

Arts Council of Wales

Terms of Reference

Audit & Risk Assurance Committee

July 2025

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## Terms of Reference

Council's work is initiated, managed and monitored by Council itself and a series of Committees to which Council delegates certain powers. Committees are subordinate to Council within the Governance structure. Other than those areas where Council has delegated defined tasks and/or authority to act, Committees have an advisory role. They report to Council on the performance of those activities that fall within the remit of each Committee. Committees will also bring to Council's attention any issues of concern, or areas for improvement.

There are four Committees with delegated powers. The four Committees are: Audit and Risk Assurance Committee, Capital Committee, HR and Remuneration Committee and Welsh Language, Culture and Equalities Committee. This latter Committee incorporates the roles of the previous Future Generations, Strategic Equality and Welsh Language Committees ensuring a fully integrated approach and cohesive consideration of each of these areas into the development and progress of all areas of our work.

One Group – Health and Safety Group - also reports to Council through its minutes and Annual Report presented to Council by the Group's Chair, the Director of Finance and Business Services.

The specific remit of this Committee is set out below.

The Terms of Reference for this Committee are reviewed and approved by Council on an annual basis. This document was reviewed and approved by Council in **July 2025**.

### 1. Role of the Committee:

1.1 The Arts Council of Wales is required, by the Welsh Government, to establish an Audit & Risk Assurance Committee in order to advise, and to provide assurance, on the adequacy of arrangements for internal audit, external audit, corporate governance, and risk management.

1.2 The Audit & Risk Assurance Committee is a committee of Council, to which it reports.

1.3 The Audit & Risk Assurance Committee should support the Council and Accounting Officer 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.

1.4 In particular, it is responsible for reviewing the systems of Internal Control within the Council's risk management, control, governance, financial and other operations to help promote the highest standards of propriety in the use of public funds and encourage proper accountability for the use of those funds.

1.5 Additionally, the Committee is responsible for monitoring the work of both internal and external auditors, monitoring the Arts Council's progress in implementing recommendations raised and advising Council on relevant issues.

1.6 In carrying out this work the Committee will primarily utilise the work of the 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 and is able to call officers to attend meetings when required, in order to satisfy itself on the reliability and integrity of these assurances.

1.7 The Committee will also work collaboratively with other areas of the organisation, including the Executive Leadership Team and specific task and project/programme groups, to identify and progress and related areas of work and increase advocacy and stakeholder engagement through publishing of achievements. The specific task groups include strategic areas e.g. Welsh language, Equalities and Climate Justice.

## 2. Corporate Governance:

2.1 Review and monitor the systems of Internal Control within the Council's financial and other operations to help satisfy Council that the Arts Council will achieve its key objectives and targets including economic and effective use of resources and any additional indicators as agreed.

2.2 Ensure the Arts Council has adequate systems to effectively monitor its investment in multi-year funded organisations, in particular their artistic, financial and governance performance.

2.3 Ensure the Arts Council has adequate systems to effectively assess and monitor its management and investment of Lottery Distribution funds, including any delegated distribution.

2.4 Monitor the Council's approach to risk management, including periodic review of its Risk Policy, monitoring of its Corporate Assurance Framework, risk register(s) and any reports arising.

2.5 Monitor the Corporate Governance arrangements of the Council, e.g. Anti-fraud Policy and the ethical behaviour of the Council and its senior officers and management.

2.6 Review and recommend periodical amendments to the Council's Code of Best Practice for Members and Staff, and any other relevant policies.

2.7 The Audit & Risk Assurance Committee shall monitor that appropriate arrangements are devised, implemented and reported on in order to ensure the Arts Council adheres to the Government's Security Policy Framework.

## 3 Internal Audit:

3.1 The Audit & Risk Assurance Committee shall ensure that there is an effective internal audit function established by Management that meets mandatory Public Sector Internal Audit Standards and provides appropriate independent assurance to the Audit & Risk Assurance Committee, Chief Executive and Council. In order to achieve this, the Committee will:

3.1.1 Review arrangements for internal audit of the Council; determining arrangements for appointing internal auditors;

3.1.2 Recommend the appointment of and the fees payable to internal auditors;

3.1.3 Review the performance of internal auditors in line with agreed Key Performance Indicators (KPIs);

3.1.4 Agree internal audit plans that ensure that all aspects of Council's activities are audited, or subject to audit, at appropriate frequencies within a specified period;

3.1.5 Receive and discuss reports from the internal auditors, including value-for-money reports; consider management responses and ensure appropriate management action on a timely basis;

3.1.6 Consider the adequacy of the implementation of audit recommendations;

3.1.7 Meet the Head of Internal Audit at least annually to discuss the relationship between internal and external audit functions and any matters of concern to either Council or the internal auditors.

#### 4. External Audit:

4.1 The Audit & Risk Assurance Committee shall review the work and findings of the External Auditor and consider the implications and Management's responses to their work. In order to achieve this the Committee will:

4.1.1 Review the terms of engagement of the Auditor General for Wales (AGW), including the work which the AGW undertakes on behalf of the Comptroller and Auditor General in respect of the Lottery Distribution Account; and monitoring of key objectives;

4.1.2 Review the level of fees payable to external auditors;

4.1.3 Meet the Audit Wales (AW) to discuss the relationship between internal and external audit functions and any matters of concern to either Council or the AW;

4.1.4 Review any management letters or other reports issued by the AW; considering management responses and ensuring appropriate management action;

4.1.5 Review the performance of external auditors in line with agreed Key Performance Indicators (KPIs).

5. Annual Accounts:

5.1 The Audit & Risk Assurance Committee shall review the Annual Report and Financial Statements before submission to the Council, particularly to:

5.1.1 Consider if the Performance Report is appropriate and representative.

5.1.2 Advise on the content of the Annual Governance Statement that will be included in the Annual Report and Financial Statements.

5.1.3 Ensure that the Council's accounts comply with the Charity Commission's Statement of Recommended Practice, Accounts Directions (issued by the Welsh Government and DCMS), FReM (issued by HM Treasury) and any other relevant legal/mandatory standards.

5.1.4 Review the basis of key estimates (depreciation rates, provision for doubtful debts, and other asset valuations, etc.) and the appropriateness of accounting policies used in preparing the annual accounts.

5.1.5 Review final drafts of both General Activities and the Lottery Distribution Accounts, and recommend Accounts to Council for approval.

6. Other:

6.1 Produce an annual report to Council covering the work carried out by the Committee during the past year, to include the conclusions and opinions of both internal and external audit and provision of assurance to Council on corporate governance and risk management.

6.2 In addition to the annual reports to Council noted above, report as necessary to Council on any matter relating to the Council's internal controls, internal or external audit which it considers to be urgent, unusual, controversial or potentially damaging to the Council's reputation.

6.3 In order to provide assurance, the Committee may review the work of other committees within the organisation.

6.4 Refer to the Chief Executive any matters resulting from its work which might require disciplinary action.

6.5 Receive information on any instances of fraud and where appropriate advise on appropriate action.

- 6.6 Undertake an annual self-assessment of the Committee's effectiveness.
- 6.7 Advise on other appropriate matters referred to it by Council.

**Chair:** Member of Council, other than its Chair

Appointed by: Council

**Members:** The committee will comprise 6 members appointed by Council, a minimum of 3 will be members of Council, and, of the remainder, at least 2 will be independent members.

In the event of a vacancy arising mid-term, or remaining after an open advert, members may be co-opted for the remainder of the term, until the next round of recruitment.

All appointments will be approved by Council, and will normally be for a period of up to 3 years. Council is able to agree re-appointments of members, where appropriate, normally to a maximum of two terms (six years) for Council Members and three terms (9 years) for Independent Members.

No member of the Executive can be appointed as a member of the Committee.

The Chief Executive and Director of Finance & Business Services should be invited to attend meetings of Audit & Risk Assurance Committee, unless the Committee wishes to sit privately. The Head of Governance, the Head of Internal Audit and a representative of External Audit are also normally expected to attend. Other Directors and senior officers should be invited to attend, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that individual.

The Chief Executive is required, at least annually, to discuss with the Audit & Risk Assurance Committee the process for assurance that supports the system of internal control to inform the Annual Governance Statement.

In the event that the Committee agrees that specialist advice is required, this would be obtained through the Council's normal procurement procedures, via the Director of Finance & Business Services.

**Quorum:** Three members, at least one of which must be a Member of Council.

**Accountability:** The Committee is bound by the Council's ethical code as outlined in the Code of Best Practice. Members are required to complete an annual declaration of interest form, and to provide updates in the event of a change in a member's circumstances.

Members are also required to declare any interests at each meeting.

Meetings: Five times a year. Dates of meetings are to be set in advance for each year.

Audit & Risk Assurance Committee also holds private meetings with both Internal Audit and Audit Wales at least annually.

Special meetings may be convened by the Chair of Audit & Risk Assurance Committee where deemed necessary.

Papers: Will be circulated to Committee members one week before the meeting. All papers and subsequent minutes to be filed on the Council's electronic document and records management system.

Reporting: The Committee is advised by the Director of Finance & Business Services, and the Head of Governance

Minutes & records: Minutes are supplied to the next meeting of Council. All documentation relating to the Committee will be filed electronically within the Council's electronic data and records management system.

Updated: The terms of reference for Audit & Risk Assurance Committee are reviewed on an annual basis.

This document was last updated and approved by Council in July 2025.