

Terms of Reference Finance Committee

1. Role

1.0 The role of the Finance Committee is to oversee, review, development recommendations on issues relating to the budget, finances, cash flows, internal controls and financial risk management.

2. Responsibilities

2.1 Oversee budget planning by:

- 2.1.1 ensuring that there are processes in place for the development of an annual operating budget
- 2.1.2 reviewing and recommending the annual operating budget
- 2.1.3 reviewing the financial performance of the Museum and compare actual performance against budget on a quarterly basis as a minimum
- 2.1.4 reviewing and recommending plans developed by management to address variances between the budget and actual performance.

2.2 Oversee financial and banking transactions by:

- 2.2.1 reviewing and making recommendations pertaining to financial and banking transactions concerning the Museum

2.3 Oversee Internal Controls and Risk Management by:

- 2.3.1 reviewing and making recommendations as appropriate regarding the quality and integrity of management's internal controls based on policy and process recommendations provided by the external auditors in their annual reporting
- 2.3.2 identifying risks and overseeing management's plan to address unusual or unanticipated risks
- 2.3.2 reviewing insurance coverage for the Museum and making recommendations as deemed necessary.

2.4 Review and recommend approval of all policies assigned to the Finance Committee

2.5 Respond to such other matters as may be referred by the Board of Directors or management from time to time.

2.6 Review Terms of Reference on an annual basis and make recommendations for revision as deemed necessary

2.6 Self-evaluate the performance of the committee on an annual basis

3. Membership

3.1 Members of the Finance Committee shall be appointed by the Board of Directors

3.2 The Finance Committee shall be comprised of no fewer than 5 members, including the Treasurer of the Board, a Director and 3 members of the museum membership and/or community at large.

3.3 The Museum Manager and Curator will serve as ex-officio members of the Finance Committee

4. Meetings

- 4.1 Meetings of the Finance Committee shall be held a minimum of four times per year and more frequently at the call of the Chair.
- 4.2 Attendance at meetings may be in person, by teleconference or electronically (i.e. Skype, Zoom, Team)
- 4.3 If a member is not able to participate in a meeting, that member can speak to the Chair in advance so that the Chair can share the member's perspective at the meeting, or alternative submitted written comments in advance of the meeting.

5. Chair

- 5.1 The Chair will be the Treasurer of the Board of Directors
- 5.2 The Chair shall:
- 5.2.1 Call meetings of the Board of Directors
 - 5.2.2 Chair meetings of the Board of Directors
 - 5.2.3 Designate another Board member who is a committee member to chair a meeting in the Chair's absence

6. Quorum

- 6.1 Quorum shall be the simple majority (50% + 1) of the voting committee members at the meeting.

7. Decision Making

- 7.1 The committee shall strive for consensus (i.e. "you can live with the decision") when making decisions.
- 7.2 If consensus cannot be achieved, the committee members must agree on how to deal with the outstanding issue (i.e. vote, continue discussion, table the issue to another meeting").
- 7.3 If committee members cannot agree, the issue will be put to a vote. When voting, majority (50% + 1) rules provided quorum is met. There shall be no proxy or email voting unless explicitly determined by the committee in advance of the vote.

8. Minutes

- 8.1 Minutes will be taken by the Manager of the Museum (or delegate)
- 8.2 Minutes will be approved at the subsequent meeting.
- 8.3 Minutes will be stored in accordance with the Museum's practice.

9. Guests

- 9.1 The Chair may invite a guest(s) to attend meetings as a resource or as required.

10. Accountability

- 10.1 The Finance Committee will be accountable to the Board of Directors through the Chair.

Approved by Board of Directors *September 13, 2021*
Last Reviewed by Board of Directors *September 13, 2021*