

Audit, Risk and Governance Committee

Terms of Reference

INTRODUCTION

- 1 The Main Board has established an Audit, Risk and Governance Committee (the Committee) as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

MEMBERSHIP

- 2 There should be up to 5 members of the Committee.
- 3 The Committee will be chaired by a nominated Non-executive Board member and the secretariat function provided by the Board Secretary.

REPORTING

- 4 The Chair will provide a report to the subsequent Main Board meeting after each Committee meeting.
- 5 The Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

RESPONSIBILITIES

- 6 The Committee will advise the Board and Accounting Officer on:
 - 6.1 the strategic processes for risk, control and governance and the Governance Statement;
 - 6.2 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, and management's letter of representation to the external auditors;
 - 6.3 the planned activity and results of both internal and external audit;
 - 6.4 the adequacy of management response to issues identified by audit activity, including external audit's management letter;

- 6.5 assurances relating to the corporate governance requirements for the organisation;
- 6.6 proposals for tendering for either Internal Audit services or for purchase of non-audit services from contractors who provide audit services;
- 6.7 anti-fraud policies, whistle-blowing processes, and arrangements for special investigations;
- 6.8 the Committee will also periodically review its own effectiveness and report the results of that review to the Board.

RIGHTS

- 7 The Committee may:
 - 7.1 co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;
 - 7.2 appoint independent non-Board members for a period of 3 years, which may be extended for further periods (normally up to 3 years), subject to the approval of the Main Board;
 - 7.3 Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

ACCESS

- 8 The Head of Audit, Risk and Governance and the representative of NAO will have free and confidential access to the Chair of the Audit Committee.

MEETINGS

- 9 The Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings as they deem necessary;
- 10 A minimum of 3 members of the Audit, Risk and Governance Committee will be present for the meeting to be deemed quorate. Two members must be non-Executive members of the Sport England Main Board.
- 11 The Committee meetings will normally be attended by the Accounting Officer, the Chief Operating Officer, the Head of Audit, Risk and Governance, the outsourced Internal Audit supplier and a representative of External Audit.
- 12 The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 13 The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;
- 14 The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.