

British Columbia Institute of Agrologists
Financial Working Group - Terms of Reference, September 22, 2024

1. Committee Establishment

The Financial Working Group (the “FWG”) of the British Columbia Institute of Agrologists (the “BCIA”) is established in accordance with section 17(b) of the BCIA Bylaws (the “Bylaws”).

2. Mandate

- a. To advise the Board of BCIA (the “Board”) with respect to its financial decision-making and oversight responsibilities.

3. Functions and Responsibilities

- a. Review BCIA’s Financial Policies and recommend amendments or new policies as appropriate;
- b. Prepare and monitor the BCIA draft budget and present it to the Board;
- c. Assess the appropriate BCIA registration fee(s) and recommend adjustments to the Board as appropriate;
- d. Oversight of annual audit, including recommendation and evaluation of auditor to the Board;
- e. Undertake additional tasks within the FWG’s mandate as assigned by the Board.

4. Terms of Reference Amendments

- a. The Chair of the FWG (the “FWG Chair”) in consultation with the CEO may submit recommendations for amendments to the Board for consideration.
- b. The Board may make amendments to these Terms of Reference.

5. Membership

- a. The FWG consists of three voting members and one non-voting member as follows:
 - i. One individual who is a member of the Board and is a BCIA registrant;
 - ii. One individual who is a member of the Board and who is not a BCIA registrant;
 - iii. One individual who is not a member of the Board and who is a chartered professional accountant (CPA) in good standing with the Organization of Chartered Professional Accountants of British Columbia under the *Chartered Professional Accountants Act*;
 - iv. The CEO, who is a standing non-voting member of the FWG.
- b. Following its official creation, the Board shall appoint the voting members of the FWG and name the FWG Chair at the first Board meeting following the annual BCIA AGM.

- c. In making appointments to the FWG, the Board may give consideration to any of the following:
 - i. The needs of the FWG as identified by the FWG Chair;
 - ii. Any recommendations of the Nomination Committee with respect to the CPA member; and
 - iii. Any competency/qualification matrix approved by the Board.
- d. The CEO or a staff person designated by the CEO may provide administrative/logistical support to the FWG.

6. Reporting and Communications

- a. Minutes shall be taken of all FWG meetings.
- b. At the invitation of the Board Chair, the FWG Chair may provide a report at the BCIA AGM.
- c. The CEO is responsible for the storing of records and information related to and from the FWG.

7. Terms of Office

- a. FWG voting members are appointed for a term of one year.
- b. Whenever possible, appointments of FWG voting members should be staggered to promote overlap of newly appointed and returning members.
- c. The Board may at any time remove a FWG voting member from the FWG prior to the end of their term and appoint a replacement. A FWG voting member may resign from the FWG by providing written notice to the Board Chair.
- d. An FWG member described in section 5(a)(i) or 5(a)(ii) of these Terms of Reference ceases to be a member of the FWG immediately if they cease to be a member of the Board.

8. Decision Process

- a. The FWG does not have any executive decision-making authority. The FWG's role is to review, advise, and make recommendations to the Board on matters within its mandate and functions/responsibilities set out above.
- b. Decisions with respect to recommendations are made by majority vote and may be made by email motion or at a meeting where quorum exists.

9. Quorum

- a. A quorum exists at a meeting where at least two FWG voting members and the CEO are present.

10. Meetings / Committee proceedings

- a. FWG members must recuse themselves from any matter where the FWG member is in an actual or reasonably perceived conflict of interest or where the FWG member possesses information, bias, or beliefs that may inhibit the FWG member’s ability to act objectively.
- b. The FWG will hold periodic meetings as determined by the FWG Chair. Meetings will be held by electronic means, unless the FWG Chair requests an in-person meeting. Funding requests for in-person meetings are be directed to the Board.

11. Annual Work Plan and Budget

- a. Any requests for financial or other professional services are to be requested from the Board. Approved professional services related to the FWG’s functions are provided to the FWG at BCIA’s expense.
- b. Except as set out above and as allocated in BCIA’s annual budget or as authorized by the CEO, the FWG has no budget authority.

12. Succession Planning

- a. The Nomination Committee will establish a pool of qualified candidates for potential appointment as the CPA member of the FWG.

Table of Amendments and Approvals

Revision Date	Revision	Approved by:
September 22, 2024	Document creation, input from staff, Board, and legal	BCIA Board, September 22, 2024