

Technical Advisory Group: Terms of Reference

These Terms of Reference should be read in conjunction with the INPRF Due Process.

1. Role

- 1.1 The International Non-Profit Reporting Foundation (INPRF) is a non-profit, public interest organisation established to promote and develop high-quality, credible, comparable and globally accepted financial reporting standards (initially, the International Non-Profit Accounting Standard (INPAS)), Practice Guides and supporting technical material for non-profit organisations (NPOs).
- 1.2 The Technical Advisory Group (TAG) supports the INPRF in executing its mission. The TAG is the primary technical body of the INPRF, with the INPRF Board of Trustees (Trustees) responsible for the oversight of due process and approval of publication of technical materials, based on TAG recommendations.
- 1.3 Specifically, in accordance with the *INPRF Due Process*, the TAG shall provide timely:
 - (a) advice to the INPRF Secretariat (Secretariat) on the priority of emerging technical questions, the technical resolution of the question and the mechanism to address the question; and
 - (b) technical recommendations to the Trustees about publication of proposed and final amendments to INPAS and Practice Guides and of supporting technical material.
- 1.4 The TAG shall report to the Trustees, or delegated committee thereof, on the due process undertaken to support its technical recommendations. The Trustees shall vote on whether to approve publication of materials based on their consideration of the TAG's due process report.

2. Membership

Composition

- 2.1 The TAG membership will, to the extent practicable, have a balance of geographical and professional representation, and is intended to be diverse and inclusive. It will include a minimum of 12 but not more than 18 members, excluding the TAG Chair.

Experience

- 2.2 The TAG comprises individuals that have an interest in or are affected by the development of high-quality international financial reporting standards for NPOs. Members shall have recent practical experience in setting accounting standards, in auditing, preparing or using NPO financial reports, or in accounting education or regulation relevant to the NPO sector.
- 2.3 The appointment of members will be based on evidence that they can demonstrate the following skills and experience:
- (a) technical competence and knowledge of financial accounting and reporting;
 - (b) analytical and decision-making skills;
 - (c) communication skills;
 - (d) NPO sector understanding / experience;
 - (e) collaborative working; and
 - (f) commitment to financial reporting for NPOs.

Appointment

- 2.4 Inaugural TAG members shall be appointed by the Trustees, with input from the TAG Chair, from among interested members of the INPRF TAG predecessor group, the IFR4NPO Project TAG.
- 2.5 Thereafter, new members shall be appointed by the Trustees, with input from the TAG Chair, following an open call for nominations, an interview to assess the suitability of the nominee against the criteria in 2.2 and 2.3 and consideration of the TAG's compositional balance.

Term

- 2.6 Members will serve for an initial period of up to three years and can serve for additional periods of up to three years until he/she has reached a maximum of six years. Multiple individuals from the same organisation may serve consecutively on the TAG, as long as each individual does not serve for longer than six years.
- 2.7 If a member changes roles within an organisation or moves to a new organisation during his/her term, he/she should communicate details of the change and whether he/she would like to continue to serve as a member of the TAG to the Secretariat and TAG Chair. The Secretariat and TAG Chair will jointly evaluate whether the change would give rise to any concerns sufficient to raise with the Trustees. If no significant concerns are identified, then the TAG Chair may confirm continuing TAG membership if the member would

like to continue his/her role as a member of the TAG. If concerns have been raised with the Trustees, after due consideration of the facts and any potential mitigations, the TAG Chair may ask the TAG member to stand down.

Expectations

- 2.8 TAG members shall provide independent technical expertise and advice as individuals rather than on behalf of an organisation.
- 2.9 As far as possible, TAG members are expected to attend all meetings. Where a TAG member is unable to attend, he/she can provide comments or feedback on the papers provided. A TAG member that does not attend more than 50% of the meetings in each fiscal year may be asked to stand down.
- 2.10 TAG members are expected to facilitate the role of the TAG, as stated in 1.3, by:
 - (a) reviewing technical documents provided to the TAG members;
 - (b) contributing to TAG discussion, including technical views, alternative approaches and reasoning.
 - (c) engaging their network of professionals for additional perspective to share with TAG members and the Secretariat.
- 2.11 When undertaking the role of TAG member, members are expected to act in the public interest and to declare any conflicts of interest.

3. TAG Chair

- 3.1 The inaugural TAG Chair shall be appointed by the Chair of the Trustees from among the Trustees for an initial term of one year. Thereafter, the Trustees shall appoint the TAG Chair. The TAG Chair shall be either a member of the Trustees or an external appointee. External appointees may include an existing member of the TAG. External appointees shall be appointed through an open call for nominations and an interview to assess the suitability of the nominee.
- 3.2 The TAG Chair is expected to meet the same skills and experience as any other TAG member.
- 3.3 After completion of the inaugural TAG Chair's term, the TAG Chair will serve for an initial period of three years and can be renewed for two successive terms of up to three years each until the TAG Chair has reached the maximum of nine years.

- 3.4 In addition to meeting the same expectations as any other member, the TAG Chair will provide leadership to the TAG in ensuring that it effectively executes its role. The duties of the TAG Chair will include, but will not be limited to, those necessary for the effective conduct of meetings of the TAG.
- 3.5 As noted in 2.4 to 2.5, the TAG Chair will be involved in the appointment process to ensure an appropriate overall balance and skills mix within the TAG.

4. Deputy TAG Chair

- 4.1 The Deputy TAG Chair is appointed by the Chair Trustee and TAG Chair from among the TAG members for a term of up to three years. The Deputy TAG Chair is expected to meet the same expectations as any other member but has the additional responsibility that he or she will assume the chairmanship of any meeting of the TAG at which the TAG Chair is absent or unable to chair the TAG.

5. Observers

- 5.1 The Trustees may appoint individuals to serve as formal TAG observers from the Trustees (if the TAG Chair is not a Trustee), other INPRF groups and candidates nominated by international and regional organisations with expertise and an interest in NPO financial reporting. Formal observers shall receive all meeting papers directly from the Secretariat and be invited to all meetings. Formal observers may contribute to TAG discussion but do not have a right to vote.
- 5.2 Members of the public are able to view the papers and recordings of the meetings on the INPRF website.

6. Operating Procedures

- 6.1 To ensure that the TAG operates efficiently and effectively, the following specific operating procedures are adopted.

Meeting details

- 6.2 Generally, all meetings of the TAG are expected to be virtual. Meetings will be approximately quarterly with additional meetings where necessary to ensure that discussions can be carried out on as timely a basis as possible. The TAG members and other meeting participants will be notified of meeting dates as soon as is practicable.

- 6.3 Alternates to TAG members, alternates to observers and assistants (either human or digital note-takers) are not permitted to join a meeting.
- 6.4 The TAG Chair will assume the chairmanship of any meeting of the TAG at which he/she is present. In the absence of the TAG Chair, the Deputy TAG Chair will act as chair.
- 6.5 The Secretariat shall provide administrative support for the TAG's meetings.

Quorum

- 6.6 The quorum for TAG meetings is one-half of its members.

Meeting agenda and papers

- 6.7 The INPRF Technical Director, in consultation with the TAG Chair, will set the agenda for TAG meetings.
- 6.8 Papers supporting the TAG agenda items will be provided prior to each meeting to facilitate the role of the TAG as stated in 1.3. Papers shall highlight issues for TAG consideration, including Secretariat recommendations and supporting research and analysis. Papers shall also help the TAG and Trustees assess compliance with the *INPRF Due Process*.
- 6.9 Papers for the meetings will generally be issued at least one week ahead of each meeting.
- 6.10 The Secretariat may supplement the papers orally at the meeting to facilitate discussion.

Voting arrangements

- 6.11 Technical recommendations to the Trustees about publication of proposed and final amendments to INPAS and Practice Guides and of supporting technical material, as required by the *INPRF Due Process*, shall be decided by vote of all TAG members, based on the required level of support set out in the *INPRF Due Process*.
- 6.12 The Chair does not have a right to vote if he/she is a member of the Trustees. Observers do not have a right to vote.

- 6.13 Voting may be carried out by a show of hands in the meeting or by e-mail outside the meeting. The result will be recorded and be part of the public record.

Confidentiality requirements

- 6.14 Materials that have not yet been made available to the public, for example through publication on the INPRF website, should not be provided to third parties or used as a basis for comment to the media. TAG members may need to discuss the materials with colleagues or stakeholders; however, they would be expected to put in place arrangements that enable the distribution of confidential material to be confined to a small group.

7. Transparency

- 7.1 The membership and terms of reference shall be published on the INPRF website.
- 7.2 TAG meetings shall be public as set out in 5.2. When considered necessary, the TAG Chair may arrange closed or private sessions, where the content is not public, to deal with administrative and similar matters.
- 7.3 Members of the public shall be able to access the agenda papers and recordings of the open sessions of the TAG meetings on the INPRF website in English. A summary of the discussion and technical recommendations shall be published on the INPRF website after clearance by TAG members. A list of members present will also be published. Should a record of any private sessions of the TAG meetings be prepared, they will be sent to the TAG members and any other attendees only.

8. Review of the Terms of Reference

- 8.1 The Trustees shall review the Terms of Reference of the TAG at least every three years.