

## **Terms of Reference for Audit Committee**

### **Constitution and Membership**

The Governing Body is responsible for establishing a committee of the Governing Body to be known as the Audit Committee.

The committee and its Chair will be appointed by the Governing Body and will consist of members with no executive responsibility for the management of the College.

Membership of the Audit Committee must not include the Chair of the Governing Body, the Principal, student governors or any other member of the Governing Body with financial responsibilities for the College (i.e. be a member of the Resource Planning Committee) in order to ensure independence and objectivity. Employees (excluding Senior Post-holders) are permitted to be members of the committee but must have regard for any potential conflicts of interest that may exist.

There shall be not less than 3 members and no more than 6 members. At least one member should have recent and relevant financial experience but membership should not be drawn exclusively from people with such a background.

A quorum shall be a minimum of 3 members. This excludes co-opted members as they are not included in the membership number for the committee despite having equal status as the other members.

The committee may, if it considers it necessary or desirable, co-opt up to 2 members with particular expertise. A co-opted member of the committee must not be appointed as its Chair since the Chair has to be able to attend, as of right, all meetings of the Governing Body.

The Principal may be invited to attend meetings where the committee deems that this is appropriate.

### **Authority**

The Committee is authorised by the Governing Body:

- (a) to investigate any activity within its Terms of Reference;
- (b) to seek any information it requires from any member of staff and all employees are directed to co-operate with any such request made by the committee;

- (c) to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

### **Proceedings**

The Committee must meet at least three times per academic year. The Deputy Principal (Resources) (or equivalent) and the internal auditors should normally attend Audit Committee meetings, together with other staff invited to attend where appropriate. The external auditors are also invited to attend all Audit Committee meetings but are expected to attend meetings where business relevant to them is being discussed. Once each year the committee will meet with the College's internal and external auditors without any College officers present; the Clerk can attend to record the discussions.

### **Duties**

The main duties of the Committee are:

- (a) ensuring the College complies with the mandatory requirements of the Further Education Audit Code of Practice issued by the Welsh Government;
- (b) reviewing the College's mechanisms for the assessment and management of risk;
- (c) reviewing the assurance mechanisms for ensuring compliance with the College's corporate governance requirements;
- (d) advising the Governing Body on the appointment and terms of engagement of the Internal Auditors, the audit fee, the provision of non-audit services by the Internal Auditors and any question of resignation or dismissal of the internal auditors;
- (e) advising the Governing Body on whether the College has adequate systems and procedures in place to promote economy, efficiency and effectiveness;
- (f) advising the Governing Body on the appointment and remuneration of the external auditors and the scope of their work, including any non-audit services provided and any question of resignation or dismissal, monitoring the rotation of the assignment partner in compliance with applicable United Kingdom ethical guidance and making a recommendation on the annual reappointment of the External Auditors to the Governing Body;
- (g) agreeing the nature and scope of audit work;

- (h) discussing findings and conclusions arising from audits, including a review of the external auditor's Management Letter and Communication with Those Charged with Governance incorporating management responses;
- (i) considering the College's draft annual Financial Statements, after review by the Resource Planning Committee and prior to submission to the Governing Body for formal approval. The review should include specific consideration of significant accounting policies and any changes in those policies, members' responsibilities and any corporate governance statement. The committee's view on any statement of the effectiveness of the internal control system will be provided to the Governing Body as part of the committee's Annual Report;
- (j) reviewing the effectiveness of internal control systems and, in particular, to review the external auditors' Management Letter and Communication with Those charged with Governance, the internal auditors' Annual Report and management responses;
- (k) reviewing and recommending to the Governing Body the internal auditor's audit strategy and the audit plan, including any changes made during the year;
- (l) considering major findings of internal audit investigations and management's response;
- (m) promoting co-ordination between the internal and external auditors;
- (n) ensuring that the resources made available for Internal Audit are sufficient to meet the College's needs;
- (o) monitoring the implementation of agreed audit recommendations;
- (p) reviewing relevant reports from the Welsh Government and other organisations and monitoring the implementation of relevant recommendations;
- (q) monitoring the performance and effectiveness of external and internal audit as the basis for recommendations to the Governing Body concerning their reappointment;
- (r) overseeing the College's policy on fraud and irregularity, including any action taken under that policy as detailed in a yearly report received by the Committee;

- (s) reviewing the College's whistleblowing arrangements, i.e. the process by which staff or Governors may, in confidence, formally raise concerns and receiving a yearly report detailing any action taken in this area;
- (t) ensuring that all significant losses have been properly investigated and that the internal and external auditors have been fully informed of the matter;
- (u) monitoring the implementation of audit related letters and guidance.

### **Reporting Procedures**

The committee will circulate the minutes of its meetings to the Governing Body and there should be an opportunity at meetings of the Governing Body to discuss matters raised by the Minutes.

The committee will produce an annual report which it will submit to the Governing Body, accompanied by the internal auditors' annual report, summarising the activity for the year. It will give the committee's opinion, based on the work of the Internal and External Auditors and any other work conducted during the year, on the effectiveness of the internal control system, including risk management and governance arrangements. The report should be submitted in time to be taken into account by the Governing Body in its consideration of the members' responsibility statement in the annual Financial Statements.

### **Clerking Arrangements**

The Clerk to the Governing Body shall be the Clerk to the Audit Committee.

**Reviewed by the Clerk: JULY 2023**

**Reviewed by the Search & Governance Committee: SEPTEMBER 2023**

**Reviewed by the Audit Committee: 23 OCTOBER 2023**

**Approved by the Governing Body: 26 OCTOBER 2023**

**Date of next review: OCTOBER 2025**