

Terms of reference



THE ICAEW CORPORATE FINANCE FACULTY

Authority

- A. The following Terms of Reference for the ICAEW Corporate Finance Faculty were approved by the ICAEW Council on 14 March 2018.

Name

- B. The Faculty is known as the ICAEW Corporate Finance Faculty (the Faculty) and is an ICAEW community for individuals and organisations with an interest in corporate finance.

Objectives

- C. The objectives of the Faculty are:
- i. To be the professional and public interest voice of ICAEW in the field of corporate finance and to maintain and enhance the reputation and status of ICAEW in this field by providing input, assistance, advice and comment in relation to corporate finance issues and developments and in particular, to make representations to governments and to other bodies and authorities as appropriate, and to develop contacts with relevant bodies.
 - ii. To further the study of corporate finance in all its forms, including through the development and dissemination of insight from thought leadership and research for the benefit of stakeholders.
 - iii. To provide a centre of excellence in the field of corporate finance so as to enhance the reputation and status of ICAEW and members, and in so doing promote good practice.
 - iv. To provide support for the development of the ACA qualification and other ICAEW specialist qualifications.
 - v. To provide good practice support and services on audit and assurance matters.
 - vi. To connect with the wider professional community and encourage a range of views that inform Faculty activities, thereby creating a sense of openness and belonging within the community.

Accountability

- D. The Faculty is ultimately accountable to Council.
- E. Council has delegated responsibility for all matters related to the development and implementation of ICAEW strategy, policy and operational plans and resources to the ICAEW Board. ICAEW Board has delegated oversight of the development of policies, actions and the operational plan in the area of technical strategy to the Technical Strategy Board (TSB). In pursuit of this, TSB is responsible for the co-ordination of activities of the Faculties.
- F. The Faculty Chair, or their designate subject to approval, will have *ex officio* membership of Council and the TSB for the duration of his or her term of office as Faculty Chair.

Operation of the Faculty

- G. ICAEW will provide staff with appropriate skills and capacity (which will include an individual designated to co-ordinate the work of the Faculty) to undertake such activities as are

necessary to advance the achievement of the Faculty's objectives within annual budget constraints set by ICAEW.

- H. The ICAEW Corporate Finance Faculty Board (the Faculty Board) will be appointed to work with ICAEW staff to further the Faculty's objectives. The Faculty Board will comprise a majority of ICAEW Members and may include individuals who are not ICAEW Members but who have relevant interest and experience.
- I. The Faculty Board may establish such governance practices as it sees fit, always providing that they are in accordance with these Terms of Reference, the ICAEW Governance Handbook and ICAEW operational policies and procedures. In particular, the Faculty Board may establish groups, including technical committees where appropriate, in various forms to enable the Faculty to discharge its responsibilities.
- J. The Faculty Board will be responsible for:
 - i. the Faculty meeting its objectives to the extent that these are within its control and will plan its meetings accordingly. ICAEW staff will work with the Faculty Board to prepare an activity plan that outlines how the Faculty will meet its objectives and agree performance measures in the context of the ICAEW strategy.
 - ii. encouraging the regular use of a wide range of two-way open communication channels and mechanisms to reach out to members and potential members and call on them to provide input to inform the activities of the Faculty and get involved on an active basis.
 - iii. its composition and, in particular, for considering and reporting issues of inclusiveness and diversity to ensure that the Faculty Board as a whole reflects the diversity and professional interests of its community of members and organisations.
- K. The Faculty Board will share its nominations for Faculty Board members with the TSB. Nominations approved by the TSB will be presented to the ICAEW Nominating Committee (the Committee) for approval. The TSB and the Committee will review the nominations for matters of inclusiveness and diversity and to ensure that an open and transparent appointments process has been followed prior to approving appointments.
- L. The Board will nominate a Faculty Chair and, if applicable, a Deputy Chair and this will be shared with the TSB and the Committee for approval. Board members who are not an ICAEW Member will not be eligible for nomination to the position of Faculty Chair.
- M. The TSB will consider, alongside the activity plan and meeting attendance record, an annual report from the Faculty Chair on the diversity of the Faculty Board and the process and communications to encourage individuals to get involved with the Faculty on an active basis.
- N. Appointment to, and also removal from, the Faculty Board will be in line with the ICAEW Governance Handbook. Faculty Board members normally serve a term of three years, renewable once (i.e. up to a maximum of six years). The Faculty Chair will hold office for three years and will not normally serve for more than two consecutive terms of three years. Where the Faculty Board considers there is a case for a longer period of service, it may propose an extension to the Committee for approval.
- O. The Faculty Board may propose amendments to the Terms of Reference for the consideration of the TSB. In the event of the TSB wishing to amend the Terms of Reference other than on the recommendation of the Board, the Faculty Board will be given the opportunity to discuss such changes and to represent its views to the TSB before changes are approved.