

Institute of Risk Management

Terms of Reference for the Investment Committee



1. Purpose

- 1.1 The purpose of the Investment Committee is to assist the Board in the fulfilment of its corporate governance duties in relation to market-based investments held by the IRM Group.

2. Duties

- 2.1 The duties of the Investment Committee are to:
- review the IRM's market-based investments;
 - set and revise the investment policy of the IRM;
 - appoint and manage external investment managers as appropriate;
 - review performance of investments against benchmark targets set by the committee;
 - ensure that the IRM is compliant with all aspects of the law, relevant regulations and good practice in the management of investments;
 - undertake authorised investigations on behalf of the Board and advise on the findings and recommendations.

3. Membership

- 3.1 Membership of the committee shall be as follows:
- 1 current Board member who shall serve as Chairperson
 - The CEO (ex officio)
 - The Director of Finance (ex officio)
- 3.2 The committee has the power to co-opt other committee members as required. These individuals should either be IRM members or staff.
- 3.3 The committee will be supported by a secretary.
- 3.4 Appointments to the committee shall be made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years provided the member still meets the criteria for membership of the committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members, one of whom must be a current Board member.

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5. Frequency of meetings

5.1 The committee shall meet at least twice a year and otherwise as required.

6. Notice of meetings

6.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairperson.

6.2 Unless otherwise agreed, notice of each meeting confirming venue, time and date, together with an agenda of items to be discussed shall be forwarded to each member of the committee and to any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

7. Minutes of meetings

7.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all members of the Board unless it would be inappropriate to do so.

8. Delegated Authority

8.1 The Investment Committee is a sub-committee of the Board and shall have delegated authority to make decisions on investment matters and, specifically:

- agree strategy and monitor the investment assets
- approve the terms of engagement of the investment manager;
- meet with and review the performance of the investment manager;
- seek any necessary external professional advice, at the IRM's expense.

9. Reporting

9.1 The chairperson of the committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other Matters

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- 10.1 The committee shall arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure that it is operating effectively and recommend to the Board any changes it considers necessary.