

Audit and Assurance Committee Meeting

Date of Meeting	Tuesday 11 January 2022
Paper Title	Annual Review of Committee Effectiveness and Terms of Reference
Agenda Item	20
Paper Number	AAC2-P
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Decision

1. Executive Summary

- 1.1. The report provides a basis for the Committee to evaluate its performance during the past year and alignment with its Terms of Reference, further to consideration of the Committee Annual Report.
- 1.2. The Annual Report is provided as a separate paper and the Terms of Reference are appended to this report.
- 1.3. Further to suggestions received from Board Members in previous years, a new approach is being trialled for the evaluation of the Committee Chair. This is explained under item 4. below.

2. Recommendations

- 2.1 The Committee is invited to:
 - 2.1.1 **consider** its performance and **agree** any changes to the Committee Terms of Reference it may wish to recommend to the Board.
 - 2.1.2 **note** the revised approach to evaluation of the Committee Chair.

3. Annual Review of Committee Effectiveness

- 3.1.** The Committee's Annual Report is provided as a separate paper. Having reflected on membership, attendance, the range of activity and key decisions made during 2020-21, the Committee is invited to consider:
- a) whether its activity and decision-making have been consistent with its remit as set out in the Terms of Reference;
 - b) the impact and effectiveness of decisions made;
 - c) whether there are areas where the Committee might do more, do things differently, or otherwise improve its effectiveness;
 - d) whether there are any changes to its terms of reference that the Committee would recommend to the Board.

4. Evaluation of Committee Chair

- 4.1.** The Code of Good Governance requires that the performance of Committee Chairs is evaluated. Feedback received from Committee Members informs the GCRB Chair's one-to-one appraisals.
- 4.2.** In previous years, a relatively informal approach has been taken, whereby Members hold a private discussion without the Committee Chair present and share feedback with both Committee Chair and Board Chair. Members who are not present at the meeting do not have a chance to contribute, and it has been suggested by several Board Members that a brief e-mailed questionnaire would ensure all Members could participate. On that basis, and to provide a more consistent record of the evaluation process, the Chair has agreed that the following approach should be trialled.
- 4.3.** The statements below are adapted from those used in the Board Chair's evaluation questionnaire, and will be presented in the form of a scaled questionnaire. Space will also be provided for any additional comments. The questionnaire will be circulated to all Members by e-mail after the meeting with a deadline for return. Composite results will be collated and shared with the Committee Chair and with the Board Chair to inform the individual evaluation process early in the new year.
- a) The Chair provides effective leadership of the Committee.
 - b) The Chair is well prepared for Committee meetings.
 - c) The Chair helps keep the Committee to its agenda and to its delegated remit.
 - d) The Chair ensures that every Committee member has the opportunity to be heard.
 - e) The Chair manages different points of view to support effective decision-making by the Committee.
 - f) The Chair fosters constructive challenge to, and support for, the Executive in Committee meetings.

5. Risk & Compliance Analysis

- 5.1.** The Code of Good Governance for Scotland's Colleges items D.22 to D.25 refer to evaluation requirements. Item D.24 refers to evaluation of committee chairs.
- 5.2.** Effective evaluation procedures help to mitigate risk 012, The capacity and capability of the Board is inadequate and standards of governance fall below the level required, and risk 013, There is a breach of legislation/guidance/code of practice and this results in a failure of governance.

6. Financial & Resource Implications

- 6.1.** There are no resource implications associated with this paper.

7. Equalities Implications

- 7.1.** The Committee's self-evaluation process provides for consideration of gender balance. There are otherwise no equalities implications associated from this report.

8. Learner Implications

- 8.1** There are no direct implications for the learner arising from this report. As a general consideration, robust governance arrangements, including performance evaluation, contribute to the effective delivery of GCRB's strategic objectives which are learner-focused.

Glasgow Colleges' Regional Board

Audit and Assurance Committee Terms of Reference

1. CONSTITUTION

- 1.1** The Audit and Assurance Committee is constituted as a committee of the Board of the Glasgow Colleges' Regional Board (hereinafter referred to as the Board).
- 1.2** The committee's terms of reference may be amended at any time by the Board.
- 1.3** The committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2. AUTHORITY

- 2.1** The committee is authorised:
 - a) to seek any information it requires from any employees of Board in order to perform its duties;
 - b) to obtain, at the Board's expense, outside legal or other professional advice on any matter within its terms of reference;
 - c) to co-opt members for a period of time (not exceeding a year, and with the approval of the Board) to provide specialist skills, knowledge and experience which the committee requires at a particular time;
 - d) to invite any person to a meeting of the committee as and when required;
 - e) to have the right to publish in the directors' annual report details of any issues that cannot be resolved between the committee and the Board; and
 - f) to seek any information from GCRB's assigned colleges which it may reasonably require for the purposes or in connection with the exercise of any of its functions.

3. MEMBERSHIP

- 3.1** The committee shall be appointed by the Board from amongst its members and shall consist of not less than three members, at least one of whom shall have recent and relevant financial experience.
- 3.2** Members must be non-executive or independent.¹

¹ Full committee members must be non-executive members of the Board. The separate reference to independent members allows for the inclusion of co-opted members who are not non-executive members of the Board but are nonetheless independent of the organisation.

- 3.3** The Chair of the committee shall be appointed by the Board, and shall have experience relevant to the role.
- 3.4** The Chair of the Board shall not be a member of the committee.
- 3.5** Appointments to the committee shall be for a period of up to two years, which may be extended for further periods of up to two years, provided the member still meets the criteria for membership of the committee.
- 3.6** The Board Secretary is secretary to the committee.

4. ATTENDANCE AT MEETINGS

- 4.1** The quorum necessary for the transaction of the business of the committee shall be at least two committee members.
- 4.2** Only members of the committee and other members of the Board have the right to attend committee meetings. However, other individuals such as the Chair of the Board, members of the Board's staff, Assigned College Principals and Assigned College staff may be invited to attend all or part of any meeting, as and when appropriate. If other members of the Board attend a meeting of the Committee, they do not have voting rights.
- 4.3** At the request of the committee a representative of the external and internal auditors shall attend meetings.

5. FREQUENCY OF MEETINGS

- 5.1** Meetings shall be held at least four times a year at appropriate times in the reporting and audit cycle and otherwise as required.

6. NOTICE OF MEETINGS

- 6.1** Meetings of the committee shall be called by the Secretary at the request of any of its members or at the request of the external or internal auditors if they consider it necessary.
- 6.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the committee, any other person required to attend, no later than five working days before the meeting.

7. MINUTES OF MEETINGS

- 7.1** The Secretary shall arrange for a minute to be taken of the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.
- 7.2** The draft minutes of committee meetings shall normally be considered at the Board meeting immediately following the committee meeting.

8. RESPONSIBILITIES

- 8.1** The Audit and Assurance Committee shall support the Board and Executive Director by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.
- 8.2** The committee shall advise the Board and Executive Director on:
 - a) the strategic processes for risk, control and governance and the governance statement;
 - b) the accounting policies, any significant changes to them, and any significant estimates and judgements;
 - c) the accounts, and the annual report of the Board, including the process for review of the accounts prior to submission for audit, levels of error identified, the clarity and completeness of disclosures, and management's letter of representation to the external auditors;
 - d) the planned activity and results of both internal and external audit;
 - e) the adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
 - f) the effectiveness of the internal control environment;
 - g) the assurance framework in place and assurances relating to the corporate governance requirements for the organisation;
 - h) proposals for tendering for internal audit services or for purchase of non-audit services from contractors who provide audit services; and
 - i) anti-fraud and bribery policies, whistle-blowing processes, and arrangements for special investigations.
- 8.3** The Audit & Assurance Committee shall:
 - a) review the adequacy and security of arrangements for employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
 - b) review procedures for detecting fraud;

- c) review systems and controls for the prevention of bribery and receive reports on non-compliance;
- d) review arrangements proposed for special ad hoc investigations;
- e) monitor the effectiveness of external audit and report its findings to the Board;
- f) consider planned external audit activity and the level of co-ordination and engagement between internal and external audit.

8.4 In relation to internal audit, the Audit & Assurance Committee shall:

- a) monitor and review the effectiveness of the internal audit function in the context of its overall risk management system;
- b) make recommendations to the Board for the appointment and removal of the internal auditor;
- c) review and assess the annual internal audit plan;
- d) review reports from the internal auditor;
- e) review and monitor the executive's responses to the findings and recommendations of the internal auditor;
- f) meet the internal auditor at least once a year, without the executive being present, to discuss the remit and any issues arising from the internal audits carried out. The internal auditor has the right of direct access to the Chair of the Board and to the Audit Committee.

8.5 In relation to the assigned colleges the Audit & Assurance Committee will:

- a) receive regular reports on risks identified by the assigned colleges
- b) ensure that risks identified by the assigned colleges inform GCRB's consideration of risks

and advise the Board and Executive Director on:

- c) the annual reports received from the assigned colleges' heads of internal audit
- d) any notification in relation to the appointment, removal or resignation of an internal auditor
- e) Any enquiries or monitoring of the assigned colleges including but not limited to situations where access to the colleges' external auditors may be required or where reports from the assigned colleges internal audit function are being considered.

8.6 The Audit Committee will also periodically review its own effectiveness and report the results of that review to the Board and the Executive Director.

9. COMMUNICATION AND REPORTING PROCEDURES

9.1 The committee shall receive business update reports from the accountable officer, and reports from other sources identified within the assurance framework.

- 9.2** The committee shall receive a report on GCRB compliance with the Code of Good Governance annually from the GCRB Secretary and report findings as necessary to the Board.
- 9.3** The committee shall ensure that provision is made for periodic informal discussions outwith the formal meetings of the committee, between the Chair, accountable officer, external and internal auditors, as appropriate.
- 9.4** The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.5** A report of the committee's discussions shall be considered at the Board meeting following the committee meeting. A copy of minutes of the meeting may form the basis of the report.
- 9.6** The committee will provide the Board 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.
- 9.7** The committee shall inform the SFC audit committee if it considers that it has identified a significant problem that may have wider implications for the FE sector or public sector.

10. OTHER MATTERS

- 10.1** The committee shall:
 - a) have access to sufficient resources to carry out its duties, including access to the board secretariat for assistance as required;
 - b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
 - c) oversee any investigation of activities which are within its terms of reference; and
 - d) review its constitution and terms of reference, at least annually, to ensure it is operating at maximum effectiveness and report the results including recommendations of any changes it considers necessary to the board for approval.