

## **Finance & Audit Committee Terms of Reference**

### **1. Scope**

The Finance & Audit Committee is established to take delegated responsibility on behalf of the Board of the British Wrestling Association for overseeing all financial and audit aspects to ensure short and long term viability and integrity and report back to the BWA Board accordingly.

### **2. Authority/Reporting/Decision Making Powers**

The Finance & Audit Committee is authorised by the Board of British Wrestling, of which the Finance & Audit Committee is a sub-committee, to conduct its business in accordance with the terms of reference set out below.

The Finance & Audit Committee reports to the Board. The Finance & Audit Committee operates with the delegated authority of the Board, but its decisions and all recommendations must be put before the Board for review and approval.

### **3. Remit/Purpose/Activities**

The primary purpose of the Committee is to ensure appropriate financial governance and compliance with financial legislation and regulation.

In order to accomplish this, the following key activities shall be carried out by the Finance & Audit Committee:

1. Review of quarterly management accounts (budget vs. actuals) and agree appropriate commentary on the key observations and features of the accounts. The commentary will be shared in the subsequent Board meetings with all Directors
2. Review of annual statutory accounts and follow up with the preparer as required. Key commentary shall be shared with the Board as appropriate and required
3. Review of budgets and financial information to be published or shared with Sport England and the making of recommendations prior to approval by the respective Boards of Directors.
4. Regular review of the BWA risk register and summary of discussion points for review in the next Board meeting. This shall include an overall assessment of the health of the organisation
5. Regular review of banking arrangements and the making of recommendations in this respect to the respective Boards of Directors., including a summary of any irregular account transactions or banking issues
6. Regular review of insurance arrangements in place and recommendations to the Board on insurance cover policy, primarily when renewals are scheduled.
7. Review of the BWA Finance manual in line with the annual review timelines

8. Review of the arrangements and suitability for external auditing services and assessment as to their independence.
9. Highlight the audit fee, audit timelines and scope to the Board well in advance of any audit work being carried out
10. Review the external auditors' audit report and follow up with the auditors where required
11. Review of the internal risk/control landscape of the Association covering financial and other risks, and present to the Board of Directors any aspects of control which the Committee considers should be drawn to the attention of the Board. Given the size of the organisation, an adequate method shall be determined and agreed upon within the Committee (e.g. self-assessment, checklist approach vs. full audit test work) and related information be put forward to the Board
12. Financial Appraisals
  - serve as an investment appraisal function – if any ideas/proposals are put forward from anywhere within the BWA that require funding (outside of specific funding programmes such as the WCPP) then they would come before the Committee for appraisal
  - put together appraisals of the proposals to be endorsed by the Board (N.B the authorisation process documented within the Finance Manual would still apply on spending the funds – i.e. the Finance & Audit Committee would make a recommendation as to whether a specific proposal should be funded prior to it then going to the appropriate person(s) for ultimate approval.
13. Any other duties referred to it by the BWA Board

While the Finance & Audit Committee carries out focused activities as outlined above, all members or the BWA Board still maintain their full individual fiduciary duties.

#### **4. Membership**

The Finance & Audit Committee shall comprise a maximum of four members, specifically:

- Non-Executive Finance Director
- CEO or an additional member of the British Wrestling executive
- A representative of the Nations & Regions
- The Administrator

#### **5. Structure**

1. The Non-Executive Director with responsibility for Finance shall be Chair of the Committee.
2. At any meeting of the Committee at which the Chair is not present the other members shall agree a Chair for that meeting only
3. The quorum for the Committee shall be three attendees
5. The Chair of the BWA Board shall be entitled to attend any meeting of the Committee
6. Others may also be invited from time to time to attend in a similar capacity, but not vote

### **6. Way of working**

1. The Committee shall meet as it deems necessary but at least two times a year as a matter of course. The use of teleconference facilities may be used for a meeting and shall be deemed to constitute a meeting for this purpose.
2. The Committee shall call for additional meetings as required in between times for any investment appraisal discussions and/or more urgent financial governance matters
3. The agenda and supporting papers for the meetings will be circulated to Committee members at least seven days before each meeting
4. The Committee has powers to obtain to invite third parties to attend and contribute to meetings of the Committee if useful and appropriate.
5. Minutes of the Committee will normally be taken by the Administrator
6. The Committee shall be responsible directly to the BWA Board and minutes of its meetings shall be distributed to those Directors.

### **7. Governance**

The Board will review the Committee's effectiveness annually and review these Terms of Reference at least every four years.