RRR NETWORK

TERMS OF REFERENCE: SUB COMMITTEES

Under the Constitution (Section 13. Delegation to subcommittees and individuals), the RRR Network Board may establish and delegate powers to subcommittees. An extract of the Constitution is given in Appendix 1.

The following operating principles and guidelines are to be followed upon the establishment of all subcommittees. A template is attached (Appendix 2) which is to be completed for each subcommittee and provided to the CEO and Secretary.

These operating principles and guidelines will be updated as required, including upon the establishment or dissolving of any subcommittee.

Each subcommittee will:

- Be chaired by a Board member.
- Establish a clear Purpose Statement.
- Fill out the Subcommittee Establishment Template.
- Determine whether the subcommittee is ongoing or has a fixed timespan.
- Invite financial RRR members to nominate if deemed appropriate.
- Require the Board to endorse the membership.
- Consider whether it needs to co-opt other experience.
- Have a staff member allocated to it (CEO or their delegate).
- Take meeting minutes and make recommendations.
- Provide the recommendations to the full Board for ratifying (the Board can use a Circular Resolution or a Board meeting to ratify).
- Operate in a manner that reduces costs (uses video or teleconferencing as a rule).

The aim of the sub committees is to:

- Support the operations of the organisation.
- Capitalise on Board Member's skills and expertise.
- Allow Board meetings to focus on strategy rather than operations.
- Support Board Members to improve knowledge and understanding of the RRR Network's operations to support strategic discourse.
- Create a mechanism for RRR Network members to participate.

Membership:

- Membership decided and agreed at the first board meeting following an Annual General Meeting (AGM).

1. GOVERNANCE COMMITTEE

The Governance committee should ensure there is a framework in place to maintain appropriate controls and protection around the organisation.

Main functions of the Committee are:

- Conducting an annual review of all policies including Board Charter and set action items for the year ahead.
- Providing advice or comment on Constitution queries.
- Ensuring the Constitution is being adhered to in RRR Network operations.
- Overseeing the mix of board committees and their separate roles and responsibilities.
- Ensuring Board performance is reviewed and improved, and an appropriate skill mix is maintained.
- Induction of new board members.
- Ensuring the AGM meets constitutional requirements.

---

2. FINANCE, AUDIT AND RISK:

This committee is responsible for ensuring there are appropriate budgeting processes in place, monitoring the financial position and performance of the organisation, and understanding and responding to the organisation's risk exposure.

Main functions of the Committee are:

- Ensuring a budget is prepared for the organisation in accordance with board policies prior to AGM and following annual audit.
- Supporting the Audit process through its associated tasks.
- Reviewing the organisation's periodic financial statements prior to submission to the board, including monitoring the financial positions and performance of the organisation and highlighting any concerns with the board.
- Periodically reviewing the format and presentation of financial information to the board and make any recommendations for improvements to the board.
- Periodically reviewing any board policies relevant to the role and responsibilities of the committee including financial delegations to the CEO and making any recommendations for improvements to the Board.
- Annually identify RRR Network's risk appetite, tolerance and strategy considering the current and prospective social, political and financial operating environments and emerging risks.
- Review, monitor and provide an opinion to the Board on any matters and activities that are, or are likely to take, the RRR Network outside its risk appetite.
- Annually review and advise on the RRR Network's suite of insurance policies to ensure they align with strategic objectives.

Appendix 1: Extract of the RRR Network Constitution

13 Delegation to subcommittees and individuals

13.1 Delegation to subcommittees

(a) The Board may at any time resolve to:

(i) establish one or more subcommittees consisting of such persons as it determines;

(ii) delegate to each subcommittee such of its powers required for the effective and efficient running and administration of the subcommittee;

(iii) revoke any or all of the powers delegated to each subcommittee and vary the nature and scope of the powers delegated;

(iv) establish a subcommittee on an on-going basis, for a specific period of time or until a particular task or objective has been completed;

(v) provide any subcommittee with such money, property or other benefit and subject to such terms and conditions as it determines; and

(vi) change the composition of a subcommittee at any time or dissolve it all together.

(b) Each subcommittee must:

(i) comply with any subcommittee guidelines as supplied by the Board from time to time; and

(ii) exercise the powers delegated in accordance with any directions of the Board including providing the Board with such reports as and when requested.

(c) The Board may continue to exercise all its powers despite any delegation made under this rule 13.1.

(d) The provisions of this constitution applying to meetings and resolutions of the Board apply, so far as they can and with any necessary changes, to meetings and resolutions of each subcommittee.

13.2 Delegation to individuals

(e) Subject to the Act, the Board may resolve to delegate any of its powers:

(i) to one or more Board members;

(ii) to one or more Members; or

(iii) if the Association has engaged one or more employees, to one or more employees.

(f) The Board may delegate its powers for such time as it determines and may revoke or vary any power delegated under rule 1.1(e) at any time.

(g) A person to whom any powers have been delegated under this rule 0 must exercise the powers delegated in accordance with any directions of the Board.

(h) The Board may continue to exercise all of its powers despite any delegation made under this rule 0.

Appendix 2: Subcommittee Establishment Template

Subcommittee name	Governance Committee
Date of establishment	29/03/2025
Ongoing or fixed term	Ongoing
Purpose statement	Ensure there is a framework in place to maintain appropriate controls and protection around the organisation.
Membership	Elizabeth Brennan, Ellen Smith, Louise O'Neill, Deb Pearce
Staff member	Kendall Galbraith
Description of desired outcomes	• All organisational policies, including the Board Charter, are reviewed annually, with clear actions identified and implemented for ongoing improvement. • Timely and accurate advice is provided on any Constitution-related queries. • The RRR Network operates in full compliance with its Constitution. • Board committees are structured effectively, with clear roles and responsibilities aligned to organisational needs. • The Board functions effectively through regular performance reviews and maintains a balanced and appropriate mix of skills. • New board members are well-oriented and supported through a consistent and effective induction process. • The Annual General Meeting (AGM) is conducted in full compliance with constitutional requirements.
Cost implications	
Date of Board endorsement	29/03/2025
Date of dissolution of subcommittee	

RRR NETWORK SUB COMMITTEES

Subcommittee name	Finance, Audit & Risk
Date of establishment	29/03/2025
Ongoing or fixed term	Ongoing
Purpose statement	Ensuring there are appropriate budgeting processes in place, monitoring the financial position and performance of the organisation, and understanding and responding to the organisation's risk exposure.
Membership	Millie Milligan, Jess Heasman, Naomi Evans, Fleur Thompson
Staff member	Kendall Galbraith
Description of desired outcomes	• A clear, board-approved budget is finalised prior to the AGM and annual audit. • The audit process is completed efficiently with full support from the committee. • Financial statements are thoroughly reviewed, with risks or concerns identified and addressed before submission to the board. • Financial reports are presented in a clear, useful format that supports board decision-making. • Board financial policies remain up to date and aligned with best practice. • The organisation's risk appetite and strategy are clearly defined and regularly reviewed in light of the operating environment. • The board is alerted when activities may exceed the organisation's risk tolerance. • Insurance coverage is reviewed annually and aligned to strategic goals.
Cost implications	
Date of Board endorsement	29/03/2025
Date of dissolution of subcommittee	