COMMITTEE TERMS OF REFERENCE

Title	**FINANCE & INVESTMENT COMMITTEE TERMS OF REFERENCE**		
Document Sponsor	Director Finance & Business		
Authorised by	Trust	**Date First Adopted:**	28/02/2010
Version	04.00	**Date This Version Approved:**	20/04/2016
Next Review Date	20/04/2018	**Document No:**	2
Business Function	Governance		
Keywords	Finance and Investment Committee Terms of Reference		

1 Introduction

1.1 Purpose

The Greater Metropolitan Cemeteries Trust ('GMCT' or 'the Trust') Finance & Investments Committee ('the Committee') is a formally constituted Committee of the Trust under the *Cemeteries and Crematoria Act 2003* and reports directly to the Trust.

The Committee has an advisory role assisting the Trust in fulfilling its statutory and fiduciary responsibilities in accordance with the requirements of the *Cemeteries and Crematoria Act 2003* (as amended) Vic.

2 Objectives & Powers

2.1 Objective

Provide advice and make recommendations to the Trust on matters relating to:

- appropriate, prudent, sustainable and efficient use of investment funds;
- establishment and maintenance of the Perpetual Maintenance Fund;
- the accuracy and veracity of regular financial reports;
- compliance with obligations to third parties and relevant internal policies; and
- other financial matters as requested by the Trust.

2.2 Executive Powers

The Committee's role is to make recommendations to the Trust; accordingly, it does not have the executive powers to commit the Trust or management to implement its recommendations, except in relation to the approval of certain policies as determined by the Trust.

The Committee shall have direct access to and seek any explanation and additional information, or independent and expert advice, it requires in undertaking its oversight and advisory responsibilities.

3 Responsibilities

The specific duties of the Committee in relation to its role and responsibilities are:

3.1 Business and Financial Performance

a. Review capital and operating budgets and forecasts for recommendation to the Trust.

b. Review regular activity and financial performance reports and ensure management responses and actions are appropriate.

c. Review key financial reports being Income Statement, Balance Sheet and Cash Flow Statement

d. Provide oversight to the management of major capital projects, particularly in terms of budgetary and timeframe compliance.

3.2 Financial Risk Management and Compliance

a. Ensure achievement of annual compliance obligations to third parties.

b. Review status of Perpetual Maintenance Fund, in line with the Trust's Perpetual Maintenance Policy.

c. Ensure investment activity compliance with the GMCT's Investment Policy.

3.3 Investment Management

a. Assess the appropriateness of GMCT's Investment Policy in the context of relevant Victorian government directions.

b. Ensure the process for investing monies complies with the approved Investment Policy.

c. Monitor and advise on GMCT's investment strategy, based on current and future operational and capital needs.

d. Set the principles by which fund managers must operate and review their performance on a periodic basis.

3.4 Policies

The Trust may delegate to the Finance & Investment Committee the power to approve certain policies as determined by the Trust.

4 Membership

4.1 Composition

a. Membership of the Committee shall be determined by the Trust and consist of at least three (3) and no more than six (6) members.

b. At least one (1) external independent and non-executive appointment at the discretion of the trust.

c. The Committee Chair:

- must be appointed directly by the Trust for a term of three (3) years and may be re-appointed at the discretion of the Trust;
- must be a Trust Member; and
- may not be the Trust Chair.

d. Committee members are to be appointed annually.

4.2 Skills & Qualities of Committee Members

a. Committee members should:

- have a range of different backgrounds, skills and experiences in the context of the GMCT's business, financial and investment risk profile;
- be financially literate with at least one (1) member having recognised investment and financial expertise, as required by applicable laws and/or public sector governance guidelines; and
- have a strong understanding of the Trust's business processes; organisational structure and policies; and operations, including its planning, control and service delivery methods;

b. At the time of appointment, each member shall be assessed as being independent from any business or other relationship that, in the opinion of the GMCT, would materially interfere with the exercise of their judgment as a member of the Committee.

c. Members must immediately advise the Committee Chair of any perceived, potential or actual conflicts of interest that arise during their membership of the Committee and may not vote on any matter where the Committee agrees that there is a conflict of interest.

4.3 Terms and Vacancies

a. Committee members will be appointed for a term of three (3) years and may be reappointed, subject to Committee composition requirements and eligibility.

b. A Committee member may resign from the Committee, in writing, and addressed to the Trust Chair at any time.

c. The Trust may remove a member of the Committee at any time, if deemed necessary.

d. The Trust must appoint a person to fill a vacancy in the membership within three (3) months of the vacancy arising.

4.4 In Attendance

The following officers should attend Committee meetings:

a. Chief Executive Officer.

b. Director of Finance and Business (Executive Sponsor).

c. Executive Management or Finance Personnel (per item as required and as determined by the Chief Executive Officer).

d. Executive Assistant as minute-taker.

Other members of management, or parties external to the GMCT, may be invited by the Committee Chair to attend any meeting of the Committee or part thereof, as a resource or in an advisory capacity following consultation with the Chair and the Chief Executive Officer.

Non-members of the Committee may be asked to withdraw for all or part of any meeting as appropriate.

5 Meetings of the Committee

5.1 Frequency

a. Meetings shall be held at least four (4) times annually and more frequently if deemed necessary.

b. Committee Chair may call a meeting of the Committee if so requested by a member of the Committee or by the Trust Chair.

c. Meetings may be called or held using any technology determined by the Committee Chair.

5.2 Quorum

A quorum shall consist of not less than two (2) Committee members, one (1) of whom shall be the Committee Chair, or a nominee of the Committee Chair (who must be a GMCT Trust member).

5.3 Meeting Papers

Meeting papers will be delivered electronically via secure software and tablets or email.

5.4 Decision-making and Voting

a. Decisions shall be reached by consensus, or majority vote if required.

b. Each Committee member is entitled to one (1) vote.

c. The Committee Chair does not have a casting vote.

d. Any Trust member may attend a meeting of the Committee of which they are not a member, for discussion of particular areas of interest to that Trust member. However, the Trust member has no voting entitlement. Trust members who are not Committee members will also receive Committee papers and notices for their information.

5.5 Committee Member's Attendance

a. Committee members must attend all or, at minimum 75% of Committee meetings.

5.6 Agendas

a. The Committee Chair is responsible for the development of the Agenda for Committee meetings, in conjunction with the Chief Executive Officer and Director of Finance and Business.

b. Items for Agenda shall be advised by Committee members at least two (2) weeks prior to the meeting date, unless otherwise agreed.

The Agenda shall be circulated together with relevant meeting papers, in electronic form to Committee members and Trust members five (5) days prior to the meeting date, unless otherwise agreed.

d. Meeting agendas are to be structured throughout the year to ensure that each responsibility of the Committee is addressed.

5.7 Minutes

a. Proceedings, findings and recommendations of all Committee meetings must be minuted.

b. Draft Minutes shall be provided to the Committee Chair for review no later than forty eight hours (48), following the meeting date, unless otherwise agreed. Minutes will then be distributed to other Committee members within forty eight (48) hours.

c. Minutes must be approved by the Committee and signed by the Chair at its subsequent meeting.

6 Confidentiality

All members and attendees shall be subject to the confidentiality requirements of the GMCT.

7 Reporting

a. The Committee shall report to the Trust after each meeting through its meeting minutes and/or a presentation to the ordinary Trust Meeting by the Committee Chair.

b. The Committee's role, composition, and achievements shall be included in the Trust's Annual Report, together with a statement that the Committee has observed its Terms of Reference.

c. The Committee's Terms of Reference shall be available on the Trust website at all times.

8 Performance Review

The Committee will conduct an annual evaluation of its performance and functions and report to Trust on the outcome with any recommended changes to the Committee's role or Terms of Reference as appropriate.

9 Document Review

The Committee shall review and reassess its Terms of Reference every two (2) years to ensure it remains relevant, is meeting the needs of GMCT, and to address any emerging issues.

10 Committee Terms of Reference History

Date	Details of Change
2010	Updated
2015	Reviewed and Updated
April 2016	Reviewed and updated to new policy template.