# Audit and Risk Committee Terms of Reference

**Version: 9**

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| Contents Paragraph | | Page |
|---|---|---|
| 1 | Role and Purpose | 2 |
| 2 | Constitution | 2 |
| 3 | Membership | 2 |
| 4 | Attendance and Quorum | 3 |
| 5 | Frequency of Meetings | 3 |
| 6 | Conduct and Administration of Meetings | 3 |
| 7 | Duties and Responsibilities | 4 |
| 8 | Accountability and Reporting | 6 |
| 9 | Review of Terms of Reference and Performance and Effectiveness | 6 |
| 10 | References | 6 |

| Appendices | | Page |
|---|---|---|
| Appendix A | Committee and Reporting Structure | 7 |
| Appendix B | Key Assurance Responsibilities | 8 |

## Document Status

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## 1. Role and Purpose

1.1 The Audit and Risk Committee (the **Committee**) is responsible for overseeing, monitoring and reviewing corporate reporting, the adequacy and effectiveness of the governance, risk management and internal control framework and systems and areas of legal and regulatory compliance at University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) and the external and internal audit functions.

1.2 The Committee provides the board of directors of the Trust (the **Board**) with a means of independent and objective review of financial and corporate governance, assurance processes and risk management across the whole of the Trust's activities both generally and in support of the annual governance statement.

1.3 The duties and responsibilities of the Committee are more fully described in paragraph 7 below. A summary of the Committee's key assurance responsibilities, expected assurance outputs, inter-committee relationships, and risk oversight expectations can be found in Appendix B. In case of any conflict between Appendix B and the main body of these terms of reference, the main body of the terms of reference shall prevail.

## 2. Constitution

2.1 The Committee has been established by the Board. The Committee has no executive powers other than those set out in these terms of reference. It is supported in its work by other committees established by the Board as shown in Appendix A.

2.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to cooperate with any request made by the Committee.

2.3 In carrying out its role the Committee will primarily utilise the work of internal audit, external audit and other assurance functions. It is also authorised to seek reports and assurance from executive directors and managers and will maintain effective relationships with the chairs of other Board committees to understand their processes of assurance and links with the work of the Committee.

2.4 The Committee is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions.

## 3. Membership

3.1 The members of the Committee will be appointed by the Board and will be independent non-executive directors of the Trust (other than the chair of the Board). The Committee will consist of not less than three members, at least one of whom will have recent and relevant financial experience, ideally with a qualification from one of the professional accountancy bodies.

3.2 The Board will appoint the chair of the Committee from among its members (the **Committee Chair**). In the absence of the Committee Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.

3.3 Only members of the Committee have the right to attend and vote at Committee meetings. However, the following will be invited to attend meetings of the Committee on a regular basis:

3.3.1 representative(s) from the external auditor;

3.3.2 representative(s) from the internal auditor;

3.3.3 representative(s) from the local counter fraud service;

3.3.4 Chief Financial Officer;

3.3.5 Chief Nursing Officer; and

3.3.6 Associate Director of Corporate Affairs (**Company Secretary**).

3.4 The Chief Executive Officer will be invited to attend meetings of the Committee, at least annually, to discuss with the Committee the process for assurance that supports the annual governance statement.

3.5 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Committee is considering areas of risk or operation that are the responsibility of a particular executive director or manager.

3.6 Governors may be invited to attend meetings of the Committee as observers, subject to the agreement of the Committee Chair.

## 4. Attendance and Quorum

4.1 Members should aim to attend every meeting and should attend a minimum of 75% of meetings held in each financial year. Where a member is unable to attend a meeting, they should notify the Committee Chair or Company Secretary in advance.

4.2 The quorum for a meeting will be two members. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.3 When an executive director or manager is unable to attend a meeting, they should appoint a deputy to attend on their behalf.

## 5. Frequency of Meetings

5.1 The Committee will meet at least four times each year and otherwise as required.

5.2 At least once each financial year the Committee will meet with representatives of the external and internal auditors without management being present to discuss their remit and any issues arising from their audits.

5.3 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Trust's governance, including the chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Nursing Officer, the external audit lead partner and the head of internal audit.

## 6. Conduct and Administration of Meetings

6.1 Meetings of the Committee will be convened by the Company Secretary at the request of the Committee Chair or any of its members, or at the request of external or internal auditors if they consider it necessary.

6.2 The agenda of items to be discussed at the meeting will be agreed by the Committee Chair with support from the Chief Financial Officer and the Company Secretary. The agenda and supporting papers will be distributed to each member of the Committee and the regular attendees no later than five working days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Committee Chair.

6.3 The Company Secretary (or a nominated deputy) will minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance and any declarations of interest.

6.4 Draft minutes of Committee meetings and a separate record of the actions to be taken forward will be circulated promptly to all members of the Committee. Once approved by the Committee, minutes will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

## 7. Duties and Responsibilities

The Committee will carry out the duties below for the Trust.

### 7.1 *Integrated Governance, Risk Management and Internal Control*

7.1.1 The Committee will review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Trust's activities (clinical and non-clinical), that supports the achievement of the Trust's objectives. In particular, the Committee will review the adequacy and effectiveness of:

7.1.1.1 all risk and control related disclosure statements (in particular the annual governance statement), together with the head of internal audit opinion, external audit opinion or other appropriate independent assurances, prior to submission to the Board;

7.1.1.2 the underlying assurance processes that indicate the degree of achievement of the Trust's objectives, the effectiveness of the management of principal risks and the appropriateness of annual disclosure statements; and

7.1.1.3 the policies and arrangements for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reviews, reporting and self-certifications, including the NHS Constitution, the Trust's NHS provider licence, registration with the Care Quality Commission, and the Trust's constitution, standing orders and standing financial instructions and management of conflicts of interest.

### 7.2 *Internal Audit*

7.2.1 The Committee will ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Committee, Accounting Officer and Board. This will be achieved by:

7.2.1.1 considering the provision of the internal audit service and the costs involved;

7.2.1.2 reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in any risk assessment;

7.2.1.3 considering the major findings of internal audit work (and the appropriateness and implementation of management responses) and ensuring coordination between the internal and external auditors to optimise audit resources;

7.2.1.4 ensuring the internal audit function is adequately resourced and has appropriate standing within the Trust; and

7.2.1.5 monitoring the effectiveness of internal audit and carrying out an annual review.

### 7.3 *External Audit*

7.3.1 The Committee will review and monitor the external auditors' integrity, independence and objectivity and the effectiveness of the external audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's response to their work. This will be achieved by:

7.3.1.1 considering the appointment and performance of the external auditors, including providing information and recommendations to the council of governors in connection

with the appointment, reappointment and removal of the external auditors in line with criteria agreed by the council of governors and the Committee;

7.3.1.2 discussing and agreeing with the external auditors, before the external audit commences, the nature and scope of the audit as set out in the annual external audit plan;

7.3.1.3 discussing with the external auditors their evaluation of audit risks and assessment of the Trust and the impact on the audit fee;

7.3.1.4 reviewing all external audit reports, including reports addressed to the Board and the council of governors, and any work undertaken outside the annual external audit plan, together with any significant findings and the appropriateness and implementation of management responses; and

7.3.1.5 ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services taking into account relevant ethical guidance.

7.4 ***Financial Reporting***

7.4.1 The Committee will monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.

7.4.2 The Committee will ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board.

7.4.3 The Committee will review the annual report and financial statements before these are presented to the Board in order to determine their completeness, objectivity, integrity and accuracy and will review the letter of representation addressed to the external auditors from the Board. This review will cover but is not limited to:

7.4.3.1 the annual governance statement and other disclosures relevant to the work of the Committee;

7.4.3.2 areas where judgment has been exercised;

7.4.3.3 appropriateness and adherence to accounting policies and practices, including whether accounts should be prepared on a 'going concern' basis;

7.4.3.4 explanation of estimates or provisions having material effect and significant variances;

7.4.3.5 the schedule of losses and special payments, which will also be reported on separately during the financial year;

7.4.3.6 any significant adjustments resulting from the audit and unadjusted audit differences; and

7.4.3.7 any reservations and disagreements between the external auditors and management which have not been satisfactorily resolved.

7.4.4 The Committee will provide advice, where requested by the Board, on whether the annual report and accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for stakeholders to assess the Trust's position and performance, business model and strategy.

7.5 ***Counter Fraud***

7.5.1 The Committee will review the effectiveness of arrangements in place for counter fraud, anti-bribery and corruption to ensure that these meet the NHS Counter Fraud Authority's standards and the outcomes of work in these areas, including reports and updates on the investigation of cases from the local counter fraud service.

7.6 ***Raising Concerns/Freedom to Speak Up***

7.6.1 The Committee will review the effectiveness of the arrangements in place for allowing staff and contractors to raise (in confidence) concerns and possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently with appropriate follow-up action and safeguards in place for those who raise concerns.

7.6.2 The Committee will ensure that the Trust's policy reflects the minimum standards for raising concerns set out by NHS England and that the arrangements in place are regularly audited.

## 8. Accountability and Reporting

8.1 The Committee Chair will report to the Board following each meeting, drawing the Board's attention to any matters of significance or where actions or improvements are needed.

8.2 The Committee will report to the Board at least annually on its work in support of the annual governance statement, specifically commenting on:

8.2.1 the fitness for purpose of the board assurance framework;

8.2.2 the completeness and maturity of risk management in the Trust;

8.2.3 the integration of governance arrangements;

8.2.4 the appropriateness of the self-assessment of the effectiveness of the system of internal control and the disclosure of any significant internal control issues in the annual governance statement.

8.3 The Trust's annual report will include a section describing the work of the Committee in discharging its responsibilities including:

8.3.1 the significant issues that the Committee considered in relation to financial statements, operations and compliance, and how these issues were addressed;

8.3.2 an explanation of how the Committee has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and

8.3.3 if the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independence are safeguarded.

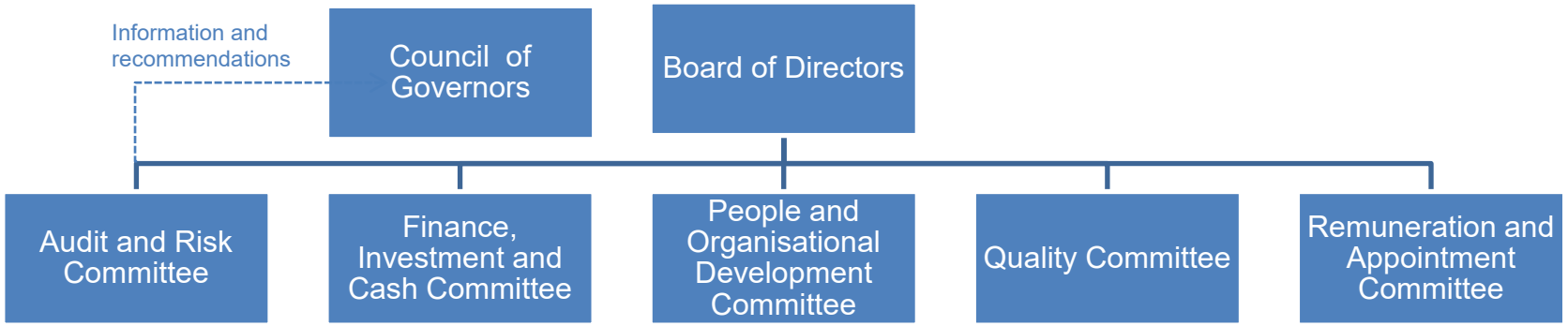
## 9. Review of Terms of Reference and Performance and Effectiveness

9.1 At least once a year the Committee will review its collective performance and its terms of reference. Any proposed changes to the terms of reference will be recommended to the Board for approval in consultation with the council of governors.

## 10. References

National Health Service Act 2006
Code of Governance for NHS Provider Trusts
NHS Foundation Trust Annual Reporting Manual
National Audit Office Code of Audit Practice
Public Sector Internal Audit Standards
NHS Counter Fraud Authority's counter fraud standards
NHS Improvement guidance on Freedom to Speak Up

**Appendix A**


Information and recommendations
Council of Governors
Board of Directors
Audit and Risk Committee
Finance, Investment and Cash Committee
People and Organisational Development Committee
Quality Committee
Remuneration and Appointment Committee

## Appendix B

### Key Assurance Responsibilities

The committee's key assurance responsibilities are:

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| **Integrated governance, risk management and internal control** | Reviewing whether effective systems of integrated governance, risk management and internal control are established and maintained across all Trust activities. |
| Relevant Reports/Papers: | • Committee Chair's Report to the Board<br>• Committee Terms of Reference |
| **Financial reporting** | Monitoring the integrity of financial statements and formal financial announcements, including judgements, accounting policies, material estimates, losses and special payments, audit adjustments and unresolved audit issues. |
| | Reviewing the annual report and accounts before Board approval and advise whether they are fair balanced and understandable and that it is appropriate they be prepared on a going concern basis. |
| | Scrutinising risk and control disclosure statements, particularly the Annual Governance Statement. |
| Relevant Reports/Papers: | • Annual Report and Accounts<br>• Accounting Policies and Management Judgements<br>• Annual Report and Accounts Going Concern Assessment |
| **Board Assurance Framework and Risk** | Reviewing the fitness for purpose of the Trust's Board Assurance Framework and the maturity of risk management. |
| Relevant Reports/Papers: | • Trust Board Assurance Framework<br>• Risk Strategy and Policy |
| **Legal, regulatory and constitutional compliance** | Reviewing arrangements for compliance with relevant legal, regulatory and code of conduct requirements, including the NHS Constitution, the Trust's provider licence, registration with the CQC, the Trust's constitution, standing financial instructions and management of conflicts of interest. |
| | Reviewing the effectiveness of the arrangements in place for allowing staff and contractors to raise (in confidence) concerns and possible improprieties in financial, clinical or safety matters. |
| | Reviewing the effectiveness of arrangements in place for counter fraud, anti-bribery and corruption. |
| Relevant Reports/Papers: | • Standards of Business Conduct Reports<br>• Information Governance Updates<br>• National Cost Collection Reports and Process<br>• Waivers of Competitive Tendering Reports<br>• Losses and Special Payments Reports<br>• Treasury Management Reports and Policy<br>• Cyber Security Reports<br>• Fraud, Bribery and Corruption Annual Programme and Reports<br>• Code of Governance for NHS Provider Trusts Compliance Self-Assessment |
| **Internal Audit** | Ensuring that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance. |
| Relevant Reports/Papers: | • Internal Audit Progress Reports<br>• Annual Internal Audit Plan<br>• Internal Audit Reports |
| **External Audit** | Reviewing and monitoring the external auditors' integrity, independence and objectivity and the effectiveness of the external audit process. |

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| Relevant Reports/Papers: | • External Audit Plan and Progress Reports<br>• External Audit Report on the Trust's Accounts<br>• Evaluation of the effectiveness of the External Auditor |

## Expected Assurance Outputs

The committee's expected assurance outputs are:

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| **Integrated governance, risk management and internal control** | Reporting concerns regarding the effectiveness of systems of integrated governance, risk management and internal control via the committee Chair. |
| **Financial reporting** | Providing the Board with assurance that accounting policies and judgements are appropriate. |
| | Recommendation to the Board that the annual report and accounts are fair, balanced and understandable and should be prepared on a going concern basis. |
| **Board Assurance Framework and Risk** | Reporting to the Board on the fitness for purpose of the Trust's Board Assurance Framework and the maturity of risk management. |
| **Legal, regulatory and constitutional compliance** | Reporting concerns regarding non-compliance with relevant legal, regulatory and code of conduct requirements via the committee Chair. |
| **Internal Audit** | Approving an annual internal audit plan and reporting any concerns arising from internal audits to the Board via the committee Chair. |
| **External Audit** | An annual assessment of the effectiveness of the Trust's external auditor. |

## Inter-Committee Relationships

The Quality Committee shall report to the Committee at least annually on its work in support of the annual governance statement, specifically commenting on the quality account and the appropriateness of the system of internal control and the disclosure of any significant internal control issues in the annual governance statement.

## Risk Oversight Expectations

| Board Assurance Framework Risk | Oversight |
|---|---|
| 1a: Lack of capacity to appropriately respond to emergency demand, manage the increasing waiting lists for elective demand, and provide timely diagnostics, that results in avoidable harm to patients. | Y |
| 1b: Due to the current challenges, we fail to provide patients and their families / carers with a high-quality experience of care and positive patient outcomes. | Y |
| 1c: We do not effectively plan for and implement infection prevention and control measures that reduce the number of hospital-acquired infections and limit the number of nosocomial outbreaks of infection. | Y |
| 2a: We do not take full advantage of our position as a leading University teaching hospital with a growing, reputable, and innovative research and development portfolio, attracting the best staff and efficiently delivering the best possible treatments and care for our patients. | Y |
| 3a: We are unable to meet current and planned service requirements due to the unavailability of staff to fulfil key roles. | Y |
| 3b: We fail to develop a diverse, compassionate, and inclusive workforce, providing a more positive staff experience for all staff. | Y |
| 3c: We fail to create a sustainable and innovative education and development response to meet the current and future workforce needs identified in the Trust's longer-term workforce plan. | Y |
| 4a: We do not implement effective models to deliver integrated and networked care, resulting in sub-optimal patient experience and outcomes, increased numbers of admissions and increases in patients' length of stay. | Y |

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| 5a: We are unable to deliver a financial breakeven position, resulting in: inability to move out of the NHS England Recovery Support Programme, NHS England imposing additional controls/undertakings, and a reducing cash balance impacting the Trust's ability to invest in line with its capital plan, estates/digital strategies, and in transformation initiatives. | Y |
| 5b: We do not adequately maintain, improve and develop our estate to deliver our clinical services and increase capacity. | Y |
| 5c: Our digital technology or infrastructure fails to the extent that it impacts our ability to deliver care effectively and safely within the organisation, | Y |
| 5d: We fail to prioritise green initiatives to deliver a trajectory that will reduce our direct and indirect carbon footprint by 80% by 2028-2032 (compared with a 1990 baseline) and reach net zero direct carbon emissions by 2040 and net zero indirect carbon emissions by 2045. | Y |

Note: the Committee has responsibility for oversight of the Trust's risk management processes and frameworks and whilst it receives updates in respect of the risks set out above, oversight of the individual risks is carried out by the other Board committees.

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| **Does this document replace or revise an existing document?** | Yes |
| **Should this document be made available on the public website?** | Yes |
| **Is this document to be published in any other format?** | No |