Finance and Administration Committee Charter

The Finance and Administration Committee (Committee) of the Patient-Centered Outcomes Research Institute (PCORI) shall provide advice and assistance to the Board of Governors (Board) and PCORI regarding the organization’s fiduciary and general administrative duties. The Committee shall provide oversight with respect to the financial and administrative strategies and policies of the organization.

The Committee shall also carry out the responsibilities of the Board with respect to the oversight of the deposit, management, and investment of PCORI funds, including funds that may be held in any operating accounts, investment accounts, safekeeping accounts, and any and all other banking, financial or other accounts established by PCORI for the deposit, holding and/or investment of PCORI funds, in all cases consistent with and subject to the Investment Policy approved by the Board. The Committee shall exercise decision-making authority on behalf of the Board with respect to PCORI funds and the accounts in which they may be held in accordance with PCORI policies and D.C. nonprofit law.

Membership
The Committee shall consist of at least three, but no more than five, members of the Board. The members shall include the Chair and any Vice-Chair of the Committee; only members of the Board shall be eligible to serve on the Committee. Members of the Committee shall be nominated by the Governance Committee and approved by a majority vote of the entire Board, in accordance with the Bylaws. Any member of the Committee can be removed from the Committee at any time by vote of a majority of the entire Board.

The Chair of the Committee shall be nominated by the Governance Committee and approved by majority vote of the Board. The Chair shall serve a term of two years and can serve as Chair for no more than two consecutive terms. The Chair can be removed from such position at any time by vote of a majority of the Board.

The Board may approve a Vice-Chair for the Committee, who shall be nominated by the Governance Committee and approved by majority vote of the Board. Any Vice-Chair shall serve a term of two years and can serve no more than two consecutive terms. A Vice-Chair can be removed from such position at any time by a vote of a majority of the Board.

Quorum and Voting
A quorum shall consist of a majority of members of the Committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Any action that may be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Committee, and such written consent is filed with the minutes of the Committee. Such consent shall have the same force and effect as a vote at a meeting.
Committee Operations
The Committee shall meet upon the call of the Committee Chair, upon the call of a majority of its members, or upon the call of the Board Chairperson, provided that reasonable notice has been provided to all Committee members. Meetings may be held in person, by teleconference, or by other electronic means that allow appropriate participation by all members. The Committee may meet periodically in executive session without management present. The Committee shall keep minutes of meetings and shall report regularly to the Board. The Committee shall be staffed by the Chief Operating Officer of PCORI and by such other staff as the Executive Director, with the counsel of the Committee, deems appropriate.

Committee Responsibilities
The Committee shall have the following responsibilities, and any other responsibilities reasonably related to its purposes or assigned by the Chairperson of the Board or the Board:

• Carry out the responsibilities of the Board with respect to the oversight of the deposit, management, and investment of PCORI funds, including funds that may be held in any operating accounts, investment accounts, safekeeping accounts, and any and all other banking, financial or other accounts established by PCORI for the deposit, holding and/or investment of PCORI funds, in all cases consistent with and subject to the Board-approved Investment Policy. This may include, but is not limited to:
  o Exercise any and all decision-making authority on behalf of the Board with respect to the deposit, management, investment and oversight of PCORI funds and the financial accounts in which they may be held, in all cases consistent with and subject to the Board-approved Investment Policy;
  o Review and recommend long-range financial plans for PCORI;
  o Provide oversight with respect to the overall financial condition of PCORI and its income and expenditures;
  o Establish appropriate financial controls and reporting;
  o Review and make recommendations to the Board and PCORI on PCORI’s annual proposed operating budget, including any proposed material changes during the year; and
  o Monitor PCORI’s progress on financial and administrative goals and milestones.
• Review and advise the Board and PCORI on PCORI’s financial and administrative policies. This may include, but is not limited to:
  o Review and make recommendations to the Board regarding changes to PCORI’s Investment Policy, as the Committee deems appropriate from time to time;
  o Review and make recommendations to the Board regarding changes to PCORI’s Board & Methodology Committee Compensation and Reimbursement Policy;
  o Review and make recommendations to the Board and PCORI on PCORI’s decision matrix addressing who is authorized to make certain decisions on behalf of PCORI;
  o Review and make recommendations to the Board and PCORI regarding personnel policies, including compensation and benefits;
  o Review and provide oversight on PCORI’s insurance policies; and
  o Review and make recommendations to the Board and PCORI on other financial and administrative matters, as appropriate.
• Annually review the Committee Charter, the Committee’s own performance and coordination with other Committees, and make appropriate recommendations to the Board.
History:
Approved by the PCORI Board of Governors 2/25/2014
Amended by the PCORI Board of Governors 1/10/2017
Amended by the PCORI Board of Governors 6/19/2018
Amended by the PCORI Board of Governors 4/16/2019