

## Board of Management Audit Committee

<b>Date of Meeting</b>	<b>Wednesday 20 February 2019</b>
<b>Paper No.</b>	<b>AC3-D</b>
<b>Agenda Item</b>	<b>7</b>
<b>Subject of Paper</b>	<b>Committee Terms of Reference Review</b>
<b>FOISA Status</b>	<b>Disclosable</b>
<b>Primary Contact</b>	<b>Paul Clark, College Secretary/Planning</b>
<b>Date of production</b>	<b>12 February 2019</b>
<b>Action</b>	<b>For Discussion and Decision</b>

### 1. Recommendations

1. To consider the amended Committee Terms of Reference, and recommend for approval subject to any agreed changes.

## **2. Purpose of report**

2.1 It is good practice for Board Committees to review their Terms of Reference on a regular basis. The Committee is invited to consider the Terms of Reference, and recommend to the Board of Management for approval subject to any agreed changes.

## **3. Context**

3.1 The committee Terms of Reference were reviewed and agreed in session 2017-18, and approved by the Board of Management in June 2018.

3.2 The Committee Terms of Reference constitute the Committee's remit, and are included in the College's Articles of Governance, specifically referred to in the Scheme of delegation thus:

“ 2.3 Each Committee and Sub Committee shall have a clearly defined remit which shall clearly set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.” (CoGC Scheme of Delegation, 2016).

3.3 All Committee Terms of Reference are published on the College website.

## **4. Impact and implications**

4.1 Regular review of Committee Terms of Reference will ensure that this important aspect of governance is appropriate to the delegated responsibilities of Committees, and reflects Board and Board Committee practice.

4.2 All Board Committees will be reviewing their Terms of Reference during the current cycle of Committee meetings, prior to final approval by the Board.

## **Appendices:**

### **Appendix 1: Committee Terms of Reference**

## **CITY OF GLASGOW COLLEGE**

### **Audit Committee of the Board of Management**

#### **TERMS OF REFERENCE**

1. To review the processes for ensuring the effectiveness of the financial, and other internal control and governance systems of the College.
2. To advise the Board on the criteria for the selection and appointment of the internal auditor, and to select and recommend the appointment of the provider of an internal audit service.
3. To review the scope and effectiveness of internal audit's work including planning and operation of the work and the internal audit annual report, and to hold an annual closed meeting.
4. To ensure that the College has systems and procedures to promote economy, efficiency and effectiveness, including where appropriate the identification of specific value for money studies.
5. To advise the Board of the process for the appointment of the external auditor, who is currently appointed by the Auditor General for Scotland, for his/her remuneration.
6. To agree the scope of the external auditor's work and determine any non-audit services to be provided.
7. To consider the College's annual financial statements after review by the Finance Committee and prior to submission to the Board focusing in particular on any changes in accounting policy, major judgemental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Scottish Funding Council's Financial Memorandum.
8. To review the external auditor's Management Letter and management's response, and having direct access to the external auditor, including an annual closed meeting.
9. The committee may sit privately without any non-members present for all or part of a meeting if they so decide.
10. To review relevant reports from the Scottish Government, Auditor General for Scotland, Scottish Funding Council and other organisations.
11. To monitor the performance and effectiveness of external and internal audit.
12. To monitor and review the College's Strategic Risks and Risk Management Strategy, and review Risk Management Action Plans as appropriate, to ensure that the College's approach to managing the risks is appropriate and adequate.

13. To maintain oversight of whistleblowing, anti-fraud, anti-money-laundering, and anti-bribery policies
14. To maintain oversight of the management of Data Protection (including GDPR).
15. To ensure that all significant losses, including those in excess of the delegated limits set out in Financial Memorandum, have been properly investigated, and that the internal and external auditors and the Scottish Funding Council have been fully informed of all such losses.
16. To ensure the committee operates in compliance with the terms of the Scottish Public Finance Manual and the Glasgow Colleges' Regional Board Financial Memorandum.
17. The Committee will report annually to the full Board of Management.
18. Undertake a self-evaluation exercise annually to ensure that the Audit Committee complies with best practice in relation to governance and that the internal and external audit service is satisfactory.