

CONSTITUTION: AUDIT COMMITTEE

This policy is regularly reviewed to ensure compliance with current regulations

Approved/reviewed by	
Clerk to the Corporation – April 2020	
Date of next review	As and when decided by the Corporation

This policy and procedure is subject to The Equality Act 2010 which recognises the following categories of individual as Protected Characteristics: Age, Gender Reassignment, Marriage and Civil Partnership, Pregnancy and Maternity, Race, Religion and Belief, Sex (gender), Sexual orientation, Disability, Socio-Economic Disadvantage

1. **COMPOSITION**

- 1.1 Five members of the Corporation including at least three independent members, one of whom shall chair the committee.
- 1.2 Up to two non-Corporation members with specialist audit-related expertise identified by the Chair and Principal and co-opted by the committee for specified periods.
- 1.3 The following shall not be eligible for appointment to the committee: -
- the Chair of the Corporation
 - members of the Finance and Resources Committee
 - Corporation members with significant interests in the College
 - the Principal
 - staff members
 - employees, partners or those with a significant interest in any of the College's professional advisers or suppliers of other significant goods or services
- 1.4 In appointing members of the committee, the Corporation shall ensure that it maintains its independence and at least one member has relevant skills and experience in: -
- delivering internal audit services or managing the results of internal audit
 - delivering a sound framework of internal control in a business as complex as the College

Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance.

2. **OBJECTIVES**

- 2.1 The Committee shall ensure that the internal control systems, including audit activities, of the Corporation and any of its subsidiaries is monitored actively, independently and objectively in order to: -
- improve the effectiveness of the College's internal controls, risk management and governance processes
 - reinforce the independence and effectiveness of the internal audit function
 - provide a sounding board for College management on issues of concern in connection with the College's internal control systems
 - advise on the reliability of the College's information systems
 - underpin the objectivity and independence of the financial statements auditors
 - increase public confidence in the objectivity and fairness of the Corporation's financial reports and in the quality of the College's corporate governance.

2.2 The Committee will provide a medium of communication from the Corporation's auditors which is not controlled by College management.

2.3 The Committee is not permitted to adopt an executive role

3. FUNCTIONS

3.1 Assess and provide the corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.

3.2 Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.

3.3 Inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

3.4 Monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.

3.5 Oversee the College's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:

- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
- that investigation outcomes are reported to the audit committee
- that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned/actioned
- that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- Risks around fraud have been identified and controls put in place to mitigate them

3.6 Produce an annual report for the Corporation. The annual report must summarise the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the audit committee's opinion on the adequacy and effectiveness of the College's assurance arrangements, its framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal

Control in the accounts is signed. A copy of the audit committee's annual report must be submitted to the relevant funding body with the annual accounts.

- 3.7 Advise the Corporation on audit assignment reports and annual reports and on control issues included in management letters and management's response to these.
- 3.8 Consider and advise the Corporation on relevant reports by the NAO, ESFA and other funding bodies and where appropriate, management's response to these.
- 3.9 Establish, in conjunction with college management, relevant annual performance measures and indicators and to monitor the effectiveness of audit services through these measures and indicators and decide, based on this review, whether a competition for price and quality of audit services is appropriate.

4. AUTHORITY

- 4.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information and explanations it considers necessary to fulfil its remit from any source including the internal audit service, the financial statements auditor, any Corporation member, committee of the Corporation or employee of the College as well as subcontractors and other third parties. All Corporation members and employees of the College are directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

5. CONDUCT OF MEETINGS

- 5.1 The committee shall appoint a Chair and Vice-Chair at its first meeting in each academic year. In the absence of the Chair and Vice-Chair, the committee members present at a meeting may appoint a member to chair the meeting.
- 5.2 The Clerk to the Corporation shall act as clerk to the committee. In the absence of the Clerk, the Chair shall make arrangements for a suitable person to clerk the committee.
- 5.3 The committee shall meet at least twice in each academic year at intervals determined by the Chair in consultation with the auditors and Principal. Additional meetings may be called at the request of a majority of the committee's members or by others legally empowered to require the committee to meet. The internal auditor, funding auditor or financial statements auditor may request a meeting of the committee if they consider that one is necessary and the committee will endeavour to comply with such requests.
- 5.4 The notice and agenda for a meeting of the committee shall be circulated by the clerk to all members of the committee not less than seven days before the

meeting. Any items, motions or reports for the agenda must be submitted by members at least two weeks before the meeting at which they are to be considered. Items so submitted should be accompanied by a short explanatory note. Items which are submitted late may be included on the agenda at the discretion of the Chair of the committee. Where the Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice and agenda are given within such period, being less than seven days, as he / she specifies.

5.5 A special meeting of the committee may be summoned by the written request to the clerk of the Chair or others entitled to make such a request as defined under paragraph 5.3 and the clerk shall give not less than three clear working days notice of such a meeting. The agenda for the meeting shall state the purpose for which it is to be convened and it shall consider no other business.

5.6 The quorum for any meeting of the committee shall be three members.

5.7 If the number of members of the committee assembled for a meeting of the Committee does not constitute a quorum, the meeting shall not be held.

If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.

5.8 If for lack of a quorum a meeting cannot be held or as the case might be cannot continue, the Chair shall call a special meeting to be summoned as soon as conveniently possible.

5.9 The committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy set out above) to exclude any, or all, participants and observers except the Clerk to the Committee.

5.10 The committee shall consider as a minimum each year any items of business set out in the Audit Code of Practice.

5.11 Decisions taken by the committee shall be by a show of hands unless a resolution be passed that a secret ballot take place. In the event of equality of votes on any issue the person presiding at the meeting shall have a second or casting vote.

5.12 No resolution of the committee may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a substantive item of business on the agenda for that meeting.

5.13 The validity of any proceedings of the committee shall not be affected by any vacancy amongst the members of the committee or by any defect in the nomination, election or appointment of a member.

5.14 The committee may establish such sub-committees as it sees fit and determine their membership and functions. Such sub-committees may include persons who are not members of the Corporation.

- 5.15 The clerk to the committee shall keep a record of all meetings and shall submit copies of the committee's minutes to the Corporation.
- 5.16 The Chair of any meeting of the committee shall, if he / she agrees the minutes to be an accurate record, sign them as a true record.
- 5.17 In considering any matter in which a member of the committee has or has had a personal interest, he / she shall declare the interest and shall, if the committee so determines, take no further part in the debate or any vote which may follow it.
- 5.18 A resolution in writing, in hard copy or by electronic means, signed by the majority of the members of the committee who would have been entitled to vote upon it had it been proposed at a meeting of the committee, shall be effective provided that-
- (a) A resolution in writing may comprise several copies to which one or more members have signified their agreement and shall be treated as passed on the date of the last signature;
 - (b) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. The "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

6. TERMS OF OFFICE

- 6.1 Members of the committee appointed by the Corporation shall hold office until:
- a) he / she ceases to be a member of the Corporation if appointed to the committee in that capacity;
 - b) he / she gives notice in writing to the Clerk of his / her resignation from membership of the committee;
 - c) his / her membership of the committee is terminated by the Corporation;
 - d) he / she ceases to be eligible to serve on the committee;
 - e) he / she is replaced by the Corporation as a member of the committee.

7. ADMISSION TO MEETINGS

The arrangements for admitting non-members to meetings of the committee shall be in accordance with the Corporation's policy on such admissions as determined from time to time.

College Governors who are not members of the Audit Committee have the right of attendance at the committee's meetings. Senior Managers of the College from any part of the College whose internal control systems are subject to examination may be invited to attend meetings of the committee to provide information and give their views. The Principal and Director of Finance will normally attend all meetings of the committee.

The committee may, when it feels it appropriate to do so, go into confidential session and exclude any or all participants and observers.

8. PUBLICATION OF PAPERS

Papers of the committee shall be withheld from publication on the same basis as papers of the Corporation.

AUDIT COMMITTEE - STANDING ORDERS

- 1 The committee shall act at all times in accordance with its constitution and within the powers vested in it by the Corporation.
- 2 In carrying out its functions, the committee shall comply with the Audit Code of Practice.
- 3 The committee shall ensure that the internal and external audit services comply with the Audit Code of Practice.
- 4 The committee shall review the financial statements of the Corporation in view of the recommendations made in the external audit management letters only and shall not be involved in reviewing and advising on the financial statements nor in commenting on the accounting policies of the Corporation.
- 5 The committee shall examine the soundness of, and compliance with, the College's financial regulations. The Finance and Resources committee shall be responsible for reviewing and providing advice to the Corporation on the approval of the College's financial regulations and procedures.
- 6 The committee shall assess its own performance and that of the internal and external audit services annually.

This Audit Committee will have due regard of the need to: -

- eliminate unlawful discrimination, harassment and victimisation and any other conduct prohibited by the Equality Act;
- advance equality of opportunity between people who share a protected characteristic and people who do not share it; and
- foster good relations between people who share a protected characteristic and people who do not share it