, including review of the investment policy, ensuring that investment arrangements are aligned with the Chapter’s long-term objectives and ethical policy and ensuring compliance with endowment restrictions.
      10. Monitoring performance of investment managers and making recommendations to the Chapter in relation to the appointment, reappointment and removal of the Chapter’s investment advisors and managers.
      11. Receiving periodic performance reports covering the main income generating activities of the cathedral and those activities where significant costs are incurred and reporting to the Chapter as required.
      12. Reviewing the Chapter’s arrangements in relation to reserves, including its reserves policy and making recommendations to the Chapter.

1. **Membership**
   * + 1. The Committee must have a minimum of 5 members and a maximum of 8 members.
       2. It is for the Chapter to appoint the members of the Committee, following consultation with the People, Remuneration and Nominations Committee.
       3. The Committee members should, collectively, possess appropriate knowledge and skills in accounting, risk management, audit, financial governance and any other technical issues relevant to the business and strategic management of the cathedral.
       4. A member of the Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least twelve months has passed since the member last ceased to hold office as such.
       5. It is for the Chapter to appoint the chair of the Committee; and that person must have recent and relevant financial experience and must be a non-executive member of the Chapter.
       6. The Chapter may remove a member of the Committee from office if—

(a) there is majority vote and with a recommendation from Committee members to have a member removed, providing reasons to the Chapter or

(b) at least 60% of members of the Chapter present and voting at a Chapter meeting vote in favour of the removal; and

(c) the removal decision is accompanied by a written record of the Chapter’s reasons for removing the member of the Committee.

* + - 1. A Committee member may resign by notice in writing to the Chair of the Committee and the dean.
      2. A member of the Committee who was a member of the Chapter at the time of his or her appointment to the Committee vacates his or her membership of the Committee automatically and without execution of any instrument of resignation
      3. Members must declare any conflicts of interest or loyalty in accordance with the Chapter’s conflicts of interest policy.
      4. If, at the invitation of the Committee, any member of the Chapter or either of the Chief Officers attends the whole or part of a meeting of the Committee, the person may speak but not vote.
      5. If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

1. **Quorum**

The quorum for a meeting of the Committee is 60% of the current membership, at least one of whom must be a non-executive member of the Chapter and shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

A member shall not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter’s conflict of interest policy maintained under Article 8 of the Constitution.

1. **Frequency of Meetings**
2. It is for either of the chief officers, at the request of the chair of the Finance Committee, to convene a meeting of the Committee.
3. The Committee must meet at least four times a year.
4. **Attendance at meetings**
   * + 1. The Committee may invite any member of the Chapter or either one of or both of the chief officers to attend the whole or part of a meeting and such a member of Chapter may speak but cannot vote.
       2. The Committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the chair and cannot vote.
       3. All meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of their numbers to chair the meeting.
       4. The members of the Committee may ask any or all of those who normally attend meetings of the Committee but who are not members of the Committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.
       5. The Articles of the Constitution on remote participation apply to meetings of the Committee as they apply to a meeting of the Chapter.
5. **Notice of meetings**
6. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to Committee members and those invited no later than five working days before the date of the meeting.
7. If, at the invitation of the Committee, any members of Chapter are invited to attend the whole or part of the Committee meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
8. If it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must be given to each person who received the notice of the meeting as soon as it is reasonably practicable.
9. **Minutes of the meetings**

The Committee secretary shall arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflicts of interest or loyalty, in accordance with the Chapter’s conflicts of interest policy.

1. **Reporting responsibilities**
2. A draft of the minutes of each meeting must be circulated promptly to each member of the Committee.
3. Once the minutes of a meeting are approved, they must be sent to every member of Chapter and may be sent to other persons as the Committee thinks appropriate.
4. The Chair of the Finance Committee must report all material matters discussed at the Finance Committee, whether orally or in written form, to the Chapter at its next meeting following the Finance Committee meeting. The Chapter must consider any material matters arising from the minutes of a meeting of the Committee or the report of the Chair of the Finance Committee.
5. **Periodic review**

The Chapter shall review these Terms of Reference every 3 years.

**(H) Relevant Polices and Guidelines**

* Audit and Risk Terms of Reference
* Statutes
* Guidance Issued by the Church Commissioners.

**(I) Version Control**

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| Version | Author / Ops Topic Owner and the Chapter Topic Owner | Changes made | Approval Body |
| V2 | Ruth Bamford & Duncan Irvine | Revised in accordance with the Cathedral Measure 2021 and the revised statutes. | Chapter **August 2023** |
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