



South Eastern Health  
and Social Care Trust

# **AUDIT COMMITTEE**

# **TERMS OF REFERENCE**

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## **1. CONSTITUTION**

The Board hereby resolves to establish a Committee of the Board to be known as the Audit Committee (The Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

## **2. MEMBERSHIP OF THE COMMITTEE**

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall comprise at least three Non-Executive Directors. None of these members should be the Chair or members of the Remuneration & Terms of Service Committee. **A quorum shall be two members.** One of the members will be appointed Chair of the Committee by the Board.

## **3. ATTENDANCE**

The Director of Finance & Estates together with appropriate Internal and External Audit representatives shall normally attend meetings. However, at least once a year, the Committee should meet privately with the External and Internal Auditors.

The Chief Executive and other Executive Directors may be invited to attend but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that Director.

The Chief Executive should be invited to attend at least annually to discuss with the Audit Committee the process for assurance that supports the Governance Statement.

The Trust Board Secretary (or their nominee) shall be the Secretary to the Committee and shall arrange for the taking of minutes for the meeting and provide further appropriate support to the Chair and Committee members as may be deemed necessary.

## **4. FREQUENCY OF MEETINGS**

Meetings shall be held no less than four times a year. In addition, the External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

## **5. AUTHORITY**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of other individuals with relevant experience and expertise where it considers this is necessary.

For the duration of this version of the Terms of Reference document, this will also include the audit and risk assurances aspects of the Trust's response to Covid-19 and subsequently rebuilding of services.

## **6. DUTIES**

The duties of the Committee can be categorised as follows:

### **Governance and Internal Control**

The Committee will:

- ◆ Oversee the establishment and maintenance of an effective system of internal control.
- ◆ Review the adequacy of all control related disclosures statements (in particular the Governance Statement), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- ◆ Review the adequacy of the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements, including the Trust's Standing Orders and Standing Financial Instructions.
- ◆ Review the adequacy of the policies and procedures for all work related to fraud and corruption as required by the Counter Fraud Policy Unit.
- ◆ Receive regular reports of incidents of Theft, Fraud and Whistleblowing.
- ◆ Review the outcome of NFI exercises and any control issues arising therefrom.

In carrying out its work, the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these functions.

### **Internal Audit**

The Committee shall ensure that there is an effective internal audit function established by management that meets the Government Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- ◆ consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;
- ◆ review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;

- ◆ consideration of the Chief Internal Auditor's annual report, major findings of internal audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;
- ◆ ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- ◆ annual review of the effectiveness of internal audit.

### **External Audit**

The Committee shall review the work and findings of the External Auditor and consider the implications of, and management's responses to, their work. This will be achieved by:

- ◆ consideration of the performance of the External Auditor;
- ◆ discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan;
- ◆ discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust;
- ◆ review of all External Audit reports, including consideration of the annual Management Letter before submission to the Board and any work carried out outside the annual audit plan, together with the appropriateness of management responses.

### **Other Assurance Functions**

The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation and consider the implications for the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health (DoH) commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies etc.).

In addition the Committee will work closely with the Governance Assurance Committee whose scope of work will provide complementary assurances to the Audit Committee's own scope of work.

### **Financial Reporting**

The Audit Committee shall review the financial extract of the Trust's draft Annual Report and the Financial Statements before submission to the Board, focussing particularly on:

- ◆ the wording in the Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- ◆ changes in, and compliance with, accounting policies and practices;
- ◆ unadjusted mis-statements in the financial statements;
- ◆ major judgemental areas;
- ◆ significant adjustments resulting from the audit.
- ◆ Review of Financial commentary report prepared by Director of Finance & Estates which explains the year's key financial figures, key differences from the previous year and any important in year disclosure issues.
- ◆ the Statement of Losses

The Committee should also ensure that the systems for budgetary control are subject to review as to completeness and accuracy of the information provided to the Board.

### **Value For Money (VFM)**

The Audit Committee shall oversee the adequacy of the Trust's arrangements for ensuring that value for money is obtained in the expenditure of all public funds entrusted to its care. This will include a review of the findings from, and management's response to, all value for money audit reports issued to the Trust as part of the regional VFM programme sponsored by the Department of Health.

## **7. REPORTING**

The minutes of Audit Committee meetings shall be formally recorded by the Trust Board Secretary (or their nominee) and submitted to the Board at the earliest possible opportunity thereafter. The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure to the full Board or require executive action.

The Committee will report to the Board annually on its work in support of the Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against the Quality Standards and Controls Assurance Standards.

## **8. OTHER MATTERS**

The Committee shall be supported administratively by the Trust Board Secretary, whose duties in this respect will include:

- ◆ Agreement of agenda with the Chairman and attendees;

- ◆ Collation and distribution of papers sufficiently in advance of each meeting to facilitate their full consideration and discussion at the meeting;
- ◆ Taking the minutes and keeping a record of matters arising and issues to be carried forward;
- ◆ Advising the Committee on pertinent areas.

## **List of Members of the Audit Committee – May 2021**

### **Members:**

- Mr Noel Brady, Non-Executive Director (Chairman – wef 9/6/16)
- Dr Maura Briscoe, Non-Executive Director
- Mrs Joan O’Hagan, Non-Executive Director

### **In attendance:**

- Ms Wendy Thompson, Director of Finance & Estates
- Ms Lyn Campbell, Assistant Director, Financial Services & Financial Accounting
- Ms Martine McNally, Assistant Director, Risk Management & Governance/Trust Board Secretary
- Mr Neil Gray, Director, Northern Ireland Audit Office (External Audit)(as appropriate)
- Mr Stephen Knox, Audit Manager, Northern Ireland Audit Office (External Audit)
- Ms Lindsey Paterson, PriceWaterhouseCoopers (External Audit)
- Mr Ahsan Sarwar, PriceWaterhouseCoopers (External Audit)
- Mrs Catherine McKeown, Head of Internal Audit, Business Services Organisation (or nominee) (Internal Audit)