

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

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