



ICGN Audit & Risk Committee Terms of Reference

1. Committee purpose

The ICGN Audit & Finance Committee ('Committee') is constituted by the ICGN Board of Governors ('Board') in accordance with Articles 11.18 of the ICGN Articles of Association.

The Committee shall assist the Board of Governors in fulfilling its oversight responsibilities relating to formal and transparent financial reporting, internal controls, financial planning and appropriate risk management.

The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where delegated by the Board.

2. Duties and Responsibilities

The Committee is responsible for reviewing and putting forward for board approval:

- quarterly financial accounts provided by management;
- annual operating budget provided by management;
- risk register on an annual basis provided by management;
- annual audited financial statements;
- auditor performance, independence, and remuneration; and
- annual policies and relevant compliance documents.

3. Composition and Quorum

The Committee consists of a minimum of three serving ICGN Board members. The quorum for meetings of the Committee is a majority of the Committee members.

4. Meetings and Reports

The Committee shall meet as frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chair will schedule regular meetings; additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chair of the Board.

The Committee will maintain minutes of meetings and report to the Board the results of Committee meetings. A report of the Committee's activities is included in the ICGN Annual Review.

5. Conflicts of interest

Committee members must disclose all potential conflicts of interest arising through business or other relationships and notify the Chair of the Committee and the ICGN Secretariat as soon as he or she becomes aware of the interest or ought reasonably to have become aware of the interest.

Whenever a Committee Member has a business or other relationship relating to a matter to be discussed at a meeting he or she must:

- declare an interest before discussion begins on the matter;
- withdraw from that part of the meeting unless expressly invited to remain;
- not be counted in the quorum for that part of the meeting; and
- withdraw during the vote and have no vote on the matter.

6. Confidentiality

Committee deliberations are confidential and committee members should at all times, maintain the Committee's confidentiality. It is the expectation of the Board, and an obligation of each member, that such confidentiality be maintained.

7. Contact

For more information about the Committee please contact Samantha Martin by email at samantha.martin@icgn.org

Last updated and approved by the ICGN Audit & Risk Committee on 22nd April 2022