



Trinity Foundation Audit & Risk Committee – Terms of Reference

1. Objectives

- 1.1 The Audit & Risk Committee (the Committee) is a sub-committee of the Trinity Foundation (TDA) Trustees.
- 1.2 Its main objective is to assist the Trustees fulfil their functions by providing independent and timely advice on areas within its remit.
- 1.3 The main function of the Committee is to review the significant financial reporting issues and judgements made in connection with TDA's financial statements and reports, and to review the scope and effectiveness of TDA's internal controls, including financial, operational and compliance controls and ensuring a robust Risk Management Framework to identify, assess, manage and monitor all key risks, financial and operational and reputational taking account of the TDA's key objectives.
- 1.4 The Committee shall work cooperatively with the Trinity College Audit Committee in the conduct of its work.

2. Membership

- 2.1. The Committee, which shall be appointed by the Trustees, shall comprise not less than three (3) members and not more than (5) as follows:
 - Two Trustees of TDA
 - and at least one External Member,
 - at least one member of the Committee shall be a qualified accountant with experience of working in a financial environment.
- 2.2. The Chairperson of the Committee shall be a Trustee of TDA.
- 2.3. Membership of the Committee shall normally be for an initial term of three (3) years, with the possibility of an extension of a further three (3) years. The general aim is to change the membership from time to time to ensure an appropriate balance between continuity, experience and fresh perspectives.

3. Meetings and Quorum

- 3.1 The Committee shall meet on at least three occasions per annum. Other meetings as required shall be convened by the Chairperson.
- 3.2 TDA's Director of Operations shall act as the Secretary to the Committee.
- 3.3 The quorum for meetings shall be two, one of whom shall be a Trustee. Committee members may participate in meetings by telephone or other electronic means by prior arrangement with the Committee secretary. Urgent business may be conducted by written procedure with the approval of all members.
- 3.4 The Committee may invite the Chief Advancement Officer or any other person to attend any meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.
- 3.5 The External Auditors shall attend meetings by invitation when the annual audit plan and the audited financial statements are being considered, or at their request for other items, bar the approval of the minutes.



- 3.6** The Committee may meet privately and shall arrange for a programme of separate and joint meetings with the Internal Auditor and the External Auditors.
- 3.7** The Chairperson shall present a written report to the Trustees, prior to the submission of the annual financial statements to the Trustees, summarising the work of the Committee in the previous year. Additionally, the Chairperson shall report to the Trustees the Committee's views in relation to the audited financial accounts.
- 3.8** The Internal Auditor shall attend meeting(s) of the Trustees at the request of the Committee and/or the Trustees.
- 3.9** The draft minutes of the Committee shall be circulated to the Trustees as soon as possible for noting and/or discussion as necessary. The Chair of the Committee shall be available to report orally to the Trustees on key aspects of the proceedings of the Committee as required. In the event of matters which in the opinion of the Committee are of an urgent and/or serious nature, the Chair of the Committee shall bring these to the attention of the Trustees as soon as practicably possible.

4. Duties

In pursuance of its objectives, the Committee shall have regard to:

4.1 Financial Reporting

Reviewing and challenging where necessary, the actions and judgements of management in relation to the annual financial statements before submission to the Trustees, taking account of the results of the annual audit and any advice and information supplied by the External Auditors.

4.2 Internal Control and Risk Management

Review TDA's governance arrangements, internal controls systems and Risk Management Framework and processes to identify, assess, manage and monitor key risks and report to the Trustees accordingly. At least twice a year review, challenge and approve the full TDA risk register.

4.3 Compliance

Oversee the process for ensuring compliance with legislative and regulatory requirements and TDA policies and relevant code of practice adopted by the Trustees

Reviewing and advising the Trustees, where appropriate, in its consideration of any compliance statement required.

4.4 Internal Audit

Reviewing and approving the internal audit annual plan, including the degree of co-ordination with the external audit plan. Reviewing internal audit reports and findings and seeking to ensure the implementation by management of significant recommendations.

Monitoring and reviewing, at least annually, the effectiveness of the Internal Audit arrangements, seeking to ensure that it is independent and free from management or other restrictions.

4.5 External Auditors



4.5.1 Making recommendations to the Trustees on the appointment, re-appointment and removal of the External Auditors.

4.5.2 Approving, following input it deems appropriate from management, the remuneration and terms of engagement of the External Auditors in respect of the provision of audit services to TDA, liaising as appropriate with the College's Audit Committee.

4.5.3 Reviewing with the External Auditors their plan for their audit of the TDA's financial statements.

4.5.4 Reviewing the results of the external audit, including:

- any problems which may have been encountered by the External Auditors and the degree of co-operation received
- significant recommendations to management in the management letters and management's response.

4.5.5 Monitoring the performance and quality of the services provided by the External Auditors. Reviewing their qualifications, independence and objectivity annually, taking into consideration all relationships between TDA and the External Auditors.

4.5.6 Monitoring the engagement of the External Auditors to supply non-audit services taking into account relevant legal requirements and guidance regarding the provision of non-audit services by the External Auditors and the provision of audit related services by other audit firms, considering their expertise and value for money.

4.5.7 Monitoring the External Auditors' compliance with relevant statutory or regulatory requirements.

5. Authority

5.1. The Committee shall operate under delegated authority from the Trustees, which is ultimately responsible for all matters relating to the presentation of financial accounts and all issues arising from internal and external audits in TDA. The Committee will have devolved authority to:

- Approve the internal audit annual plan
- Approve the remuneration and terms of engagement of the External Auditors in respect of the provision of audit services to TDA and approve the selection process to be followed
- Approve the carrying out of non-audit services by the External Auditors
- Approve the appointment, remuneration and terms of engagement of the Internal Auditors in respect of the provision of internal audit services to TDA

5.2. The Committee shall act as a channel of communication between the Trustees, management and the Internal and External Auditors and shall report to the Trustees with its recommendations, where it considers action or improvement is needed in any area under its remit.

5.3. The Committee may investigate any matter falling within its terms of reference, calling on whatever resources and information it considers necessary to so do.



5.4. The Committee is authorised to seek any information it requires from any employee of the TDA to enable it to discharge its responsibilities and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well organised manner.

6. Performance Evaluation

6.1 The Committee shall, on a biennial basis, arrange for the review of its performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Trustees.