Schedule of Matters reserved for the Board of Foundation for Investing in the Communities (& subsidiaries)

- 1. Strategy and Management
- 2. Structure and Capital
- 3. Financial Reporting and Controls
- 4. Internal Controls
- 5. Contracts
- 6. Communication
- 7. Board Membership and other Appointments
- 8. Remuneration
- 9. Corporate Governance Matters

1. **Strategy and Management**
   1.1 Responsibility for the overall direction of the Charity.
   1.2 Extension of the Charity’s activities into new business areas
   1.3 Approval of the Charity’s long term objectives and strategy, policies and annual operating and capital budgets.
   1.4 Sound planning,
   1.5 Compliance with statutory and regulatory obligations.

2. **Structure and Capital**
   2.1 Major changes to the Charity’s corporate structure.
   2.2 Any changes to the Charity’s listings or its status as Charity.

3. **Financial Reporting and Controls**
   3.1 Ensure adequate accounting and other records,
   3.2 Approval of:
      - the Annual Report and audited Accounts;
      - Periodic Reports and Management Accounts; and
      - Approval of any significant changes in accounting policies or practices.

4. **Internal Controls**
   4.1 Ensuring an adequate system of internal control and risk management on the basis periodic reports from the FAIG.
   4.2 Approving an appropriate statement for inclusion in the annual report.

5. **Contracts**
   5.1 Approval of major capital projects, investments or contracts.
   5.2 Lending or borrowing by the Charity in accordance with the Articles of the Charity.
   5.3 Approval of the funds investment policy of the endowment fund, the oversight of which has been delegated to the FAI/G to act as a committee of trustees.
6. Communication

6.1 Approval of resolutions and related documentation to be put forward to members at a general meeting.

7. Board Membership and other Appointments

7.1 Changes to the structure, size and composition of the Board.
7.2 Board appointments and removals.
7.3 Succession planning for the Board and CEO.
7.4 Selection of the Chairman of the Board and the CEO.
7.5 Membership and chairmanship of Board committees.
7.6 Appointment or removal of the Company Secretary.
7.7 Appointment, reappointment or removal of the Auditor.
7.8 Appointments to the Boards of subsidiaries.

8. Remuneration

8.1 The remuneration policy of the CEO is determined by the Chairman.

9. Corporate Governance Matters

9.1 Annual review of the CEO by the Chairman
9.2 Annual review by the Board of the performance of the Board’s committees and the Chairman.
9.3 Consider the balance of interests between members, employees, customers, beneficiaries and the community.
9.4 Ensure Charity is registered with Revenue as a Charity
9.5 Delegation of powers to committees which shall consist of at least one Director

February 2013