

Finance and Audit Committee

Terms of Reference

Mandate

The Committee's role is one of oversight. Management is responsible for preparing the quarterly and annual financial statements of the Society and for maintaining a system of risk assessment and internal controls to provide the reasonable assurance that assets are safeguarded and that transactions are authorized, recorded and properly reported. The external auditors are responsible for auditing the Society's financial statements. The Committee is responsible for reviewing the information provided by management in sufficient detail as to discharge its duties related to its purpose.

1. Purpose

The purpose of the Finance and Audit Committee ("Committee") of the Board of Directors of the Society is to support the Board of Directors in fulfilling its oversight responsibilities in relation to financial information, including:

- Reviewing revenue forecasts and expenditure plans presented by management;
- Making recommendations to the Board for approval of an annual budget;
- Monitoring actual revenues and expenditures against the budget forecast, and recommending to the Board any necessary adjustments;
- Reviewing the annual audited financial statements with the auditor;
- Recommending to the Board any changes in reserve policy (based on annual review);
- Recommending to the Board any changes to internal controls.

The Society's external auditors will report directly to the Committee.

2. Accountability

The Committee reports to the Board of Directors and exists in parallel with other committees. It can provide information to, and review information from other Committees to execute its mandate as is required by the Board of Directors.

3. Composition

The Committee will consist of no less than five (5) and no more than the number of Directors (of the Board) who shall be all members of the Board and are not Officers or employees of the Society. There will be a minimum of two (2) members with financial management experience, nominated by the Chair of the Finance and Audit Committee and ratified by the Board.

4. Appointment of Committee Members

Members will be nominated by the Chair of the Committee and ratified by the Board.

5. Terms of appointment

The term of a Committee member shall be up to three years and shall not exceed their term on

the Board.

The term of the Committee Chair shall be for his/her term as a member of the Board.

6. Committee Chair

The Committee will be chaired by the Treasurer of the Board.

7. Absence of Committee Chair

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

8. Meetings

The Committee will meet at regularly scheduled meetings at least once every quarter and at other times as deemed appropriate by the Chair.

9. Quorum

Three (3) members of the Committee shall constitute a quorum.

10. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing by any means of recorded communication with a minimum of one month's notice. Agenda and supporting documents to be distributed a minimum of one week (7 days) in advance.

11. Attendance of Others at Meetings

At the invitation of the Chair of the Committee, other individuals who are not members of the Committee may attend any meeting of the Committee.

The Committee will be directly supported by the Secretariat via the Director of Finance. Other Secretariat staff will attend the meetings as is required by the agenda of that meeting.

12. Remuneration of the Committee Members

No member of the Committee will receive from the Society any compensation for the services provided to the Committee as member.

13. Approval

The HTAi Board of Directors has responsibility for approval and regular review (at least every two years) of this Terms of Reference.

Approved by the HTAi Board of Directors: June 19, 2020

Review Date: June 2022