



Audit and Risk Assurance Committee Handbook (NI)

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1

Introduction

1.1 The “Corporate governance in central government departments: Code of Good Practice (NI) 2013” (thereafter referred to as “the 2013 Code”) **Principle 5.1** provides that:

“The Board should ensure that there are effective arrangements for governance, risk management and internal control for the whole departmental family. Advice about and scrutiny of key risks is a matter for the Board, not a committee. The Board should be supported by:

- an Audit and Risk Assurance Committee, chaired by a suitably experienced Non-Executive Board Member (NEBM);
- an internal audit service operating to Internal Audit standards issued by the Department of Finance and Personnel (DFP); and
- sponsor teams of the department’s key Arm’s Length Bodies (ALBs).”

1.2 On Audit and Risk Assurance Committees, this principle is supported by six supporting provisions in the Code.

- The Accounting Officer and Board should be supported by an Audit and Risk Assurance Committee, comprising of at least three members;
- Advising on key risk is a role for the Board. The Audit and Risk Assurance Committee should support the Board in this role;
- An Audit and Risk Assurance Committee should not have any executive responsibilities or be charged with making or endorsing any decision;
- The Board should ensure that there is adequate support for the Audit and Risk Assurance Committee, including a secretariat function;
- The Audit and Risk Assurance Committee should normally lead the assessment of the annual Governance Statement for the Board; and
- The terms of reference of the Audit and Risk Assurance Committee should be made available publicly.

1.3 The 2013 Code states “In addition to departments, the principles in the Code generally hold across other parts of government, including departments’ ALBs and non - Ministerial departments.

This means that Audit and Risk Assurance Committees should be established in all departments, executive agencies, executive Non-Departmental Public Bodies and other ALBs.

1.4 The 2013 Code requires that the Audit and Risk Assurance Committee should report annually on the work of the Committee in discharging its responsibilities. In accordance with this Handbook the Audit and Risk Assurance Committees should focus on:

- assurance arrangements over governance; financial reporting, annual reports and accounts; including the Governance Statement; and

- ensuring there is an adequate and effective risk management and assurance framework in place. It should be noted that the remit of an Audit and Risk Assurance Committee should be clear and distinct from executive risk management work or risk management committees that may exist in some organisations.

1.5 Any significant non-compliance with the five good practice principles of this Handbook (summarised in Chapter 2) should be explained and reported in the Governance Statement. Other non-compliance may also be reported.

2

Good practice principles for Audit and Risk Assurance Committees

This Handbook sets out five good practice principles for the Audit and Risk Assurance Committee in central government. These are summarised below and each principle is then further explained in the following chapters. Each principle is of equal importance.

Principle 1: Membership, independence, objectivity and understanding

The Audit and Risk Assurance Committee should be independent and objective; in addition, each member should have a good understanding of the objectives and priorities of the organisation and of their role as an Audit and Risk Assurance Committee member.

Principle 2: Skills

The Audit and Risk Assurance Committee should corporately own an appropriate skills mix to allow it to carry out its overall function.

Principle 3: The role of the Audit and Risk Assurance Committee

The Audit and Risk Assurance Committee should support the Accounting Officer and Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

Principle 4: Scope of work

The scope of the Audit and Risk Assurance Committee's work should be defined in its terms of reference and should encompass all the assurance needs of the Accounting Officer and Board. Within this, the Audit and Risk Assurance Committee should have particular engagement with the work of Internal Audit, risk management, the External Auditor, and financial management and reporting issues.

Principle 5: Communication and reporting

The Audit and Risk Assurance Committee should ensure that it has effective communication with all key stakeholders, for example, the Board, the Head of Internal Audit, the External Auditor and other relevant assurance providers e.g. Risk Manager.

3

Membership, independence, objectivity and understanding

“The Audit and Risk Assurance Committee should be independent and objective; in addition each member should have a good understanding of the objectives and priorities of the organisation and of their role as an Audit and Risk Assurance Committee member.”

Independence

3.1 An effective Audit and Risk Assurance Committee must have members who are both independent and objective. The Accounting Officer and Board should be supported by an Audit and Risk Assurance Committee with no executive responsibilities, comprising of at least three members. The Chair of the Committee should be a Non-Executive Board Member (NEBM) with relevant experience. There should be at least one other NEBM on the Committee; the Committee may need to seek further independent, non-executive membership from sources other than the Board in order to ensure an appropriate level of skills and experience. In order to operate in an independent and competent manner, the Committee should possess the requisite knowledge and skills to effectively engage with and challenge the organisation (see Chapter 4).

Relationship with the Executive

3.2 Executive members of the organisation should not be appointed to the Audit and Risk Assurance Committee. The role of the Executive is to attend, to provide information, and to participate in discussions, either for the whole duration of a meeting or for particular items.

3.3 The Accounting Officer and the Finance Director should routinely attend the Audit and Risk Assurance Committee. It is also normal for the Head of Internal Audit and a representative of the External Auditor to attend. However, the terms of reference should also provide for the Audit and Risk Assurance Committee to sit privately without any non-members present for all or part of a meeting if they so wish.

3.4 It is also good practice for the Chair of the Audit and Risk Assurance Committee to meet the Accounting Officer, the Finance Director, the Head of Internal Audit and the External Auditor’s senior representative outside of the formal Committee structure (see Communication and reporting, Chapter 6).

Other participants

3.5 For some ALBs sponsored by a department there may be significant overlap or homogeneity of function, for example, covering different remits/regions, or an ALB may represent a large or important element of a department’s remit or expenditure. In such cases, it may prove more efficient and effective (as well as helping to promote group working across departmental families) to establish shared Audit and Risk Assurance Committee arrangements or to have membership crossover in the separate committees, avoiding conflicts of interest. Sponsoring departments and their ALBs should ensure that the inter-relationship, including any cross-attendance of Audit and Risk Assurance Committees is agreed and appropriately documented (using the inter-relationship of

accountabilities at the Accounting Officer level as a guiding factor). Attention should be given to the processes by which information and assurance is communicated between Audit and Risk Assurance Committees, in particular regarding assurance necessary to support the departmental Governance Statement.

Conflicts of interest

3.6 There should be a process for recording declarations of conflicts of interests in the Audit and Risk Assurance Committee, normally this should mirror the processes used at Board level. Each member of the Committee should take personal responsibility to declare pro-actively any potential conflict of interest arising out of business undertaken by the organisation(s), arising on the Committee's agenda or from changes in the member's personal circumstances. The Chair of the Committee should then determine an appropriate course of action with the member. For example, the member might simply be asked to leave while a particular item of business is taken; or in more extreme cases the member could be asked to stand down from the Committee. If it is the Chair who has a conflict of interest, the Accounting Officer/Board should ask another member of the Committee to lead in determining the appropriate course of action. A key factor in determining the course of action will be the likely extent and duration of the conflict of interest: a conflict likely to endure for a long time is more likely to suggest that the member should stand down.

Terms of appointment

3.7 All members of the Audit and Risk Assurance Committee should have a clear understanding of:

- what is expected of them in their role, including time commitments;
- how their individual performance will be appraised, including a clear understanding of what would be regarded as unsatisfactory performance and the criteria which would indicate the termination of Audit and Risk Assurance Committee membership should be considered;
- the duration of their appointment and how often it may be renewed; and
- training required and how this will be provided.

3.8 The terms of appointment of an Audit and Risk Assurance Committee member should be clearly set out at the time of appointment. A model letter of Appointment is set out at [Annex C](#). The letter should also specify what other activities the individual may or may not undertake in relation to the organisation. The impact on independence of any remuneration from other activities should be given careful consideration.

4

Skills

"The Audit and Risk Assurance Committee should corporately own an appropriate skills mix to allow it to carry out its overall function".

Range of skills

4.1 The Audit and Risk Assurance Committee is charged with ensuring that the Accounting Officer and Board of the organisation gain the assurance they need on governance, risk management, the control environment and on the integrity of the financial statements, as well as other elements of the Annual Report and Accounts. It therefore needs a good range of skills and experience in relation to governance, risk and control. Because of the importance of financial management and reporting to every organisation, at least one member of the Committee should have recent and relevant financial experience sufficient to allow them to competently analyse the financial statements and understand good financial management disciplines.

4.2 The Audit and Risk Assurance Committee should identify, and agree with the Accounting Officer and Board, the other skills required for committee effectiveness. These wider skills may be in relation to the core business of the organisation or related to key developments, for example relating to change management or IT where this is of strategic significance to the organisation. The required skills set should be periodically reviewed.

4.3 As the Audit and Risk Assurance Committee matures, the skills and knowledge of the members should also develop, enabling them to focus on the key issues facing the organisation. Audit and Risk Assurance Committee networking or conferences within and across departmental boundaries can be a good way to keep up with current developments.

4.4 Although Audit and Risk Assurance Committee members are recruited for their individual skills, it is vital that they are able to work collaboratively.

Additional skills

4.5 The Audit and Risk Assurance Committee should be empowered to both:

- co-opt members for a period of time (not exceeding a year, and with the approval of the Accounting Officer/Board) to provide specialist skills, knowledge and experience which the Committee needs at a particular time; and
- procure specialist advice at the expense of the organisation on an ad-hoc basis to support them in relation to particular pieces of Committee business. This should be done with the Accounting Officer's/Board's approval.

Training and development

4.6 All Audit and Risk Assurance Committee members, whatever their status or background, will have training and development needs. Those who have recently joined the Audit and Risk Assurance

Committee will need induction training to help them understand their role and/or the organisation. In particular those joining a public sector Audit and Risk Assurance Committee for the first time with no experience of government will need training to help them understand the public sector accountability framework, especially those elements relating to governance and accountability.

4.7 The Committee Chair should, in addition, ensure that all Committee members have an appropriate programme of engagement with the organisation and its activities to help them understand the organisation, its objectives, business needs, priorities and risk profile.

4.8 Annex G provides a suggested Competency Framework for Audit Committee and Risk Assurance members.

5

The role and scope of the Committee

“The Audit and Risk Assurance Committee should support the Accounting Officer and Board by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.”

“The scope of the Audit and Risk Assurance Committee’s work should be defined in its terms of reference and should encompass all the assurance needs of the Accounting Officer and Board. Within this, the Audit and Risk Assurance Committee should have particular engagement with the work of Internal Audit, risk management, the External Auditor, and financial management and reporting issues”.

Supporting the Accounting Officer and the Board

5.1 Accounting Officers and Boards have many issues competing for their attention. One of the challenges they and their members face is knowing whether they are giving their attention to the right issues. Key to addressing this is assurance, defined as: “an evaluated opinion, based on evidence gained from review, on the organisation’s governance, risk management and internal control framework”¹.

5.2 Assurance draws attention to the aspects of risk management, governance and control that are functioning effectively and, just as importantly, the aspects which need to be given attention to improve them. An effective risk management framework and a risk-based approach to assurance helps an Accounting Officer and Board to judge whether or not its agenda is focussing on the issues that are most significant in relation to achieving the organisation’s objectives and whether best use is being made of resources. The Audit and Risk Assurance Committee can help the Accounting Officer and Board to formulate their assurance needs, and then consider how well assurance received actually meets these needs by gauging the extent to which assurance on the management of risk is comprehensive and reliable. Assurance cannot be absolute so the Committee will need to know that the organisation is making effective use of the finite assurance mechanisms at its disposal, targeting these at areas of greatest risk.

5.3 Formulation of the specific assurance need is key to determining the resource that needs to be dedicated to delivery of assurance in the organisation. Key elements include:

- the strategic outcomes and objectives which the organisation is charged to deliver, and the associated risks and control mechanisms;
- the sources of assurance available; and
- the level of confidence required in assurances, including the extent to which the range of assurance providers can be relied on by Internal Audit in delivering its overall

¹ The Orange Book: Management of Risk, Principles and Concepts

opinion on risk, control and governance in accordance with the [Public Sector Internal Audit Standards](#).

5.4 A well designed assurance framework will help. At its simplest, this will identify all the key sources of assurance in the organisation and seeks to orchestrate them to best effect. This can help to ensure that gaps are reduced or eliminated and unnecessary duplication avoided. A conceptual model that is often used to help to categorise the various sources of assurance is the ‘three lines of defence’. By defining the sources of assurance in three broad categories, it helps to understand how the type and nature of the mechanisms can contribute to the bigger assurance picture:

- First line: management assurance from “front line” or business operational areas;
- Second line: oversight of management activity, separate from those responsible for delivery, but not independent of the organisation’s management chain; and
- Third line: independent and more objective assurance, including the role of Internal Audit and from external bodies (e.g. accreditation and Gateway reviews). Further detail of the work of Internal Audit is provided later in this chapter.

5.5 An understanding of the three lines of defence can help the Audit and Risk Assurance Committee to play a key role in helping the Accounting Officer and Board establish an optimum mix of assurance. For example, management and oversight assurance activities can be harnessed to provide coverage of routine operations, with Internal Audit activity more effectively targeted at riskier or more complex areas. As well as strengthening assurance arrangements, this helps the Audit and Risk Assurance Committee to demonstrate added value to the organisation. Advice on developing assurance frameworks is available in the Treasury [Assurance Framework Guidance](#) document.

5.6 The overall provision of assurances to the Accounting Officer and Board should be reviewed by the Audit and Risk Assurance Committee, which should constructively challenge:

- whether the nature and scope of the assurance providers’ activity meets the Accounting Officer’s and Board’s assurance needs;
- the credibility and independence of each provider; and
- where appropriate, the actual assurances to test that they are founded on sufficient reliable evidence and that conclusions are reasonable in the context of the evidence.

The Audit and Risk Assurance Committee should also be proactive in commissioning assurance work from appropriate sources if it identifies any significant risk, governance and control issues which are not being subjected to sufficient review, and in seeking assurance that weaknesses identified by reviews that have been conducted are actually remedied by management.

A “prompt” list of questions for Audit and Risk Assurance Committees to ask is provided at [Annex F](#).

5.7 The overall Audit and Risk Assurance Committee view may draw attention to areas where:

- risk is being appropriately managed (no action needed);
- risk is inadequately controlled (action needed to improve control);
- risk is over controlled (resource being wasted which could be diverted to other use); and/or
- there is lack of evidence to support a conclusion. If this concerns areas material to the organisation’s operations more assurance work may be needed, subject to an assessment of costs and benefits.

5.8 Assurance should be obtained on risks across the departmental family/group. The governance structure of the departmental family/group will therefore need to ensure that there is effective communication on risks and control to ensure appropriate visibility of and timely action on such matters as well as to feed into the annual Governance Statement.

5.9 Similarly assurance on the risk and control environment should also encompass services outsourced to external providers, including shared service arrangements, so that all key elements of the organisation are considered as parts of an “Extended Enterprise”.

5.10 It is also good practice to have reasonable oversight of risks that cross organisational boundaries, for example, in major projects. This could include a Chairs of Audit and Risk Assurance Committee Forum. Any such Forum should focus on assurances on cross organisational governance, risk and control arrangements.

Internal and external audit

5.11 For any government organisation there will always be two significant sources of independent and objective assurance: Internal Audit and External Audit.

5.12 In central government, the Northern Ireland Audit Office (NIAO) under the Comptroller and Auditor General (NI) is responsible for the external audit of most public bodies in Northern Ireland. Although the work of External Audit is normally primarily conducted for the benefit of the Assembly it is still of significant benefit and an assurance form to the organisation.

5.13 The work of Internal Audit is carried out primarily for the benefit of the Accounting Officer and Board of the organisation and is likely to be the single most significant resource used by the Audit and Risk Assurance Committee in discharging its responsibilities. This is because the Head of Internal Audit, in accordance with the Public Sector Internal Audit Standards, has a responsibility to provide an annual opinion on the overall adequacy and effectiveness of the organisation’s governance, risk management and control processes. There is consequently a major synergy between the purpose of the Head of Internal Audit and the role of the Audit and Risk Assurance Committee.

5.14 The role of the Audit and Risk Assurance Committee in relation to Internal Audit should include advising the Accounting Officer and Board on:

- the Internal Audit strategy and periodic Internal Audit plans, forming a view on how well they reflect the organisation’s risk exposure and support the Head of Internal Audit’s responsibility to provide an annual opinion;
- the adequacy of the resources available to Internal Audit;
- the Internal Audit charter/terms of reference for Internal Audit;
- the results of Internal Audit work, including reports on the effectiveness of systems for governance, risk management and control, and management responses to issues raised;
- the annual Internal Audit opinion and annual report; and
- the performance of Internal Audit, including conformance with the applicable standards, expected performance measures, and the results of both internal and external quality assessments.

5.15 Whilst the work of the External Auditor is not primarily conducted for the benefit of the organisation, the Audit and Risk Assurance Committee should nevertheless engage with this activity. As well as considering the results of external audit work and resolution of identified weaknesses, they should enquire about and consider the External Auditor’s planned audit

approach. They should also consider the way in which the External Auditor is co-operating with Internal Audit to maximise overall audit efficiency, capture opportunities to derive a greater level of assurance and minimise unnecessary duplication of work. In addition they should review and consider the potential implications for the organisation of the wider work carried out by the external auditor, for example, Value for Money reports and good practice findings.

Governance

5.16 It is essential that the Audit and Risk Assurance Committee understands how governance arrangements support achievement of the department's strategies and objectives, especially:

- the Board Operating Framework, including the department's vision and purpose;
- mechanisms to ensure effective organisational accountability, performance and risk management;
- role definitions, committee and other structures to support effective discharge of responsibilities, decision making and reporting;
- promotion of appropriate ethics and values within the organisation;
- communication of management information, including on risk and control among the board and to appropriate areas of the organisation; and
- relations with ALBs.

Risk management and the control environment

5.17 It is also essential that the Audit and Risk Assurance Committee:

- understands the organisation's business strategy, operating environment and the associated risks, taking into account all key elements of the organisation as parts of an "Extended Enterprise";
- understands the role and activities of the Board (or equivalent senior governance body) in relation to managing risk;
- discusses with the Board its policies, attitude to and appetite for risk to ensure these are appropriately defined and communicated so management operates within these parameters;
- understands the framework for risk assessment, management and assurance and the assignment of responsibilities;
- critically challenges and reviews the risk management and assurance framework, without second guessing management, to provide assurance that the arrangements are actively working in the organisations; and
- critically challenges and reviews the adequacy and effectiveness of control processes in responding to risks within the organisation's governance, operations, compliance and information systems.

Financial management and reporting

5.18 The Audit and Risk Assurance Committee should consider significant accounting policies, any changes to them and any significant estimates and judgements, if possible before the start of the financial year. It should also review the clarity and completeness of disclosures in the year-end financial statements and consider whether the disclosures made are set properly in context.

5.19 The Audit and Risk Assurance Committee will not itself be able to review the accounts in detail in order to advise the Accounting Officer whether they are true and fair. Ideally, the Committee should expect a comprehensive overview of the financial statements by the Finance Director, including comparisons with the prior year and current year budget, and an explanation for any issues arising. In reaching a view on the accounts, the Committee should consider:

- key accounting policies and disclosures;
- assurances about the financial systems which provide the figures for the accounts;
- the quality of the control arrangements over the preparation of the accounts;
- key judgements made in preparing the accounts;
- any disputes arising between those preparing the accounts and the auditors; and
- reports, advice and findings from external audit (especially the Audit Completion Report – ISA 260 Report).

Terms of reference

5.20 The Audit and Risk Assurance Committee's terms of reference should be agreed by the Accounting Officer/Board and made publicly available (including on the organisation's website). It is important that a balance is struck during meetings between corporate governance, risk management, control and financial reporting items. The terms of reference should be reviewed regularly alongside the performance of the Audit and Risk Assurance Committee. Model Terms of Reference for an Audit and Risk Assurance Committee are suggested at [Annex D](#).

5.21 The responsibilities assigned to the Audit and Risk Assurance Committee should not provide any conflict with the guidance in this handbook, in particular by compromising independence. An Audit and Risk Assurance Committee should not have any executive responsibilities or be charged with making or endorsing any decisions, although it may draw attention to strengths and weaknesses in control and make suggestions for how such weaknesses might be dealt with. The overarching purpose of the Audit and Risk Assurance Committee is to advise the Accounting Officer and Board; it is then the Accounting Officer and Board that makes the relevant decisions.

5.22 The Audit and Risk Assurance Committee should have appropriate authority to require any member of the organisation to report on the management of risk or on the control environment within their areas of responsibility, in general terms or in respect of specific issues, either by:

- attending an Audit and Risk Assurance Committee meeting; or
- providing written report(s) to the Audit and Risk Assurance Committee for the purpose of providing information to assist the Committee in fulfilling its role.

5.23 The Accounting Officer and Board need adequate and timely feedback on the work of the Audit and Risk Assurance Committee in order to consider its contributions formally. A schedule of the Committee's agreed delegations from the Board, and the mechanisms for feedback and assurance, should be documented in the Board Operating Framework.

5.24 To fulfil its role, a departmental and most other organisations' Audit and Risk Assurance Committee will need to meet at least four times a year. A model "core programme" of work for an Audit and Risk Assurance Committee meeting four times a year is provided at [Annex E](#).

5.25 The Audit and Risk Assurance Committee will require access to funding to cover the costs incurred in fulfilling its role. The funding should be sufficient to:

- meet any remuneration and working expenses of its members (where applicable);

- meet the relevant training needs of its members;
- provide specialist (external) advice or opinions when required; and
- (as agreed with the organisation) provide external review of the effectiveness of the Audit and Risk Assurance Committee.

6

Communication and reporting

“The Audit and Risk Assurance Committee should ensure that it has effective communication with all key stakeholders, for example, the Board, the Head of Internal Audit, the External Auditor and other relevant assurance providers e.g. Risk Manager”.

Communication between the Committee and the Board

6.1 The work of the Audit and Risk Assurance Committee needs to be effectively communicated. After each meeting of the Committee a report should be prepared for the Accounting Officer and Board to:

- summarise the business taken by the Committee, explaining if necessary why that business was regarded as important; and
- offer the views of, and advice from, the Committee on issues which they consider the Accounting Officer and Board should be taking action on.

6.2 If the minutes of the Committee meeting are used as the report, care should be taken in their presentation to highlight the advice being provided. These reports should be copied to the Head of Internal Audit and the External Auditor (especially if the report contains advice about or to the auditors).

Improving relationships

6.3 It is important for the Audit and Risk Assurance Committee to have good relationships and communication with those it seeks briefings from, and those it provides assurance to. This ensures that the Committee is effectively engaged with the organisation and able to fulfil its function. This should include where risks cross organisational boundaries, for example, in major projects (see 5.10).

Annual reports

6.4 The Audit and Risk Assurance Committee should provide an Annual Report, timed to support the preparation of the Governance Statement. This internal report needs to be open and honest in presenting the Committee’s views if it is to be of real benefit to the Accounting Officer and Board. This report is likely to be used by the Accounting Officer and Board in preparing their own report for publication in fulfilment of the reporting requirements of the Code.

6.5 The Annual Report should summarise the Audit and Risk Assurance Committee’s work for the year past, and present the Committee’s opinion about:

- the effectiveness of governance, risk management and control;
- the comprehensiveness of assurances in meeting the Accounting Officer’s and Board’s needs;

- the reliability and integrity of these assurances;
- whether the assurance available is sufficient to support the Accounting Officer and Board in their decision taking and their accountability obligations;
- the implications of these assurances for the overall management of risk;
- any issues the Audit and Risk Assurance Committee considers pertinent to the Governance Statement and any long term issues the Committee thinks the Accounting Officer and/or Board should give attention to;
- financial reporting for the year;
- the quality of both Internal and External Audit and their approach to their responsibilities; and
- the Committee's view of its own effectiveness, including advice on ways in which it considers it needs to be strengthened or developed.

6.6 The Audit and Risk Assurance Committee's report should take into account any other relevant assurance reports.

Bilateral communications

6.7 There should be mutual rights of access between each of the Chair of the Audit and Risk Assurance Committee, the Accounting Officer, Head of Internal Audit and the External Auditor. Periodic discussions outside of the formal meeting help to ensure that expectations are managed and that there is mutual understanding of current risks and issues.

A

The role of the Chair: good practice

A.1 The role of the Chair of the Audit and Risk Assurance Committee goes beyond chairing meetings. Indeed, it is key to achieving Committee effectiveness. Key activities in addition to Committee meetings should include the following.

- Before each meeting the Chair and the Committee Secretary should meet to discuss and agree the business for the meeting. The Chair should take ownership of, and have final say in, the decisions about what business will be pursued at any particular meeting.
- Meeting time should be optimised by making sure that all agenda papers are issued in good time and then having each paper summarised outlining the key points, cross referred to the organisational business and risk agenda and stating what action the Committee is required to take.
- The Chair should ensure that after each meeting appropriate reports are prepared from the Audit and Risk Assurance Committee to the Accounting Officer and Board. An annual report to the Accounting Officer and Board should also be provided.
- The Chair should have bilateral meetings at least annually with the Accounting Officer, the Head of Internal Audit and the External Auditor. In addition, the Chair should meet any people newly appointed to these positions as soon as practicable after their appointment.
- The Chair should also ensure that all Committee members have an appropriate programme of engagement with the organisation and its activities to help them understand the organisation, its objectives, business needs and priorities.
- The Chair of the Audit and Risk Assurance Committee should establish a mechanism enabling key stakeholders to consider the overall risk and assurance needs (see 5.3).
- Encouraging good, open relationships between the Audit and Risk Assurance Committee, Accounting Officer, Finance Director and Internal and External Auditors. There are a number of ways that a Chair can encourage this.

The profile of the Audit and Risk Assurance Committee can be raised to support and add weight to audit work by;

- promoting audit issues internally with relevant Board members and other directors to make sure they appreciate the value of audit;
- holding managers within the organisation to account for the implementation of audit recommendations; and
- calling appropriate business heads to meetings, for example, to explain how they are delivering their agreed actions on risks for which they are responsible.

- Arranging separate meetings for the Chair, Non-Executives and independent members and Internal and External Auditors to help establish open working relationships;
- Arranging meetings with the Chair, Internal Auditors and the Finance Director etc in the weeks leading up to the Committee meeting to discuss areas for the agenda and papers that should be provided;
- Arranging meetings with the Internal Auditors (and possibly External Audit) immediately before the Audit and Risk Assurance Committee meeting to help give focus to discussions; and
- The Chair should ensure that there is an appropriate process between meetings for action points arising from Committee business to be appropriately pursued. The Chair should also ensure that members who have missed a meeting are appropriately briefed on the business conducted in their absence. Chairs may choose to rely on the Secretariat to take these actions.

A.2 Appraisal:

The Chair should take the lead in ensuring that Committee members are provided with appropriate appraisal of their performance as a Committee member and that training needs are identified and addressed. The Chair should seek appraisal of his/her performance from the Accounting Officer (or Chair of the Board, as appropriate).

The Chair should ensure that there is a periodic review of the overall effectiveness of the Audit and Risk Assurance Committee and of its terms of reference.

A.3 Appointments:

The Chair should be involved in the appointment of new Committee members, including providing advice on the skills and experience being sought by the Committee when a new member is appointed.

The Chair should also be actively involved in the appointment of the Head of Internal Audit.

B

Committee support: good practice

B.1 The secretariat should be able to support the Chair of the Committee in identifying business to be taken, and the relevant priorities of the business. For this reason, and as the Audit and Risk Assurance Committee is a committee of the Board, the Committee's Secretariat function should be supervised by the Board Secretariat. The Chair of the Committee and the Secretariat should agree procedures for commissioning briefing to accompany business items on the Committee's agenda and timetables for the issue of meeting notices, agendas, and minutes. The Chair of the Committee should always review and approve minutes of meetings before they are circulated.

B.2 The specific responsibilities of the Audit and Risk Assurance Committee Secretariat should include:

- meeting with the Chair of the Committee to prepare agendas for meetings;
- commissioning papers as necessary to support agenda items;
- circulating meeting documents in good time before each meeting;
- arranging for executives to be available as necessary to discuss specific agenda items with the Committee during meetings;
- keeping a record of meetings and providing draft minutes for the Chair's approval;
- ensuring action points are being taken forward between meetings;
- support the Chair in the preparation of Audit and Risk Assurance Committee reports to the Accounting Officer and Board;
- arranging the Chair's bilateral meetings with the Accounting Officer, the Head of Internal Audit, the External Auditor, and, in ALBs, with the Chair of the Board etc;
- keeping the Chair and members in touch with developments and relevant background information about developments in the organisation;
- maintaining a record of when members' terms of appointment are due for renewal or termination;
- ensuring that appropriate appointment processes are initiated when required;
- ensuring that new members receive appropriate induction training, and that all members are supported in identifying and participating in ongoing training; and
- managing budgets allocated to the Audit Risk and Assurance Committee.

B.3 When the Audit and Risk Assurance Committee decides to meet privately, the Chair should decide whether the Secretariat members should also withdraw. If so, the Chair should ensure that an adequate note of proceedings is kept to support the Committee's conclusions and advice.



Model Letter of Appointment

It is recommended that the following issues be included in the Letter of Appointment of an Audit and Risk Assurance Committee member.

Appointment and purpose

You are hereby appointed by the [Accounting Officer/Board (delete as appropriate)] as a member of the Audit and Risk Assurance Committee of [organisation]. As a member of the Audit and Risk Assurance Committee you are accountable to the [Accounting Officer/Board] through the Chair of the Committee. Your appointment is for [number] years from (date)]. This appointment may be renewed [number] times (by mutual agreement) after the duration of this appointment.

The Audit and Risk Assurance Committee is a Committee of the Board of [organisation] and the purpose of the Audit and Risk Assurance Committee is to:

- review the comprehensiveness of assurances on governance, risk management and the control environment in meeting the Accounting Officer and Board's assurance needs;
- review the reliability and integrity of these assurances;
- review the integrity of the financial statements; and
- advise the Accounting Officer and Board about how well assurances support them in decision-taking and in discharging their accountability obligations.

A copy of the Audit and Risk Assurance Committee's Terms of Reference is enclosed. The Committee is chaired by [name] and the other members are [names]. [It is recommended that the new member be provided with a list of their contact details].

Support and training

The Secretary of the Audit and Risk Assurance Committee is [name/contact details] and they will shortly be in touch with you to discuss and arrange appropriate induction training.

To help you understand the governance arrangements and the role of the Audit and Risk Assurance Committee in government, copies of "[Corporate governance in central government departments: Code of Good Practice \(NI\) 2013](#)" and the "[Audit and Risk Assurance Committee Handbook](#)" are also enclosed with this letter of appointment.

Commitment and remuneration

Your duties as an Audit and Risk Assurance Committee member are expected to typically take [number] days per annum, including time to read papers in preparation for meetings and a programme of activity to keep you in touch with the organisation's activities and priorities. The Committee normally meets [number] times each year, but additional meetings may be required

from time to time. Your remuneration will be [include if applicable details of amount and means by which it will be paid].

Conflicts of interest

You are required to register any interests you may have. If during your period of appointment to the Audit and Risk Assurance Committee your personal circumstances change in any way that may provide a conflict of interest for you in your Audit and Risk Assurance Committee role, you are to declare the circumstances to the Chair of the Audit and Risk Assurance Committee.

Appraisal

As a member of the Audit and Risk Assurance Committee you will be subject to appraisal by the Audit and Risk Assurance Committee Chair [include brief details of the appraisal process].

Conduct

Although your appointment does not make you a Civil Servant, you are expected to conduct yourself in your role in government in accordance with the [Seven Principles of Public Life](#). A copy is enclosed.

Termination

If you choose to resign from this appointment you will be expected to give [number] months notice, unless your circumstances have changed in a way that make it appropriate for you to resign immediately. If your performance as an Audit and Risk Assurance Committee member is decided to be unacceptable or if your conduct (including conflicts of interests) is unacceptable your appointment may be terminated by the [Accounting Officer/Board].

D

Example terms of reference

The Accounting Officer/Board has established an Audit and Risk Assurance Committee as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Accounting Officer's and Board's assurance needs and reviewing the reliability and integrity of these assurances.

Membership

The members of the Audit and Risk Assurance Committee are:

- Non-Executive Board Members: [list those who are appointed to the Audit and Risk Assurance Committee];
- Independent external members: [list those who are appointed to the Audit and Risk Assurance Committee; (in all cases indicate the date of appointment and when the appointment is due to end/become eligible for renewal)];
- The Audit and Risk Assurance Committee will be chaired by [name]; and
- The Audit and Risk Assurance Committee will be provided with a Secretariat function by [position/name].

Reporting

- The Audit and Risk Assurance Committee will formally report in writing to the Accounting Officer and Board after each meeting.
- The Audit and Risk Assurance Committee will provide the Accounting Officer and Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The Audit and Risk Assurance Committee will advise the Accounting Officer and Board on:

- the strategic processes for risk, control and governance and the Governance Statement;
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the External Auditors;
- the planned activity and results of both Internal and External Audit;

- adequacy of management response to issues identified by audit activity, including External Audit's management letter;
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- (where appropriate) proposals for tendering for either Internal or External Audit services;
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations; and
- the Audit and Risk Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board.

Rights

The Audit and Risk Assurance Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Accounting Officer/Board.

Access

The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit and Risk Assurance Committee.

Meetings

- The Audit and Risk Assurance Committee will meet at least four times a year. The Chair of the Audit and Risk Assurance Committee may convene additional meetings, as they deem necessary;
- A minimum of [number] members of the Audit and Risk Assurance Committee will be present for the meeting to be deemed quorate;
- Audit and Risk Assurance Committee meetings will normally be attended by the Accounting Officer, the Finance Director, Head of Internal Audit, and a representative of External Audit [add any others who may routinely attend such as representatives of sponsoring/sponsored bodies, Risk Manager etc];
- The Audit and Risk Assurance Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- The Audit and Risk Assurance Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters; and
- The Accounting Officer or Board may ask the Audit and Risk Assurance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Information requirements

For each meeting the Audit and Risk Assurance Committee will be provided (well ahead of the meeting) with:

- a report summarising any significant changes to the organisation’s strategic risks and a copy of the strategic/corporate Risk Register;
- a progress report from the Head of Internal Audit summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from the work of internal audit;
 - management response to audit recommendations;
 - changes to the agreed Internal Audit plan; and
 - any resourcing issues affecting the delivery of the objectives of Internal Audit;
- a progress report (written/verbal) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the NIAO, for example, Value for Money reports and good practice findings);
- any management assurance reports; and
- reports on the management of major incidents, “near misses” and lessons learned.

As and when appropriate the Committee will also be provided with:

- proposals for the terms of reference of Internal Audit/the Internal Audit charter;
- the Internal Audit strategy;
- the Head of Internal Audit’s Annual Opinion and Report;
- quality assessment reports on the Internal Audit function;
- the draft accounts of the organisation;
- the draft Governance Statement;
- a report on any changes to accounting policies;
- External Audit’s management letter;
- a report on any proposals to tender for audit functions;
- a report on co-operation between Internal and External Audit; and
- the organisation’s Risk Management strategy.

The above list suggests minimum requirements for the inputs which should be provided to the Audit and Risk Assurance Committee. In some cases more may be provided. For instance, it might be agreed that Audit and Risk Assurance Committee members should be provided with a copy of the report of every Internal Audit assignment, or with copies of management Stewardship Reports (or equivalents) if these are used in the organisation.

E

Example core work programme

Spring meeting

- Comment on the annual report and accounts for the year just finished prior to their finalisation and submission for audit;
- Consider the interim External Audit findings or update report;
- Advise on the content of the Governance Statement for the year just finished, to be presented alongside the finalised accounts;
- Review the Internal Audit plan for the forthcoming financial year; and
- Agree the Audit and Risk Assurance Committee's annual report to the Accounting Officer and Board.

Summer/Pre-Recess meeting

- Review and consider the accounts;
- Consider the (emerging) External Audit opinion (Audit Completion Report) for the financial year just finished and advise the Accounting Officer on signing the accounts and Governance Statement;
- Consider Internal Audit's opinion for the financial year just finished; and
- Discuss the implications of the result of the Accounting Officer's review of effectiveness of the system of control in relation to the Governance Statement.

Some Audit and Risk Assurance Committees choose to have an additional meeting timed to deal with business other than the pre-recess finalisation of the annual report and accounts.

Autumn meeting

- Consider mid-year report on emerging findings from Internal Audit;
- Consider the External Audit management letter for the previous year, any emerging findings from the current interim/in-year work of External Audit, and External Audit's approach to their work;
- Consider the External Audit strategy proposed in respect of the current year's accounts; and
- Consider any residual actions arising from the previous year's work of both Internal and External Audit.

Winter meeting

- Review and challenge the internal audit strategy and the periodic work plan for the beginning of the new financial year;

- Consider the Audit Planning Report from External Audit;
- Review the overall Assurance Framework;
- Consider areas in which the Committee will particularly promote co-operation between auditors and other review bodies in the coming year;
- Re-visit emerging findings from auditors and review actions in response to the External Audit management letter; and
- Consider the Committee's own effectiveness in its work.

These are all in addition to regular standing items.

F

Key questions for an Audit and Risk Assurance Committee to ask

This list of questions is not intended to be exhaustive or restrictive nor should it be treated as a tick list substituting for detailed consideration of the issues it raises. Rather it is intended to act as a “prompt” to help an Audit and Risk Assurance Committee ensure that their work is comprehensive.

On the strategic processes for risk and control, how do we know that:

- the risk management culture is appropriate?
- the Board has clearly articulated and communicated its risk appetite?
- there is a comprehensive process for identifying and evaluating risk, and for deciding what levels of risk are tolerable?
- the Risk Register is an appropriate reflection of the risks facing the organisation?
- there is appropriate ownership of risk in place?
- management has an appropriate view of how effective the control environment is?
- risk management is carried out in a way that really benefits the organisation or is it treated as a box ticking exercise?
- the organisation as a whole is aware of the importance of risk management and of the organisation’s risk priorities?
- the system of control will provide timely indicators of things going wrong?

On risk management processes, how do we know:

- how senior management and the Accounting Officer support and promote risk management?
- how well people are equipped and supported to manage risk well?
- that there is a clear risk strategy and policies?
- that there are effective arrangements for managing risks with partners?
- that the organisation’s processes incorporate effective risk management?
- if risks are handled well, considering:
 - key strategic risks can change very quickly?
 - scenario planning and stress testing?
 - ‘bubbling under’ risks?

- the risk focus is wide enough?
 - external and emerging risks are considered?
 - ‘financial’ risks and ‘non-financial’ risks are reviewed?
- if risk management contributes to achieving outcomes?
- that management are regularly reviewing top risks?

On the planned activity and results of both Internal and External Audit work, how do we know that:

- the Internal Audit strategy is appropriate for delivery of reasonable assurance on the whole of governance, risk management and control?
- the Internal Audit plan will achieve the objectives of the Internal Audit strategy, and in particular whether it is adequate to facilitate reasonable assurance on the key risks facing the organisation?
- Internal Audit has appropriate resources, including skills, to deliver its objectives?
- Internal Audit takes appropriate account of other assurance activity, especially in the first and second line (and that this assurance is understood and owned by management)?
- Internal Audit recommendations that have been agreed by management are actually implemented?
- any issues arising from line management not accepting Internal Audit recommendations are appropriately escalated for consideration?
- the quality of Internal Audit work is adequate? What does application of the Internal Audit Quality Assessment process tell us about the quality of the Internal Audit service?
- there is appropriate co-operation between the Internal and External Auditors?
- the Accounting Officer and Board have taken all necessary steps to make themselves aware of any relevant information and that auditors are aware of that information?

A more detailed tool for evaluation of the quality of the Internal Audit service is the “Internal Audit Quality Assessment Framework” produced by HM Treasury.

On financial management, the accounting policies, the accounts, and the annual report of the organisation, do we know:

- how effective and accurate budgeting and in-year forecasting is?
- if the finance section is fit for purpose?
- what the “hidden” financial risks are, relating to (*inter alia*):
 - HR?
 - VAT?
 - Overruns?
 - Sudden loss of funding/revenue?

- that the accounting policies in place comply with relevant requirements, particularly the Government Financial Reporting Manual?
- there has been due process in preparing the accounts and annual report and that process is robust?
- that the accounts and annual report have been subjected to sufficient review by management and by the Accounting Officer and/or Board?
- that when new or novel accounting issues arise, appropriate advice on accounting treatment has been gained?
- that there is an appropriate anti-fraud policy in place and that losses are suitably recorded and responded to?
- that suitable processes are in place to ensure accurate financial records are kept?
- that suitable processes are in place to ensure fraud is guarded against and regularity and propriety is achieved?
- that financial control, including the structure of delegations, enables the organisation to achieve its objectives with good value for money?
- if there are any issues likely to lead to qualification of the accounts?
- if the accounts have been qualified, that appropriate action is being taken to deal with the reason for qualification?
- that issues raised by the External Auditors are given appropriate attention?

On the adequacy of management response to issues identified by audit activity, how do we know that:

- the implementation of recommendations is monitored and followed up?
- there are suitable resolution procedures in place for cases when management reject audit recommendations which the auditors stand by as being important?

On assurances relating to the corporate governance requirements for the organisation and the annual Governance Statement², how do we know that:

- corporate governance arrangements operate effectively and are clear to the whole organisation?
- the Accounting Officer's Governance Statement is meaningful, and that robust evidence underpins it?
- the Governance Statement appropriately discloses action to deal with material problems?
- the Board is appropriately considering the results of the effectiveness review underpinning the annual Governance Statement?
- the range of assurances available is sufficient to facilitate the drafting of a meaningful annual Governance Statement?

² Further guidance on Governance Statements is available in "Managing Public Money NI : Annex 3.1

- those producing the assurances understand fully the scope of the assurance they are being asked to provide, and the purpose to which it will be put?
- effective mechanisms are in place to ensure that assurances are reliable and adequately evidenced?
- assurances are 'positively' stated (i.e. – premised on sufficient relevant evidence to support them)?
- the assurances draw appropriate attention to material weaknesses or losses which should be addressed?
- the annual Governance Statement realistically reflects the assurances on which it is premised?

On the work of the Audit and Risk Assurance Committee itself, how do we know:

- that we are being effective in achieving our terms of reference and adding value to the corporate governance and control systems of the organisation?
- that we have the appropriate skills mix?
- that we have an appropriate level of understanding of the purpose and work of the organisation?
- that we have sufficient time to give proper consideration to our business?
- that our individual members are avoiding any conflict of interest?
- what impact we are having on an organisation?

G

Competency framework

All members of the Audit and Risk Assurance Committee should have, or acquire as soon as possible after appointment:

- understanding of the objectives of the organisation and its current significant issues and risks;
- understanding of the organisation's structure, including governance arrangements and key relationships such as that with a sponsoring department or a major partner;
- understanding of the organisation's culture;
- understanding of any relevant legislation or other rules governing the organisation; and
- broad understanding of the government environment, particularly accountability structures and current major initiatives.

The Audit and Risk Assurance Committee should corporately possess:

- knowledge/skills/experience (as appropriate and required) in:
 - accounting;
 - risk management;
 - Internal/External Audit; and
 - technical or specialist issues pertinent to the organisation's business.
- experience of managing similar sized organisations;
- understanding of the wider relevant environments in which the organisation operates; and
- detailed understanding of the government environment and accountability structures.