

Audit & Risk Management Committee – Terms of Reference

The Audit and Risk Management Committee must:

- be independent
- have sufficient authority and resources to form an opinion and report on the risk management, control and governance arrangements of the Guildhall School to the Board of Governors
- be able to satisfy itself that the institution has adequate arrangements for ensuring economy, efficiency and effectiveness.

These terms of reference have been formally approved by the Board of Governors.

Constitution

1. The Board of Governors has established a committee of the Board of Governors known as the Audit and Risk Management Committee.

Membership

2. The Committee and its chair shall be appointed by the Board of Governors, from among its own members, and must consist of governors with no executive responsibility for the management of the Guildhall School. There shall be no fewer than three members; a quorum shall be at least three members. The Chairman of the Board of Governors shall not be a member of the Committee. Members shall not have significant interests in the Guildhall School.
3. At least one member should have recent and relevant experience in finance, accounting or auditing. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. No member of the Committee may also be a member of a Finance or Resources Committee (or equivalent) of the Board of Governors of the Guildhall School.

Attendance at meetings

4. The Vice Principal, Director of Advancement on behalf of the Principal of the Guildhall School of Music & Drama, along with the Head of Finance and Business Administration (Chamberlain's Department) and the Head of Internal Audit and Risk Management (Chamberlain's Department) shall normally attend or be represented at meetings. When appropriate, such other representatives of the Guildhall School of Music & Drama and the City of London Corporation shall also attend where business relevant to them is to be discussed.

5. At its discretion, the Committee may also convene a meeting, or part of a meeting, without any officers present (save for the clerk who shall attend to take a record of the meeting, unless otherwise instructed by the Committee), or with the external and/or internal auditors without any other officers present (save for the clerk, as previously noted).

Frequency of meetings

6. Meetings shall normally be held at least three times in each financial year. The external auditors, **the Chair** or the Head of Internal Audit and Risk Management may request a meeting if they consider it necessary.

Authority

7. The Committee is authorised by the Board of Governors 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.
8. The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Principal of the Guildhall School and/or Chairman of the Board of Governors. However, it may not incur direct expenditure in this respect in excess of £5,000, without the prior approval of the Board of Governors.
9. The Audit and Risk Management Committee will review the audit aspects of the Guildhall School's draft Income & Expenditure Account for the year ending 31 July. These aspects will include the external audit opinion, the statement of Governors' responsibilities, the statement of internal control and any relevant issue raised by the external auditors. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control systems has been reviewed, and comment on this in its annual report to the Board of Governors.

Duties

10. The duties of the Committee shall be:
 - a. To discuss if necessary with the external auditors, before the audit begins, the nature and scope of their audit as it relates to the Guildhall School.
 - b. To discuss if necessary with the external auditors problems and reservations arising from their audit, including a review of the external auditors' report to the Audit and Risk Management Committee, and any other matters the external auditors may wish to discuss (in the absence of officers where necessary).

- c. To review the internal auditors' audit risk assessment, strategy and programme, and to consider major findings of internal audit investigations and management's response.
- d. To keep under review the effectiveness of the risk management, control and governance arrangements. The scope covers consideration of risks including but not limited to key operational risks; security risks relating to digital and IT systems; risks relating to data privacy (GDPR) and data governance; legal and regulatory risks; academic risks; reputational risks.
- e. To review the external auditors' report, the internal auditors' annual report, and management responses and to monitor other assurance such as external reviews.
- f. To monitor the implementation of agreed audit-based recommendations from whatever source.
- g. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the Office for Students accounting officer, have been informed.
- h. To oversee the Guildhall School's compliance with the City of London's policy on fraud and irregularity, including being notified of any action taken under that policy.
- i. To satisfy itself that satisfactory arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that support the culture and behaviour that is prevalent within the institution, and that ensure the effective management of conflicts of interest.
- j. To satisfy itself that satisfactory arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.
- k. To receive any relevant reports from the National Audit Office, Office for Students, and other organisations.
- l. To consider elements of the Guildhall School's draft Income & Expenditure Account for the year ending 31 July in the presence of the external auditors if necessary, including the auditors' formal opinion, the statement of Governors' responsibilities and the statement of internal control, in accordance with OfS's Accounts Directions.
- m. To receive the Guildhall School's management accounts.

Reporting procedures

11. The minutes of meetings of the Committee will be circulated to all members of the Board of Governors.

12. The Committee will prepare an annual report covering the year to 31 July and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Governors and the Principal, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the Guildhall School's arrangements for the following:

- risk management, control and governance (the risk management element includes the adequacy of the statement of internal control accompanying the Income & Expenditure account for the year ending 31 July)
- ensuring sustainability and the promotion of economy, efficiency and effectiveness (value for money).

This opinion should be based on the information presented to the Committee. The Audit and Risk Management Committee's annual report should normally be submitted to the Board of Governors before the Governors' responsibility statement accompanying the Income & Expenditure account for the year ending 31 July is signed.

In line with the Higher Education Code of Governance, the Audit Committee will ensure that the annual corporate governance statement includes a description of the work of the Remuneration Committee.

The Audit and Risk Management Committee will periodically undertake a review of its own terms of reference and its own effectiveness and recommend any necessary changes to the Board of Governors.

Clerking arrangements

13. The clerk to the Audit and Risk Management Committee shall be the clerk to the Board of Governors.