



AUDIT COMMITTEE

TERMS OF REFERENCE AND OPERATING ARRANGEMENTS 2023/24

1. INTRODUCTION

- 1.1 The Trust's Standing Orders provide that *"The Board may and, where directed by the Welsh Government must, appoint Committees of the Trust either to undertake specific functions on the Board's behalf or to provide advice and assurance to the Board in the exercise of its functions. The Board's commitment to openness and transparency in the conduct of all its business extends equally to the work carried out on its behalf by committees"*.
- 1.2 In line with Standing Orders and the Trust's Scheme of Delegation, the Board shall nominate annually a committee to be known as the **Audit Committee**. The detailed terms of reference and operating arrangements set by the Board in respect of this committee are set out below.
- 1.3 The Board Committees play an important role in supporting the Board in fulfilling its responsibilities by:
- providing advice on strategic development and performance within the terms of reference;
 - undertaking scrutiny and gaining assurance on key aspects of organisational performance, and supporting achievement of the Trust's strategic goals;
 - carrying out specific responsibilities on the Board's behalf; and
 - providing a forum where ideas can be explored in greater detail than Board meetings are able to allow, providing time and space to consider issues in greater depth.

Regular and timely reporting and escalations to the Board on the issues within the Committee's remit allow for more focused discussions by the Board.

2. PURPOSE

- 2.1 The purpose of the Audit Committee ("the Committee") is to advise and assure the Board and the Accountable Officer on whether effective arrangements are in place - through the design and operation of the Trust's system of assurance - to support them in their decision taking, and in



discharging their accountabilities for securing the achievement of the Trust's objectives, in accordance with the standards of good governance determined for the NHS in Wales.

- 2.2 Where appropriate, the Committee will advise the Board and the Accountable Officer on where, and how, its system of assurance may be strengthened and developed further.

3. DELEGATED POWERS AND AUTHORITY

- 3.1 With regard to its role in providing advice to the Board, the Committee will comment specifically upon:
- (a) the adequacy of the Trust's strategic governance and assurance arrangements and processes for the maintenance of an effective system of good governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) designed to support the public disclosure statements that flow from the assurance process, including the Annual Governance Statement and the Annual Quality Statement, providing reasonable assurance on:
 - (i) the organisation's ability to achieve its objectives.
 - (ii) compliance with relevant regulatory requirements, standards, quality and service delivery requirements and other directions and requirements set by the Welsh Government and others.
 - (iii) the efficiency, effectiveness, and economic use of resources; and
 - (iv) the extent to which the organisation safeguards and protects all its assets, including its people,and to ensure the provision of high quality, safe healthcare for its citizens:
 - (b) the Board's Standing Orders and Standing Financial Instructions (including associated framework documents, as appropriate) and receive a report from the Board Secretary on any non-compliance.
 - (c) 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, the ISA 260 Report 'Communication with those charged with Governance' and managements' letter of representation to the external auditors; the Committee shall approve all financial procedures.
 - (d) the Schedule of Losses and Special Payments.
 - (e) the register of Single Tender Actions.



- (f) the planned activity and results of internal audit, external audit and the Local Counter Fraud Specialist (including strategies, annual work plans and annual reports).
 - (g) the adequacy of executive and management's response to issues identified by audit, inspection, and other assurance activity.
 - (h) proposals for accessing Internal Audit services via Shared Services arrangements (where appropriate).
 - (i) anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
 - (j) any particular matter or issue upon which the Board or the Accountable Officer may seek advice.
 - (k) the adequacy of the arrangements for Declarations of Interests, providing an annual report to the Board to this effect.
 - (l) arrangements for the discharge of the Trust's responsibility as bailee for patients' property.
- 3.2 The Committee will support the Board with regard to its responsibilities for governance (including risk and control) by reviewing:
- (a) all risk and control related disclosure statements (in particular the Annual Governance Statement and the Annual Quality Statement) together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
 - (b) the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
 - (c) the policies for ensuring compliance with relevant regulatory, legal and code of conduct and accountability requirements.
 - (d) the policies and procedures for all work related to fraud and corruption as set out in National Assembly for Wales Directions and as required by the Counter Fraud and Security Management Service.
- 3.3 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit, and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of good governance, risk management and internal control, together with indicators of their effectiveness.



- 3.4 This will be evidenced through the Committee's use of effective governance and assurance arrangements to guide its work and that of the audit and assurance functions that report to it, and enable the Committee to review and form an opinion on:
- (a) the comprehensiveness of assurances in meeting the Board and the Accountable Officers assurance needs across the whole of the Trust's activities, both clinical and non-clinical; and
 - (b) the reliability and integrity of these assurances.
- 3.5 To achieve this, the Committee's programme of work will be designed to provide assurance that:
- (a) there is an effective internal audit function that meets the standards set for the provision of internal audit in the NHS in Wales and provides appropriate independent assurance to the Board and the Accountable Officer through the Committee;
 - (b) there is an effective counter fraud service that meets the standards set for the provision of counter fraud in the NHS in Wales and provides appropriate assurance to the Board and the Accountable Officer through the Committee and ensure all reported fraud concerns and ongoing investigations are notified to the Committee.
 - (c) there are effective arrangements in place to secure active, ongoing assurance from management with regard to their responsibilities and accountabilities, whether directly to the Board and the Accountable Officer or through the work of the Board's committees.
 - (d) the work carried out by key sources of external assurance, in particular, but not limited to the Trust's external auditors, is appropriately planned and co-ordinated and that the results of external assurance activity complements and informs (but does not replace) internal assurance activity.
 - (e) the work carried out by the whole range of external review bodies is brought to the attention of the Board, and that the organisation is aware of the need to comply with related standards and recommendations of these review bodies, and the risks of failing to comply.
 - (f) the systems for financial reporting to the Board, including those of budgetary control, are effective.
 - (g) the results of audit and assurance work specific to the Trust, and the



implications of the findings of wider audit and assurance activity relevant to the Trust's operations, are appropriately considered and acted upon to secure the ongoing development and improvement of the organisations' governance arrangements.

- (h) monitor progress against the requirement of the Auditors' Management Letter.
- (i) receive and review key Trust Annual Reports e.g., Trust Annual Report (including the Annual Governance Statement) and make recommendations to the Board for their adoption.
- (j) review the content of the Corporate Risk Register and obtain assurance that control measures are in place to mitigate all identified risks.

Corporate Risks and Audit Recommendation Tracker

3.6 The Audit Committee has overall responsibility for ensuring that corporate risks are identified and are being properly managed within the Trust. The Audit Committee also has responsibility for ensuring that there are processes in place to address and take forward audit recommendations. Nevertheless, each risk from the corporate risk register and Board Assurance Framework and each recommendation from the audit tracker, will be presented to an appropriate Board Committee who will be responsible for ensuring that the Trust is managing and progressing each item as planned. In addition, these Committees will follow due process to escalate any issues to Audit Committee for oversight, scrutiny and assurance Regular reports will be provided to individual Committees on those items for which they have responsibility for oversight and overall Trust-wide progress reports will be presented to each Audit Committee.

The Committee will consider the control and mitigation of each risk and provide assurance to the Board that such risks are being effectively managed and controlled.

Authority

3.7 The Committee is authorised by the Trust Board to investigate, or have investigated, any activity within its terms of reference. In doing so, it will have the right to seek any information it requires from any employee or inspect any books, records or documents relevant to its remit, ensuring patient/client and staff confidentiality as appropriate. All employees are directed to cooperate with any reasonable request made by the Committee.



- 3.8 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary, in accordance with the Board's procurement, budgetary and other requirements.
- 3.9 The Committee is authorised to approve Trust wide policies in accordance with the policy for the Review, Development and Approval of Policies.

Access

- 3.10 The Head of Internal Audit and the Engagement Leads/Audit Manager of External Audit shall have unrestricted and confidential access to the Chair of the Audit Committee.
- 3.11 The Committee will meet with Internal and External Auditors and the nominated Local Counter Fraud Specialist without the presence of officials on at least one occasion each year.
- 3.12 The Chair of Audit Committee shall have reasonable access to Directors and other relevant senior staff.

Sub Committees

- 3.13 The Committee may establish sub- committees or task and finish groups to carry out on its behalf specific aspects of Committee business. Formal sub-committees may only be established with the agreement of the Board.

4. MEMBERSHIP

Members

- 4.1 The membership of the Committee will comprise:
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| Chair | Non Executive Director |
| Members | Three further Non Executive Directors of the Board |
- 4.2 The Committee may also co-opt additional independent 'external' members from outside the organisation to provide specialist skills, knowledge and expertise e.g. Wales Audit Office, Internal Audit.



4.3 The Chair of the Trust shall not be a member of the Audit Committee.

Attendees

4.4 The core membership will be supported routinely by the attendance of the following:

- Executive Director of Finance and Corporate Resources (Committee Lead)
- Director of People and Culture
- Executive Director of Quality and Nursing
- Assistant Director of Operations, National Operations & Support
- Board Secretary
- Head of Internal Audit
- Local Counter Fraud Specialist
- Representative of the Auditor General
- Trade Union Partners (x2)
- Other Directors will attend as required by the Committee Chair

With the permission of the Chair, those in attendance may send a deputy in their place. This, however, does not affect the right of the Chair to require those listed above to attend.

By Invitation

4.5 The Committee Chair may invite the following to attend all or part of a meeting to assist it with its discussions on any particular matter:

- the Chair of the Trust
- any other Trust officials
- any others from within or outside the Trust
- the Chief Executive (Accountable Officer)

4.6 The Chief Executive (Accountable Officer) will be invited to attend at least annually to discuss with the Committee the process for assurance that supports the Annual Governance Statement and the Annual Quality Statement.

4.7 The Committee Chair may extend invitations to attend committee meetings to other Directors and/or Senior Managers, and to officials from within or outside the organisation to attend all or part of the meeting to assist with its discussions on any particular matter.



- 4.8 Members may send deputies in their absence who will act with their full authority. To instigate a substitution arrangement, the member of the Committee must notify the Board Secretary before the day of the meeting that he/she is unable to attend and the name of the member who will attend as the substitute.

Member Appointments

- 4.9 The membership of the Committee shall be determined by the Board, based on the recommendation of the Trust Chair, taking account of the balance of skills and expertise necessary to deliver the committee's remit, and, subject to any specific requirements or directions made by the Welsh Government.
- 4.10 Non Executive Members shall be appointed to hold office for a period of one year at a time, (Membership being reviewed by the Chairman of the Board on an annual basis) up to a maximum of their term of office. During this time a member may resign or be removed by the Board.
- 4.11 Terms and conditions of appointment, (including any remuneration and reimbursement) in respect of co-opted independent external members are determined by the Board, based upon the recommendation of the Trust Chair and, where appropriate, on the basis of advice from the Trust's Remuneration Committee.

Secretariat and Support to Committee Members

4.12 The Board Secretary, on behalf of the Committee Chair, shall:

- (a) arrange the provision of advice and support to committee members on any aspect related to the conduct of their role; and
- (b) ensure the provision of a programme of organisational development for committee members, as part of the Trust's overall board development programme developed by the Director of People and Culture.

5. COMMITTEE MEETINGS

Quorum

- 5.1 At least two of the four members of the Committee must be present to achieve a quorum. In the absence of the Committee Chair, one of those in



attendance must be designated as Chair of the meeting.

Frequency of Meetings

- 5.2 Meetings shall be held no less than quarterly and otherwise as the Chair of the Committee deems necessary, consistent with the Trust's annual plan of Board business and calendar of meetings. Meeting agendas, papers and minutes shall be circulated no less seven days prior to each meeting.
- 5.3 The Chair of Committee, External Auditor or Head of Internal Audit may request a private meeting if they consider that one is necessary.

Withdrawal of individuals in attendance

- 5.4 The Committee may ask any member or individual who is normally in attendance but who is not a member to withdraw to facilitate open and frank discussion of particular matters.

6. RELATIONSHIP & ACCOUNTABILITIES WITH THE BOARD AND ITS COMMITTEES/ GROUPS

- 6.1 Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, the Board retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of the organisation.
- 6.2 The Committee is directly accountable to the Board for its performance in exercising the functions set out in these terms of reference.
- 6.3 The Committee, through its Chair and members, shall work closely with the Board's other committees, including where appropriate joint (sub) committees and groups to provide advice and assurance to the Board through the:
- (a) joint planning and co-ordination of Board and Committee business; and
 - (b) sharing of information;
- in so doing, contributing to the integration of good governance across the organisation, ensuring that all sources of assurance are incorporated into the Board's overall risk and assurance arrangements.



- 6.4 The Committee will consider the assurance provided through the work of the Board's other committees and sub groups to meet its responsibilities for advising the Board on the adequacy of the Trust's overall framework of assurance.
- 6.5 The Committee shall embed the Trust's corporate standards, priorities and requirements, e.g., equality and human rights through the conduct of its business.

7. REPORTING AND ASSURANCE ARRANGEMENTS

- 7.1 The Committee Chair shall:
- (a) report formally, regularly and on a timely basis to the Board and the Chief Executive (Accountable Officer) on the Committee's activities. This includes verbal updates on activity, the submission of Committee minutes and written reports where appropriate throughout the year;
 - (b) bring to the Board and the Chief Executive (Accountable Officer's) specific attention any significant matter under consideration by the Committee; and
 - (c) ensure appropriate escalation arrangements are in place to alert the Trust Chair, Chief Executive (and Accountable Officer) or Chairs of other relevant committees of any urgent/critical matters that may affect the operation and/or reputation of the Trust.
- 7.2 The Committee shall provide a written, Annual Report to the Board and the Chief Executive (Accountable Officer) on its work in support of the Annual Governance Statement and the Annual Quality Statement, specifically commenting on the adequacy of the assurance arrangements, the extent to which risk management is comprehensively embedded throughout the organisation, the integration of governance arrangements and the appropriateness of self-assessment activity against relevant standards. The report will also record the results of the committee's self-assessment and evaluation.
- 7.3 The Board may also require the Committee Chair to report upon the committee's activities at public meetings or to community partners and other stakeholders, where this is considered appropriate, e.g., where the committee's assurance role relates to a joint or shared responsibility.



- 7.4 The Board Secretary, on behalf of the Board, shall oversee a process of regular and rigorous self-assessment and evaluation of the Committee's performance and operation including that of any sub-committees established. In doing so, account will be taken of the requirements set out in the NHS Wales Audit Committee Handbook.

8. APPLICABILITY OF STANDING ORDERS TO COMMITTEE BUSINESS

- 8.1 The requirements for the conduct of business as set out in the Trust's Standing Orders are equally applicable to the operation of the Committee, except in the following areas:
- Quorum (as set out in section 5)

9. REVIEW

- 9.1 These terms of reference and operating arrangements shall be reviewed at least annually but more frequently if required.