

# **AUDIT & RISK COMMITTEE**

## **TERMS OF REFERENCE**

### **1. Constitution**

The governing body has established a Committee of the governing body known as the Audit & Risk Committee.

### **2. Membership**

All members of the Audit & Risk Committee and its Chair shall be appointed by the governing body, from among its own members, and must consist of members with no executive responsibility for the management of the institution. There shall be no fewer than three members; a quorum shall be at least two members. The Chair of the governing body should not be a member of the Audit & Risk Committee. Members should not have significant interests in the institution.

At least one member should have recent relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with relevant expertise.

### **3. Attendance at meetings**

The Vice-Chancellor, the Deputy Vice-Chancellor, Director of Finance, Director of Strategic Planning, the head of internal audit and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Audit & Risk Committee Secretary.

### **4. Frequency of meetings**

Meetings shall normally be held three times each financial year. The external auditors or head of internal audit may request additional meetings if they consider it necessary.

### **5. Quorum**

The quorum for the committee will be three members with independent governors in the majority.

## **6. Authority**

The Committee is authorised by the governing body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to cooperate with requests made by the Committee.

The Committee is authorised by the governing body to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and/or Chair of the governing body. However, it may not incur direct expenditure in this respect more than £10,000 without the prior approval of the governing body.

The Audit & Risk Committee is authorised to approve<sup>1</sup> all audit planning documents on behalf of the governing body.

The Audit & Risk Committee will review the audit of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the governing body.

## **7. Duties**

The duties of the Committee shall be to:

- a. Advise the governing body on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors.
- b. Discuss with the external auditors, before the audit begins, the nature and scope of the audit.
- c. Discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
- d. Consider and advise the governing body on the appointment and terms

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<sup>1</sup> Or recommend to the governing body for approval.

of engagement of the internal audit service (and the head of internal audit if applicable), the audit fee, the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors.

- e. Review the internal auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations and management response; and promote coordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are enough to meet the institution's needs (or make a recommendation to the governing body as appropriate).
- f. Keep under review the effectiveness of the risk management, culture, control and governance arrangements and review the external auditors' management letter, the internal auditors' annual report and management responses.
- g. Monitor the implementation of agreed audit-based recommendations from whatever source.
- h. Ensure that all significant losses have been thoroughly investigated and that the internal and external auditors – and where appropriate the regulator – have been informed.
- i. Oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- j. Satisfy itself that suitable arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:
  - a) support the culture and behaviour that is prevalent within the institution;
  - b) ensure the effective management of conflicts of interest; and
  - c) enable the appointment of 'fit and proper persons' to the governing body and senior executive positions.
- k. Satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.
- l. Receive any relevant reports from the National Audit Office and its equivalents in Scotland, Wales and Northern Ireland, the regulator and other organisations.
- m. Monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to the governing body concerning their reappointment, where appropriate.
- n. Monitor other relevant sources of assurance, for example other external reviews.
- o. Consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal

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control, in accordance with the regulator's accounts directions.

- p. In the event of the merger or dissolution of the institution, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

## **8. Reporting procedures**

The minutes (or a report) of meetings of the Audit & Risk Committee will be circulated to all members of the governing body.

The Committee will prepare an annual report covering the institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the governing body and Vice-Chancellor and will summarise the activity for the year. It will give the Committee's opinion of the adequacy and effectiveness of the institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts); and
- sustainability, economy, efficiency and effectiveness.

This opinion should be based on the information presented to the Committee. The Audit & Risk Committee annual report should normally be submitted to the governing body before the members' responsibility statement in the annual financial statements is signed. The report will usually be published after consideration by the governing body.

## **9. Clerking arrangements**

The clerk to the Audit & Risk Committee will be the Clerk to the Board

## **10. Review**

The Audit & Risk Committee should periodically (and at a minimum of every four years) undertake a review of its terms of reference and its own effectiveness and recommend any necessary changes to the governing body