**TERMS OF REFERENCE FOR THE GENERAL TEACHING COUNCIL FOR NORTHERN IRELAND’S AUDIT AND RISK ASSURANCE COMMITTEE (A&RAC)**

**MEMBERSHIP**

The members of the A&RAC are:

* Ainé Andrews, Dr David Baxter, Raymond Beggs, Geri Cameron, Paul O’Doherty, Susan Parlour, John Wilkinson

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| * Independent external members: Trevor Salmon
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The A&RA Committee will be provided with a secretariat function by the Executive Team.

The appointment to the offices of Chair and Vice Chair for Committees will be decided by members of said Committee by a majority vote. The term of office of Chair and Vice Chair of Council Committees shall be as determined by the Committee and be for a minimum period of two years.

**REPORTING**

* Each meeting of the Committee shall be reported to the Council and the minutes of such meetings circulated to the Council beforehand (corporate Governance Framework, Standing Orders Paragraph 5.1)
* The A&RAC will provide the Council and Chief Executive/Registrar 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 A&RAC is an advisory committee with no executive powers or decision making role (Corporate Governance Framework, Standing Orders paragraph 34). It will advise the Council and Chief Executive/Registrar on the following matters.**

1. Strategic processes for risk, control and governance and the Governance Statement.
2. 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.
3. The planned activity and results of both internal and external audit.
4. Adequacy of management response to issues identified by audit activity, including external audit’s management letter.
5. Assurances relating to the management of risk and corporate governance requirements for the organisation.
6. Where applicable, proposals for tendering for either Internal or External Audit services.
7. Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
8. The A&RA Committee will also periodically review its own effectiveness and report the results of that review to the Council.

The Committee has oversight relevant to its remit provided these are not matters reserved by the Council under paragraph XX of Standing Orders.  Any Committee decision-making in relation to expenditure is subject to the approval of the Accounting Officer.

Where a concern is raised at Committee about a decision being taken without Council approval, the Committee Chair and the Council Chair or Vice Chair should discuss and agree whether a referral is necessary.

**RIGHTS**

* The A&RA Committee may, further to consultation with Council:
1. co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
2. procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Council.

**ACCESS**

* The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the A&RA Committee.

**MEETINGS**

* The A&RA Committee will meet at least **four** times a year. The Chair of the A&RA Committee may convene additional meetings, as they deem necessary.
* A minimum of a third of the total membership of the A&RA Committee will be present for the meeting to be deemed quorate.
* A&RA Committee meetings will normally be attended by the Registrar, the Head of Planning and Corporate Services, Head of Internal Audit, a representative of External Audit and a Department of Education observer.
* The A&RA Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
* The A&RA 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.
* The Council or the Registrar may ask the A&RA Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.

**EFFECTIVENESS REVIEW**

The Committee shall annually formally review its operational effectiveness and Terms of Reference.

**INFORMATION REQUIREMENTS**

For each meeting the A&RA Committee will be provided (ahead of the meeting) with:

* a report summarising any significant changes to the organisation’s strategic risks and a copy of the 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 Internal Audit;
* management response to audit recommendations;
* changes to the agreed internal audit plan; and
* any resourcing issues affecting the delivery of the objective 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 lesson learnt.

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 Report;
* quality assessment reports on the Internal Audit function;
* the draft annual report and accounts of the organisation comprising:
1. The Performance Report
2. The Accountability Report
3. The Financial Statements
* a report on any changes to accounting policies;
* External Audit’s management letter;
* a report on any proposals to tender for audit functions; and
* a report on co-operation between Internal and External Audit;
* the organisation’s Risk Management strategy; and
* the organisation’s Risk Register.