

AUDIT AND RISK COMMITTEE

Terms of Reference

Purpose

To oversee the procedures for auditing the University's activities and to ensure systems are in place for effective risk management, data management, financial and other internal controls and governance. The terms of reference have been developed with reference to the regulatory requirements of the Office for Students (OfS), and the Committee has adopted the Higher Education Audit Committees Code of Practice published by the Committee of University Chairs (CUC) in May 2020.

Membership

1. The Committee and its Chair shall be appointed by the University Council from among its own Members (with the exception of co-opted members) on the recommendation of the Governance and Membership Committee, and must comprise of members with no executive responsibility for the management of the institution. The Chair of the University Council will not normally be a Member of the Committee. Members should not have significant interests in the institution, though should the situation arise, they should declare an interest in any matter that impinges on their other responsibilities: they may then be excluded from consideration of such items.
2. The Chair of the Committee will be an external member of the University Council.
3. In addition, normally, at least two, but not more than three external members of the University Council.
4. Not more than three Committee members appointed under paragraph 8 of the University's Instrument of Government (persons who are not members of the University Council).
5. At least one member should have recent and relevant experience in finance, accounting or auditing.

In attendance

University Secretary
UNIAC representative (Internal Audit Service)
External auditor representative
Deputy Vice-Chancellor
Director of Finance
Senior Governance Officer

1. The Secretary to the Audit and Risk Committee will be the Secretary to the University Council (or other appropriate independent individual).
2. The Director of Finance, the Director of the Internal Audit Service and a representative of the external auditors shall normally attend meetings where business relevant to them is to be discussed. Other senior managers of the institution, and the external auditors, may be invited to attend meetings of the Committee to provide information and give their views.

At least once a year the Committee should meet with the external and internal auditors without any officers present, with the exception of the University Secretary.

Current membership

Mr R Cox (external Council member and Chair) *
Baroness K Pinnock (external Council member)
Ms S Baines (external Council member)
Mr R Davies (external Council member) *
Mr R Kelly (co-opted member) *
Mr P Leigh (co-opted member) *

Quorum

1. Fifty percent of the current membership (rounded up to the nearest whole number).
2. That within the quorum, at least one member should have recent and relevant experience in finance, accounting or auditing and that all members shall be clear which members are so designated (* above).

Frequency of Meetings

1. Meetings shall normally be held four times each financial year. The Chair of the Audit and Risk Committee, external auditors or Director of the Internal Audit Service may request a meeting if they consider it necessary.

Delegation of Authority

1. The Committee is authorised by the University Council 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 co-operate with any request made by the Committee.
2. The Committee is authorised by the University Council 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 University Council. However, it may not incur direct expenditure in this respect in excess of £10,000 in any one instance, without the prior approval of the University Council.
3. The Audit and Risk Committee is authorised to approve all audit planning documents on behalf of University Council.
4. The Committee is authorised by the University Council to receive regular progress reports on risk management within the University from the Senior Leadership Team, who are appointed to keep under review all aspects of risk management. The Audit and Risk Committee Chair will brief the Council where necessary on any specific matters or concerns.
5. The Audit and Risk Committee will review the draft annual financial statements including the external audit opinion, the statement of members' responsibilities, the statement of internal control in accordance with OfS Accounts Directions, 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 University Council.
6. To approve the Anti-Corruption and Bribery Policy and the annual Modern Slavery Statement on behalf of the University Council.
7. To approve the University's insurers on the advice of the Director of Finance.
8. The Chair to have delegated authority to act between meetings after consulting with the Chair of Council, the Vice-Chancellor, Deputy Vice-Chancellor, the Director of Finance and the University Secretary. Details of any action taken will then be reported back to the Committee.

Duties

External and Internal Audit

1. To advise the University Council on the appointment, the terms of engagement, the audit fee, the provision of any non-audit services and any questions of resignation or dismissal of the internal and external auditors.
2. To discuss, if necessary, with the external auditors, before the audit begins, the nature and scope of the audit.
3. To discuss with the external auditor any 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).
4. To 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.
5. On behalf of the University Council, to review and approve the internal auditors' annual audit plan ensuring that it adopts a risk-based approach and is consistent with the audit needs of the institution.
6. To monitor the implementation of agreed audit-based recommendations from whatever source.
7. To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the University Council concerning their re-appointment, where appropriate.
8. Monitor other relevant sources of assurance, for example other external reviews.

Risk Management and Internal Controls

9. To keep under review the effectiveness of the risk management, risk appetite, control and governance arrangements and, in particular, review the external auditors' management letter, the Internal Audit Service's annual report, and management responses.
10. To satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.
11. To consider the University's Risk Register at each meeting and to undertake a formal review at least annually and make recommendations to University Council as appropriate.
12. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the OfS Chief Executive, have been informed.
13. To oversee the institution's Anti-Corruption and Bribery Policy on fraud and irregularity, including being notified of any action taken under that policy.
14. To oversee the University's Whistleblowing Policy and to receive an annual report on any whistleblowing that has occurred.
15. To satisfy itself that satisfactory 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.
16. To receive reports annually from the Internal Audit Service and Senior Leadership Team on the effectiveness of University Value for Money arrangements and specific Value for Money projects and

to receive an annual report from the Director of Finance on Procurement Performance. The Director of Finance reports to Council on Value for Money.

17. To consider elements of the annual financial statements of the University (and its subsidiary companies) in the presence of the external auditors, including the auditors' formal opinion, the Report of the University Council, incorporating the Operating and Financial Review, Public Benefit Statement and the Statement of Corporate Governance and Internal Control in accordance with OFS's account directions, and to recommend these for adoption by the University Council.
18. To receive any relevant reports from the National Audit Office, OfS and other organisations.
19. 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.
20. The Committee will maintain the ability to seek assurances against all aspects of the University's risk register by use of internal audit and/or by asking for additional reporting which will be reflected in the Committee's cycle of business which will be updated regularly by the University Secretary.

Effectiveness Review

21. The Audit and 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 University Council.

Reporting Procedures

1. 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 University Council and the Vice-Chancellor, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the institution's arrangements for the following:
 - risk management (including the accuracy of the statement of internal control within the Financial Statements), control and governance
 - sustainability, economy, efficiency and effectiveness (value for money)
 - management and quality assurance of data submitted to HESA and to OFS and other funding bodies.

The above opinion should be based upon the information presented to the Committee.

The Audit and Risk Committee Annual Report should also record the work of the Committee and consider the following:

- The external auditors' Audit Findings
- The internal auditors' Annual Report and Opinion
- Any OfS Audit Service reports or other relevant evaluations
- Adoption of the CUC Audit Code of Practice.

The Audit and Risk Committee annual report should normally be submitted to the University Council before the members' responsibility statement in the annual financial statements is signed. The report will be published after consideration by University Council.

2. The Committee will report to Council after each meeting; the minutes of the Audit and Risk Committee will be circulated to all Council members and will be reviewed at the next available Council meeting.
3. The Committee will draw the attention of the Council to significant audit matters at any time.

30 November 2023