

AUDIT COMMITTEE

Terms of Reference

1. Council resolves to establish an Audit Committee, with an internal audit function, which shall be a standing committee of Council. The Committee shall be independent of any Finance and/or Executive Committee(s), and shall not include any person who is concerned with the management or operation of the institution.
2. The Committee is authorised by Council:
 - i) 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;
 - ii) to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience to and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and/or Chair of Council. However, it may not incur direct expenditure in this respect in excess of £1000 without the prior approval of Council;
 - iii) to approve the nature and scope of the external audit;
 - iv) to review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the governing body;
 - v) to approve the internal audit needs assessment and audit plan;
 - vi) to have strategic oversight of the anti-fraud policy;
 - vii) to have strategic oversight of the value for money policy.
3. The duties of the Committee shall be:
 - i) to monitor the effectiveness of risk management, control and governance arrangements, and in particular review the external auditor's management letter, the internal auditor's annual report and management responses;
 - ii) to satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness;
 - iii) to assure itself of the robustness of the student data returns submitted by the University;
 - iv) to advise the Council on the appointment of the external auditor, the initial audit fee, the provision of any non-audit services by the external auditor and any question of resignation or dismissal of the external auditor;
 - v) to discuss, if necessary with the external auditor before the audit commences, the nature and scope of the audit;
 - vi) to discuss problems and reservations arising from the interim and final audits, and any matters the external auditor may wish to discuss (in the absence of management where necessary);
 - vii) to advise Council on the appointment of the internal auditor, the initial audit fee and any question of resignation or dismissal of the internal auditor;
 - viii) to review the internal audit plan, consider major findings of internal audit investigations and management's response, and promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs
 - ix) to receive any relevant reports from the National Audit Office, HEFCE and other organisations;
 - x) to monitor the performance and effectiveness of external and internal audit;
 - xi) to seek assurances from management and internal audit that Risk Management processes are operating as intended and to recommend action as appropriate;
 - xii) to consider Risk Assessment issues arising from the remit of the Committee and to recommend action to Council as appropriate;
 - xiii) to ensure that all significant losses have been properly notified and investigated;
 - xiv) to monitor the implementation of agreed audit-based recommendations, from whatever source;
 - xv) to undertake regular reviews of the committee's effectiveness including benchmarking against best practice;
 - xvi) in the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
 - xvii) to prepare an annual report for Council covering the institution's financial year and any significant issues up to the date of preparing the report.

Mode of Operation

Chair: Member of Council
Vice Chair: Member of Council
Officer: University Secretary and Registrar

Quorum

See after membership

Frequency of Meetings

Five times a year. Committee members and the auditors will meet in the absence of University officers prior to each Audit Committee meeting. External auditors or internal auditors may request a meeting if they consider that one is necessary.

Reporting Line

University Council

Current Sub-Committees

None

Submission / Availability of Minutes

Minutes are held by the University Secretary and Registrar, and published on the University website.

AUDIT COMMITTEE

The Committee shall consist of five persons, of which at least three shall be members of Council who are neither members of the Finance and General Purposes Committee, nor students or members of staff of the institution, one of whom shall be nominated Chair by Council.

Membership		Appointment Dates
Member of Council (Chair)	Peter Bungard	May 12 – Apr 20
Member of Council	Matthew Burgess	May 14 – Apr 22
Member of Council (Vice-Chair)	Paul Davies	June 12 – June 20
Member of Council	Chris Fung	Jun 17 – May 21
Member of Council	Martin Jones	Dec 12 – Jul 20
Co-opted Member	James Hunt	Sep 11 – Sep 19
In attendance:		
Vice-Chancellor	Stephen Marston	N/A
Director of Finance and Planning	Camille Stallard	N/A
Financial Controller	Annette Benson	N/A
Internal Auditors (KPMG)		N/A
External Auditors (Grant Thornton)		N/A

Quorum

The Committee shall be quorate when two members, of which one must be a member of Council, are present.

Where the Committee is, or becomes during the meeting, inquorate, Council will be informed of these circumstances at its next meeting. The Committee Chair shall decide whether:

- a. to adjourn with immediate effect with a Special Meeting being summoned as soon as conveniently it may be or,
- b. to continue to conduct business with decisions only being agreed by correspondence.