

Approved by Board Dec 2017
Audit, Risk and Governance (ARG) Committee
Terms of Reference

1. Introduction

The Health Information and Quality Authority (HIQA) is required to establish an Audit Committee.¹ On this basis, the Authority has established an Audit, Risk and Governance Committee (ARGC).

2. Role and purpose

"The Board should have formal and transparent arrangements for governance, risk management and internal controls and for maintaining appropriate arrangements with the State body's auditors"². The purpose of the ARGC is to support the Board in meeting its responsibility for HIQA's system of internal control and for ensuring that the interests of Government and other stakeholders are fully protected in relation to business and financial reporting. Part of this role is to review annually the effectiveness of the body's system of internal control, including financial, operational, compliance controls and risk management "³ *The ARGC assists the Board in its assessment of the effectiveness of the systems established by the Management of the Authority by reviewing the comprehensiveness and reliability of internal controls and assurances on governance, risk management, the control environment and the accuracy and completeness of the financial statements.*

2.1 Any review of the terms of reference will be approved by the Board.

3. Terms of reference

The Terms of reference of the ARGC comprise the following:

3.1 Internal controls and Risk management

- a. Consider the adequacy of the system of internal controls
- b. Consider and challenge where appropriate, the effectiveness and adequacy of financial controls
- c. Consider the effectiveness of the risk management system
- d. Have full oversight of the corporate risk register for the Authority with significant changes highlighted
- e. Review Directorate risks relating to Finance, HR and ICT
- f. Receive reports from Committees of the Board on any areas of concern
- g. Review amendments to accounting policies
- h. Gain satisfaction that the system of internal control is operated effectively during the reporting period and that the system of internal reporting gives early warning of internal control failures and emerging risks.

3.2 Internal audit (IA)

- a. Annually review effectiveness of the internal audit function

¹ Code of Practice for the Governance of State Bodies 2016 (page 37) states that "the Board should establish an Audit and Risk of at least three independent non-executive Board members..."

² Code of Practice for Governance of State Bodies 2016 (page 33)

³ Code of Practice for Governance of State Bodies 2016 (page 34) Reviewing the effectiveness of internal control is an essential part of the Board's responsibilities

- b. Ensure there is a formal internal audit charter⁴, approved by the Board and the charter to be reviewed every 3 years in line with the tendering process for IA
- c. Review and approve internal audit plan and receive regular updates on the plan
- d. Ensure that the internal audit function "ensures that value-for money auditing receives adequate attention"⁵
- e. Ensure that internal audit reviews comply with procurement and disposal procedures⁶
- f. Review internal audit reports and report to the Board the outcomes of the audits
- g. Ensure that IA and the C&AG has direct access to the Chairperson of the ARGC
- h. Review the end of year annual financial controls audit .

3.3 External audit -Comptroller and Auditor General (C&AG)

- a. Meet with external auditor annually without Executives present to ensure there are no issues of concern and to make the external auditor aware of any emerging risks or governance issues
- b. Request the views of the C&AG on the work and effectiveness of the Committee
- c. Include Governance and internal audit in discussion with C&AG
- d. Review the C&AG report and management letter and ensure management's responses and any proposed actions are appropriate.

3.4 Annual financial statements

- a. Review the draft financial statements before audit
- b. Prior to sign off of financial statements, consider and challenge where appropriate whether the financial position of the Authority is presented fairly, consider the adequacy of accounting policies, the completeness of accounts, the reporting of losses, issues of irregularity, probity and propriety and responses to issues raised by the C&AG⁷
- c. Review letter of representation that accompanies the accounts
- d. Consider the comprehensiveness and meaningfulness of the Statement on Internal Control and review the letter of Representation before issue ⁸
- e. Provide an annual report to the Board outlining the Authority's systems of internal and financial controls including risk management and governance controls; the work of the Committee during the year; the internal audit reports and executive management assurance statements, prior to the sign off of the annual accounts and annual report.

3.5 Other functions

- a. Consider adequacy of anti-fraud, anti-corruption and protected disclosure policies and staff awareness of them⁹
- b. Provide an open avenue of communication between internal audit, the Office of the C&AG and the Accounting Officer (CEO) and receive confirmation from the C&AG and IA that the relationship is working effectively. Audit plans should be shared and copies of IA reports will be provided to the C&AG annually during audit activity.
- c. Review arrangements established by management for compliance with legislative and regulatory requirements and Board policy

⁴ Need to cross reference these TOR with Formal Charter

⁵ Code of Practice for Governance of State Bodies 2016 (7.11 vi)

⁶ Code of Practice for Governance of State Bodies 2016 (7.11 vii)

⁷ C&AG Report – Effectiveness of Audit Committees in State Bodies, page 23 (Sept 2014)

⁸ Audit and risk Committee guidance, page 10, (2.1 vii)

⁹ Audit and risk Committee guidance, page 10, (2.1 viii)

- d. The ARGC has the authority to investigate any matters that fall under the remit of the Committee and the resources and professional advice to do so¹⁰
- e. Consider whether the procedures for investment appraisal are fit for purpose & comply with best practice
- f. The ARGC may procure specialist ad-hoc advice at reasonable expense of the State body, subject to budgets agreed by the Board and in line with Board policy
- g. Review any matters within its terms of reference.

3.6 Corporate Governance

- a. Review arrangements for reviewing and implementing the Codes of Governance and Conduct including conflict of interest
- b. Review annually assurance statements from management
- c. Receive reports on compliance with the Ethics in Public Office legislation
- d. Receive issues of conflict of interest from the Executive in relation to staff within the Authority and ensure that an effective system for dealing with unethical practices is in place.
- e. Receive all relevant reports that procedures for travel and subsistence, procurement and other governance requirements as they arise are carried out in accordance with Government Guidelines.

4. Membership

- 4.1 The Committee consists of a minimum of four Board members.
- 4.2 One member of the Committee must have recent and relevant financial experience
- 4.3 Other members should have experience in core areas of business including risk management, internal audit, governance, relevant technical or specialist issues, an understanding of the public sector environment, in particular the accountability structures and current public sector reform initiatives
- 4.4 Formal assessment criteria will be set for the appointment of the Chair and other members of the Committee
- 4.5 Each member will receive a letter of appointment which will set out the responsibilities of the ARGC
- 4.6 Where the Committee identifies a need for specialist skills in a particular area (and it does not exist within sitting members), the Committee may co-opt someone with such expertise for a period of not more than one year, thereafter that person is either appointed to the Committee or their term expires.
- 4.7 The Chairperson of the Board may attend meetings of the ARGC and be a member of, but not chair the Committee
- 4.7 Members are appointed initially for a period of three years which can be renewed but cannot exceed the duration of the term of office of the Board.
- 4.8 The positions of Chair and the vice-Chair are reviewed bi-annually.
- 4.9 The Chair of the Board and the ARG Committee recommend individual training needs of Committee members.

5. Meetings

- 5.1 The ARGC will meet no less than four times per year and prior to a Board meeting.
- 5.2 The Chief Executive and the Head of Corporate Services, or delegated individual(s), will be in attendance.
- 5.3 A short period (approximately 5 minutes) shall be reserved at the start and end of each meeting for members only (without the Executive present)
- 5.4 A quorum of this Committee is three non-Executives

¹⁰ Audit and risk Committee guidance, page 6, (1.14)

- 5.5 The agenda is established by the Chair in consultation with officers of the Board. It is circulated with related papers in advance of the meeting.
- 5.6 Any employee of the Authority or other person may be invited to attend for particular items at the discretion of the Chairperson.
- 5.7 The internal audit provider will attend the standard meetings of the Committee
- 5.8 The Board Secretary will act as secretary of the Committee
- 5.9 The Chair of the Committee will report on the Committee's proceedings at Board meetings
- 5.10 Relevant matters will be brought to the Committee's attention between meetings.

6. Reporting

- The Committee will formally report in writing to the Board after each meeting
- Any audit items that relate to the Board's areas of responsibilities will be communicated to the Board as soon as they are identified¹¹
- The Committee will provide the Accounting Officer and the Board with an Annual Report, timed to support finalisation of the accounts and the Annual Statement of Internal Financial Control, summarising its conclusions from the work it has done during the year and its opinion on the adequacy of risk management and internal controls and the adequacy of sources of assurance to the board.¹²

7. Evaluation of Committee

The Committee will evaluate, assess and report on its performance, including its procedures, Terms of Reference, effectiveness and membership on an annual basis.

¹¹ Audit and risk Committee guidance, page 7, (1.16)

¹² Audit and risk committee guidance, page 7 (1.19)