



## **Audit and Risk Committee**

Terms of Reference

*Date Approved by the Board: 2018*

### **1. Purpose**

- 1.1. The Audit and Risk Committee's principal purposes are to ensure that the provision of financial and other information for the Board and from the Board to the wider membership and to other entities, such as the lottery funding bodies, is timely and accurate.
- 1.2. British Rowing's financial policies, procedures and controls are comprehensive and appropriate and ensure that expenditure and financial commitments are properly approved and payments properly authorized.
- 1.3. British Rowing has comprehensive and appropriate governance and risk policies and procedures including the keeping of an appropriate risk register.

### **2. Reporting**

- 2.1. The Audit and Risk Committee shall report to the Board.

### **3. Membership – voting**

- 3.1. The Audit and Risk Committee shall be led by a member of the Board but its membership may be supplemented by skilled persons who are not Board members. Its members may not also be members of the Finance Committee. Its members shall be:
  - 3.1.1. An Independent Director recruited on a skills basis who shall be the Chair of the Audit and Risk Committee;
  - 3.1.2. An independent member who may be an Independent Director;
  - 3.1.3. One of the Regional Representatives;
  - 3.1.4. A representative from either Scottish Rowing or Welsh Rowing, save that the representative may not be the Home Nations Director.



#### **4. Attendance – non-voting**

- 4.1. The Director of Finance & Business Services (who shall act as secretary of the Audit and Risk Committee).
- 4.2. The Chief Executive Officer.
- 4.3. The Audit and Risk Committee shall ask such persons as may be needed to enable the Committee to carry out its functions in an appropriate and timely manner to attend, but not vote, at meetings of Audit and Risk Committee.

#### **5. The Functions of the Audit and Risk Committee shall be:**

- 5.1. To review in depth the Directors' Report and Financial Statements prior to their formal approval by the Board, considering such matters as the appropriateness of accounting policies and the truth, fairness and comprehensiveness of the information contained therein;
- 5.2. To receive reports from and discuss matters with the Independent Auditors; including issues which arose during audit, key accounting and audit judgements, levels of errors and effectiveness of the audit process;
- 5.3. To review the scope of the work of the Independent Auditors and any internal or other auditors;
- 5.4. To review the services and cost of the Independent Auditors from time to time and to make recommendations to the Board and the AGM for the appointment of auditors and the policy on the supply of non-audit services by independent auditors;
- 5.5. To review the financial and other information provided to the Board, and the procedures to produce it, to ensure that it is timely, sufficient and accurate;
- 5.6. To review the financial information to be provided to other entities to ensure that it is timely, sufficient and accurate;
- 5.7. To review the comprehensiveness and appropriateness of British Rowing's governance and risk policies and to advise the Board on British Rowing's overall risk appetite, tolerance and strategy;
- 5.8. To review, no less frequently than quarterly, the risk register to ensure that it is



- being accurately maintained and that the matters raised therein are being dealt with in an appropriate and timely manner;
- 5.9. To report to the Board, as soon as is practicable, any matters that may arise from the review of the risk register that may or ought to be of concern to the Board;
- 5.10. To review and ensure that British Rowing's policies and procedures for approving financial commitments, for the authorisation of payments, with regard to obtaining value for money and for ensuring compliance with tax and all other laws, guidance and legislation are appropriate and adequate;
- 5.11. To review the procedures and other internal controls of British Rowing for the prevention and detection of fraud, the prevention of bribery and for whistleblowing and reporting to ensure they are appropriate and fit for purpose;
- 5.12. To ensure that British Rowing maintains a comprehensive, but economic, portfolio of insurance cover to protect its interests, and those of its staff, Board members, officers, and, where appropriate its volunteers, affiliated Competitions and Registered Individuals;
- 5.13. To do any other things that might be appropriate for an Audit and Risk Committee.

## **6. Meetings**

- 6.1. The Audit and Risk Committee shall meet as often as may be appropriate but in any case not less than four times per year. Meetings may be held by telephone but shall attended be in person not less than twice per year. A quorum shall be 3 members entitled to vote at the meeting.
- 6.2. In the absence of the chair of the Audit and Risk Committee, the remaining members present shall elect one of themselves to chair the meeting.