

**Terms of Reference: Audit & Risk Committee**

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<b>Date of Approval:</b>	October 2014, Board of Directors
<b>Last Reviewed:</b>	January 2018
<b>Date for Review:</b>	January 2019
<b>Version Number:</b>	V6.0
<b>Chair:</b>	Board Member / Co-opted Special Advisor appointed by the Board of Directors
<b>Secretary:</b>	Executive Assistant

**Context**

The Audit and Risk Committee (ARC) is responsible for overseeing the University College of Osteopathy's (UCO's) audit and risk management and to report thereon to the Board of Directors.

**Terms of reference**

1. To monitor the effectiveness of financial and internal control systems.
2. To monitor the adequacy and effectiveness of risk identification and management; and the control and governance arrangements. These include high-level strategic and operational risks and those to the UCO's reputation, also Whistleblowing; Bribery; Fraud and Irregularity; Complaints and Conflicts of Interest policies and procedures.
3. To review the External Audit Function including reviewing and recommending the annual financial statements.
4. To review and monitor the provision of the internal audit service.
5. To monitor the suitability of arrangements to promote economy, efficiency and effectiveness – Value for Money (VFM).
6. To monitor the systems in place to ensure that data produced is managed effectively and is of high quality and satisfies the needs of internal requirements and external agencies.
7. To produce an Annual Report of the work of the Audit and Risk Committee including its effectiveness.

**Rolling agenda items**

As agreed by the committee annually in advance.

**Frequency of meetings**

Meetings shall normally be held four times each financial year.

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### Composition and conditions of membership

The composition and conditions of membership of the Audit and Risk Committee shall be determined by the Board of Directors.

The Audit and Risk Committee shall consist of a minimum of two Board members plus two others (either Board Members or Co-opted Special Advisors).

The Board of Directors may appoint Co-opted Special Advisors to the Audit and Risk Committee with particular expertise or interests who are not members of the Board of Directors. Co-opted Special Advisors shall be copied in on the minutes and papers prepared for meetings of the Board of Directors to ensure that they obtain and maintain an appropriate understanding of the UCO.

No member shall also be a member of the Finance and Estates Committee.

All members will be non-executive.

The Chair of the Audit and Risk Committee will be appointed by the Board of Directors.

The Chair will normally be a Board Member however the Board of Directors may appoint a Co-opted Special Advisor as the Chair where this is unavoidable.

Where a Co-opted Special Advisor is appointed as the Chair, they shall be invited to attend Board meetings for reporting purposes.

A Vice-Chair may be elected by the members of the Audit and Risk Committee.

### Quorum

The Audit and Risk Committee is quorate with at least two members present, one of whom must be a Board Member.

### Period of Office

The Board Members of the Audit and Risk Committee serve for no more than their term of Directorship.

Co-opted Special Advisors shall serve for no more than two three-year terms.

### Reporting and subcommittees

#### Reports to:

The Audit and Risk Committee shall report to the Board of Directors quarterly through the minutes of its meetings.

The Audit and Risk Committee shall produce an annual report for HEFCE/Office for Students, and/or other external bodies as may be required, which will require approval by the Board of Directors before submission.

#### Receives reports from:

The Audit and Risk Committee receives reports from the Internal Auditor and the External Auditor.

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**Amendment Record**

<b>Date of Amendment</b>	<b>Type &amp; Summary of Amendment</b>	<b>Amendment Approved By</b>
Sep 2015	Minor – Amendments to monitor the internal audit service, membership to include a co-opted Special Advisor & to reflect this in the quorum.	Board of Directors, Sept 2015
Feb 2016	Major – Amendments to membership in line with CUC guidance.	Board of Directors, Feb 2016
Mar 2017	Major – Amendment to the Term of Officer of Co-opted Special Advisors.	Board of Directors, Mar 2017
Aug 2017	Administrative - Amendments to update institution name change from British School of Osteopathy to University College of Osteopathy.	PRAG Chair, Aug 2017
Jan 2018	Review of ToR by ARC – amends to Clause 2 and reports to external bodies.	Board of Directors, Mar 2018