Finance and Audit Committee – Terms of Reference

The Board of Volunteer Ireland (VI) has constituted and established a Finance and Audit Committee (the Committee). The remit of the Committee extends to the total activity of the Company. The Board has determined that the authority, responsibility, and specific duties of the Committee are as described below.

Name

Finance & Audit Committee of the Volunteer Ireland Board of Directors.

1.0 Membership

The Committee shall be appointed by the Board and comprise a minimum of three non-executive directors. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods.

The Committee Chairman shall be appointed by the Board. The Chairman of the Board may serve on the Committee but may not chair the Committee.

At least one member of the Committee should have significant, recent, and relevant financial experience. At least one member of the Committee should have competence in accounting or auditing. Furthermore, it would be beneficial for the Committee to have at least one member who is a qualified accountant and who is working as an accountant in practice or in industry.

The Chief Executive, the Head of People & Programmes Manager and other employees may be required to attend part or all of any meeting.

The Committee may appoint one of its members or an employee to be the secretary of the Committee.

2.0 Authority

The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate as requested by members of the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and/or services as necessary to assist the Committee.

The Committee shall report to the Board any suspected significant frauds or irregularities, failures of internal control or suspected infringements of laws, rules and regulations which come to its attention.

3.0 Responsibility

The Committee is to serve as a focal point for communication between other directors, the external auditors, and management as their duties relate to financial and other reporting, internal controls, and the external audit. The Committee is to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, by satisfying themselves as to the effectiveness of the Company's internal controls and as to the sufficiency of the external audit.

4.0 Meetings

The Committee should meet a minimum of three times per year. Additional meetings should be held as the work of the Committee demands.

All meetings shall be convened by not less than seven days' notice in writing (unless all members of the Committee entitled to attend the meeting agree to accept shorter notice). An agenda of the business proposed for the meeting shall be circulated with the notice. The Chairman of the Committee, in consultation with the Committee Secretary and the Chief Executive, shall determine the items for the agenda.

5.0 Attendance

As necessary or desirable, the Chairman may request that members of the Board, management, and representatives of the external auditors be present at meetings of the Committee.

At least once a year, the members of the Committee shall meet separately with the external auditors, without the Chief Executive or other employees of the Company present, to ensure that there are no unresolved issues of concern.

6.0 Quorum

The quorum for a meeting of the Committee shall be the number nearest to but not less than one-half of the number of directors entitled to be present at the meeting.

Any member of a Committee may participate in a meeting conducted wholly or partly by telephonic means whereby the persons participating in the meeting can hear each other speak (and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting).

7.0 Resolution

No resolution passed at any meeting shall be deemed passed unless a simple majority of the Committee present and voting at such meeting shall have voted in favour of such resolution. Where there is an equality of votes, the Chairman of the meeting shall have a second or casting vote.

8.0 Minutes

Minutes of each meeting should reflect information presented, decisions taken and action items. Minutes should reflect a record of attendance at the meeting. Minutes should also reflect the agenda.

Draft minutes of each Committee meeting are to be prepared and sent to the Chairman of the Committee for review within ten twenty working days of the meeting.

The draft minutes, as reviewed by the Chairman, shall be circulated with the papers for the next meeting of the Committee. The minutes of each meeting of the Committee should be approved at the next meeting of the Committee and signed by the Chairman. The approval and the signing by the Chairman should be recorded in the minutes of that next meeting.

The Committee Secretary shall be responsible for keeping minutes of all meetings.

9. Specific duties

The Committee should carry out the duties below as appropriate:

1.1 Finance

1.1.1 Have familiarity, through the individual efforts of its members, with the financial reporting principles and practices applied by the Company in preparing its financial statement.

1.1.2 Review the accounting principles and practices adopted by the Company in the preparation of its financial statements.

1.1.3 Review the adequacy, scope, and effectiveness of accounting and internal control systems for all financial activities carried out by the organisation as contained in VI's *Finance Policy* and in the *Expenses policy*.

1.1.4 Monitor the integrity of the financial statements of the Company, reviewing significant financial reporting judgements.

1.1.5 Review any financial reports to ensure that they comply with all statutory accounting requirements and meet current best practice (SORP).

1.1.6 Review any interim financial report, which is for public release, prior to approval by the Board.

1.1.7 Review the Annual Report and Financial Statements prior to their approval by the Board.

1.1.8 Review the draft representation letter to the auditors prior to its approval by the Board.

1.1.9 Review the annual budget before it is presented to the Board for approval. In particular ensure that the proposed budget meets the Company's requirement for financial stability and reflects the decisions of the Board in relation to strategy and activities.

1.1.10 At least quarterly, review the management accounts and monitor performance against budget and against relevant performance ratios.

1.1.11 Monitor compliance in relation to any restricted funds.

1.1.12 Ensure that Board decisions on income and expenditure are implemented.

1.1.13 Review the balance sheet and cash situation to assess the financial stability of the Company.

1.1.14 Review and advise the Governance Committee of any financial risks and the controls that are in place to mitigate those risks.

9.2 External audit

9.2.1 Prior to its commencement, review the scope of the external audit, including the engagement letter. The Committee's review should include an understanding from the external auditors of the factors considered by them in determining their audit scope. The external auditors' fee is to be negotiated with management and analysed annually for the Committee's review.

9.2.2 Consider the performance of the external auditors, the audit fee, and any questions of their resignation or dismissal.

9.2.3 Review the extent of non-audit services provided by the external auditors in relation to their independence.

9.2.4 Evaluate the cooperation received by the external auditors, including their access to all requested records, data, and information. Also, obtain the comments of management regarding the responsiveness of the external auditors to the Company's needs. Inquire of the external auditors as to whether there have been any disagreements with management which if not satisfactorily resolved would result in the issue of a qualified report on the Company's financial statements.

9.2.5 Discuss with the external auditors any relevant recommendations arising from the audit. Review the management letter (Performance Improvements Observations) including management's responses to the points raised.

9.3 Reporting

9.3.1 Apprise the Board of significant developments in the course of performing the above duties.

9.3.2 Recommend to the Board any appropriate extensions or changes in the duties of the Committee.

9.3.3 After each F&A Committee meeting, the Chairman of the Committee shall report to the following meeting of the Board on the business conducted at the F&A Committee meeting. In addition, and as soon as they are available, the minutes of each meeting of the F&A Committee, either in draft or final form, shall be included with the papers for the next Board meeting.

9.4 Other matters

9.4.1 Review the Company’s arrangement for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

9.4.2 Review half-yearly reports on the Policy and Procedures for whistle blowing.

9.4.3 Have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.

9.4.4 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

9.4.5 At least once a year review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Date of latest sign-off from board of directors: 24/06/2025