



## Governance, Finance and Audit Committee (GFAC)

TERMS OF REFERENCE	
Last amended	25 July 2022
Board Endorsement	25 July 2022
Proposed Review Date	25 September 2025
Related Documents	ARMS Constitution. ARMS ByLaws. ARMS Strategic Plan. Conflict of Interest Policy.

### 1. BACKGROUND

Pursuant to section 12 of the ARMS Constitution and Bylaw 4, the Board has the power to create Standing Committees. The Board may also create other ad-hoc committees as required to support the delivery of high-quality benefits to ARMS members.

### 2. PURPOSE

The purpose of this committee is to ensure that there is a robust and effective process for evaluating the performance of the Board and Board Standing Committees, and to ensure the Board fulfils its legal and functional responsibilities. Further, the committee supports the Board with maintaining the ByLaws and reviewing or developing other policies, as necessary. It shall oversee the rigour and independence of the election processes as well as assist the Board in fulfilling their financial responsibilities by overseeing the development and review of financial reports, assessing systems of internal controls and adequacy of risk management as well as facilitating auditing processes.

### 3. SCOPE AND RESPONSIBILITIES

The committee is authorised by the Board to:

- 3.1 Monitor the Society’s governance and financial arrangements.
- 3.2 Take any actions to enable the committee to fulfil its responsibilities.
- 3.3 Seek independent advice to perform its duties where necessary, including the engagement of external accounting, auditing and/or legal expertise.
- 3.4 Establish ad hoc sub-committees to assess Board or Standing Committee election nominations.
- 3.5 Make recommendations to the Board on matters within the Committee’s remit, as necessary. The committee is responsible for advising the Board on effective governance and financial management of the Society through:
- 3.6 Developing and reviewing governance and procedures.
- 3.7 Overseeing election processes for membership of the Board and its Standing Committees.
- 3.8 Ensuring adequate induction and training for new Board and Standing Committee members.
- 3.9 Reviewing the performance of the Board biennially.
- 3.10 Ensuring compliance with statutory reporting requirements.
- 3.11 Enabling auditors to communicate any concerns to the Board.
- 3.12 Assessing the adequacy of accounting, financial and operating controls.

- 3.13 Ensuring the Society's financial statements and reports are accurate and use fair and reasonable estimates.
- 3.14 Reviewing and providing advice to the Board about the Society's investments and assessing the adequacy of financial reserves.
- 3.15 Assessing the effectiveness of the management of business risk and providing constructive feedback to the Board.
- 3.16 Reporting any significant deficiencies identified above to the Board as required.

#### 4. ESTABLISHMENT AND COMPOSITION OF COMMITTEE

- 4.1 The Governance, Finance and Audit Committee (GFAC) is a Standing Committee of the Society (ByLaw 4).
- 4.2 The Committee will consist of a Convenor nominated by the GFAC and endorsed by the Board, and any additional persons appointed by the Board as may be deemed desirable.
- 4.3 The Board's Office Holders of Secretary and Treasurer are both default ex-officio members of the GFAC and act as the Board's representative (Board liaison).
- 4.4 The ARMS Chief Operating Officer (COO) and Management Accountant are also ex-officio members of the GFAC, however they **do not** participate in election nominations discussions.
- 4.5 The Board will call for nominations from members to serve on the Committee on a rolling 2-year basis for 50% renewal of Committee positions. Nominations will be considered against the following skills and experience criteria:
  - a. More than five (5) years' experience in the research management profession.
  - b. A track record of demonstrated governance and/or finance expertise; and
  - c. A willingness to commit at least two days per month to the activities of the Committee.
- 4.6 Nominees will be assessed against these skills and experience criteria and if the number of nominees considered suitable exceeds the number of vacancies available then a ballot must be held. Otherwise, the suitable nominees will be deemed elected.
- 4.7 The GFAC must comprise at least four, but no more than nine, members such that the GFAC consists of a maximum of ten members.
- 4.8 The GFAC will nominate one of its members to act as Convenor for a two-year term following endorsement by the Board. The Convenor must not be a current member of the ARMS Board.
- 4.9 All GFAC members must declare any conflicts of interest in accordance with the Society's [Conflict of Interest Policy](#).
- 4.10 All Committee members must be current financial members of the Society.
- 4.11 The term of membership shall be two years for no more than two consecutive terms (i.e. 4 years maximum term). A member may be re-elected to the Committee following a period of at least one year outside the Committee. This requirement may be waived where a need under exceptional circumstances has been identified by the Convenor to co-opt a member for a period longer than four years.
- 4.12 Induction by the Executive Office will be provided to members at the first scheduled meeting of the GFAC for the year.

#### 5. MEETING FORMAT AND FREQUENCY

- 5.1 The Committee will meet at least four (4) times each year, prior to Board face-to-face meetings, such that the objectives of the Committee can be met.
- 5.2 Meetings will take place by videoconferencing.
- 5.3 Committee members will attend at least 75% of scheduled meetings and not miss more than two consecutive meetings without an apology. If a committee member is unable to commit to this level of participation, they will stand down as soon as this is known or at the discretion of the Convenor.
- 5.4 Proxy delegations are not permitted.
- 5.5 A meeting quorum shall be half of the Committee membership including the Convenor plus one other member who is not an ex-officio member. When a quorum is not present no resolution may be made, however members may make decisions out-of-session electronically and the decisions may then be noted formally and recorded in the minutes of the meeting of the next scheduled meeting.
- 5.6 Decisions should be based on a thorough, fair and inclusive process of discussion and deliberation by members present at the meeting. Where consensus cannot be reached, the Committee should proceed to a majority decision of full members present.
- 5.7 If necessary, extraordinary meetings may be held to address urgent matters.
- 5.8 The ARMS Executive Office shall provide dedicated secretariat support to the Committee.

## 6. ROLE OF CONVENOR

The GFAC Convenor shall receive secretariat support from the ARMS Executive Office. This support includes:

- 6.1 Assistance with scheduling and running of meetings.
- 6.2 Preparation and distribution of an Agenda for each meeting and formally document decision and actions in Minutes.
- 6.3 Circulation of the Minutes and papers to GFAC members including storage of records centrally.
- 6.4 Preparation and submission of regular progress reports to the Board (via the Board Liaison).
- 6.5 Ensuring relevant information is made available to Society members through the website as required.
- 6.6 Ensure relevant information is made available to Society members through the website.
- 6.7 Regular liaison with Convenors of the other ARMS Standing Committees Networks and Special Interest Groups as required.
- 6.8 Induction of new Standing Committee members.

## 7. VERSION CONTROL

Version	Date of Approval by ARMS Board	Date for review	Circulation	Document owner
Final (New Policy)	16 November 2016	16 November 2017	ARMS Board and GFAC Members	GFAC
	30 January 2019	30 June 2021	ARMS Board and GFAC Members	GFAC
Updated	25 July 2022	25 September 2025	ARMS Board and GFAC Members	GFAC

