

Audit, Risk and Governance Committee terms of reference

Introduction

1. The Audit, Risk and Governance Committee (the Committee) is a Committee of the Sport England Main Board.
2. The Committee has been established to support the Board in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.
3. The Committee is authorised by the Board to seek any information it requires from any employee of Sport England in order to perform its duties.

Membership

4. The Committee should consist of up to five members.
5. The Committee will be chaired by a nominated Non-executive Board member. In the absence of the Chair, the Committee may nominate another Non-Executive Board Member to deputise in his/her absence.
6. The secretariat function will be provided by the Board Secretary..

Reporting

7. Where reasonable possible, minutes of each Committee Meeting will be tabled to the subsequent Main Board meeting and, where necessary, the Chair of the Committee will provide a report to the Main Board on any substantive matters of importance and any material issues or concerns.
8. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
9. The Committee will provide the Board and Accounting Officer 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 Committee will advise the Board and Accounting Officer on:

10. the strategic processes for risk, control and governance and the Governance Statement;
11. 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;

12. the planned activity and results of both internal and external audit;

13. the adequacy of management response to issues identified by audit activity, including external audit's management letter;

14. assurances relating to the corporate governance requirements for the organisation;

15. proposals for tendering for either Internal Audit services or for purchase of non-audit services from contractors who provide audit services;

16. anti-fraud policies, whistle-blowing processes, and arrangements for special investigations;

17. the Committee will also periodically review its own effectiveness and report the results of that review to the Board.

Rights

The Committee may:

18. co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;

19. appoint independent non-Board members for a period of three years, which may be extended for further periods (normally up to three years), subject to the approval of the Main Board;

20. procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

21. The Head of Audit, Risk and Governance and the representative of NAO will have free and confidential access to the Chair of the Audit Committee.

Meetings

22. The Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings as they deem necessary.

23. The Committee meetings will normally be attended by the Accounting Officer, the Chief Operating Officer, the Head of Audit, Risk and Governance, the outsourced Internal Audit supplier and a representative of External Audit.

24. The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

25. The 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;

26. The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

27. Meeting papers will be circulated no later than five (5) working days ahead of each meeting.

Quorum

28. A minimum of three members of the Committee, plus the Accounting Officer (or in her absence the Chief Operating Officer) must be present for the meeting to be deemed quorate. Two members must be non-Executive members of the Sport England Main Board.

Resolutions and voting

29. Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

30. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.

Terms of reference and committee effectiveness

31. The Committee's terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills and any changes considered necessary must be approved by the Board.