

Finance and Audit Committee

Terms of Reference

1.0 Purpose

To assist the Board of Directors in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and risk management, and when required, to make recommendations to the full Board for approval. In the process of overseeing HTAi's audit procedures, the Finance and Audit Committee will be provided with the resources necessary to carry out its responsibilities, including the authorization to engage independent auditor, counsel, and other advisors.

2.0 Establishment

This is a standing committee.

3.0 Responsibilities

- 3.1 Reviewing revenue forecasts and expenditure plans presented by management;
- 3.2 Making recommendations to the Board for approval of an annual budget;
- 3.3 Monitoring actual revenues and expenditures against the budget forecast, and recommending to the Board any necessary adjustments;
- 3.4 Receiving the external auditor's report and reviewing the annual audited financial statements. The Committee shall meet with the external auditor at least annually or as requested and shall permit the external auditor to attend Committee meetings on request;
- 3.5 Recommending to the Board and the members the appointment of the external auditor;
- 3.6 Recommending to the Board any changes in financial policies;
- 3.7 Recommending to the Board any changes to internal controls;
- 3.8 Ensuring the Board receives on a timely basis meaningful financial information regarding HTAi's current financial status and up-to-date forecasts required to make decisions;
- 3.9 Overseeing compensation packages;
- 3.10 Reviewing such other matters that the Committee or the Board deems advisable or timely.

4.0 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 responsibilities or as directed by the Board of Directors.

5.0 Committee Composition

- 5.1 The Committee shall consist of up to five (5) members who shall be all members of the Board and are not employees of the Society. Members of this Committee shall have some financial management experience.
 - 5.1.1 Chair – Treasurer
 - 5.1.2 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.

6.0 Terms of Office

- 6.1 Term of Office for the Chair shall be for his/her term as a member of the Board.
- 6.2 Term of Office for regular committee members shall be up to three years and shall not exceed their term on the Board.
- 6.3 A call for volunteers will be circulated to the Board of Directors when there is a vacancy. The Board will review the applications and appoint the Committee member.

7.0 Responsibilities of Committee Members

Members are expected to:

- 7.1 Familiarize themselves with the Committee's Terms of Reference (TOR), Society Bylaws, and Board policies.
- 7.2 Attend each regularly scheduled Committee meeting.
- 7.3 Come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision making and advising the Board of Directors.
- 7.4 Act in the best interests of the HTAi in accordance with the Society's Mission, Vision, Values, and Strategic Plan
 - 7.4.1 With the focus on membership and partnership recruitment; knowledge sharing, financial stability, and good governance.

8.0 Quorum

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

9.0 Committee Operations

9.1 Meetings

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

9.2 Secretarial Support

Secretariat staff provide administrative support and facilitation, including

- 9.2.1 Setting up meeting and circulating a notice of meeting at least one month in advance;
- 9.2.2 Preparing agendas and circulating a meeting package a minimum of one week (7 days) in advance;
- 9.2.3 Taking minutes;
- 9.2.4 Preparing reports and bringing relevant information forward to the Committee for discussion;
- 9.2.5 Updating Finance and Audit TOR and membership list on the website.

9.3 Remuneration of the Committee Members

Finance and Audit Committee Members shall receive no remuneration for their service.

9.4 Conflict of Interest Declaration and Management

The conflict of interest is managed according to the HTAi Conflict of Interest Policy and Procedure.

9.4.1 The Committee Member shall promptly declare any real or perceived conflict of interest and ask that such declaration be recorded in the minutes.

9.4.2 The Committee Member shall refrain from all discussion of, and voting on, the matter giving rise to the conflict of interest.

9.4.3 The Committee Member shall excuse himself/herself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.

9.4.4 The Committee Member shall return to the meeting after the matter giving rise to the conflict of interest has been discussed and/or voted on.

9.5 Confidentiality

The Committee members shall not disclose confidential information.

10.0 Review

Review of these terms of reference shall take place every two years or as directed by the Board of Directors.

Approved date: January 22, 2021

Review date: September 2023