



## Trust Board 24 September 2024

### Audit and Risk Committee Annual Effectiveness Review 2023-24

#### Purpose

To provide an annual review of the effectiveness of the Audit and Risk Committee for 2023-24

#### Analysis of the issue

The role of the Audit and Risk Committee is to seek and provide assurance to the Trust Board in relation to the effectiveness of their internal system of governance, risk management, and control. It is a level one statutory committee of the Board and is chaired by a non-executive director.

A full review of the effectiveness of the Committee has been provided in Appendix A which has concluded that the Committee has been effective during the year and has fulfilled the current Terms of Reference which was updated and approved in January 2024. As such, the Terms of Reference has not required a further update, however the Committee is asked to consider the option to move to the recommended terms of reference contained within the revised NHS Audit Committee Handbook (HFMA March 2024) provided in Appendix B.

#### Proposal

To demonstrate that the ARC has been effective during the year and has been subject to ongoing development and improvement.

#### Decision required

- To confirm a level of assurance over the effectiveness of the ARC during 2023/24.
- To approve the adoption of the recommended (and tailored) terms of reference as outlined in the NHS Audit Committee Handbook (HFMA March 2024)

## Appendix A ARC Annual Effectiveness Review 2023/24

### 1. Fulfilling the Terms of Reference

#### 1.1 Governance Arrangements

All meetings continue to be held virtually on Microsoft Teams and this is both efficient and effective. The ARC does not have any feeder level 2 committees within the corporate governance structure.

#### 1.2 Terms of Reference and Work Plan

The duties of the ToR were covered through the work plan and agendas during the year. The ToR has been updated for 2023/24 (Appendix B) and the work plan has been updated to reflect any changes.

#### 1.3 Membership

Membership attendance has been satisfactory, and each meeting was quorate. The Committee is comprised of three independent non-executive Directors; quoracy is two non-executive directors. A number of officers including the Finance Director and the Deputy Director of Governance and Risk attend meetings of the Committee.

The ToR states that the Committee shall meet no less than four times a year. A total of five meetings were held during the year with the following attendance:

Attendance at ARC meetings 1 April 2023 to 31 March 2024:

Key - P = present, NA = not applicable, X = non-attendance, X – initials = nominated representative

Member	Role	21.4.23	9.6.23	8.9.23	8.12.23	8.3.24
Hetal Parmar	NED & Chair	X	P	P	P	P
Alexander Carpenter	NED	P	P	P	P	P
Faisal Hussain	NED	P - chair	NA	NA	NA	NA
Moira Ingham	NED (to May 23)	P	NA	NA	NA	NA
Josie Spencer	NED (from May 23)	NA	P	P	X	P
Kevin Paterson	NED (to August 23)	NA	NA	NA	NA	NA
Elizabeth Anderson	NED (from Sept 23)	NA	NA	NA	NA	NA
Sharon Murphy	Director of Finance	P	P	P	P	P
Kate Dyer	Acting Director of Governance	P	P	P	P	P

### 2. Committee Effectiveness

2.1 The meetings have been considered as well-run throughout the year. Papers are issued five working days ahead of the meeting and are of good quality. The minutes of the meetings continue to reflect thorough and informed debate for items with a rigour for matters not proceeding as expected and support for positive progress as assured. After every meeting the Committee provides a 3A Highlight Report for assurance levels received for agenda topics to the Trust Board.

### 3. Members and Attendees Feedback 2023/24

We have collated feedback from members and attendees of the Committee relating to areas of achievement and success, and any challenges and barriers during 2023/24

#### 3.1 Achievements and successes in 2023/24

- Working to improve risk governance – e.g. development of BAF.
- New summary of how other Board governance committees are working.
- Being inclusive, encouraging members to speak up / debate whilst also providing support when needed (e.g. Audit plan, Audit action on people related risk, etc.).
- Good cadence / professional collaboration ahead of ARC – e.g. agenda setting, meeting with Internal Audit and KPMG to understanding impending papers, what is going well and what could be better.
- Good relationship with internal and external auditors.
- Good engagement from all participants which includes the right level of support and challenge.
- Well organised and well supported from both a governance perspective and well chaired.
- Continued oversight of all aspects of a significant volume of activity in the annual workplan.
- Evolution of reporting e.g. consolidated governance report.
- Effective oversight of all areas of audit enabling robust assurance to be provided to Trust Board.

#### 3.2 Challenges and barriers during 2023/24

- Internal LPT papers can sometimes be long and operational – constructive feedback being given to make them more succinct and strategic.
- Ongoing reminders about being clear on the objectives and tracking against outcome measures (what is being achieved), not just describing actions (what is being done).

### 4. Future Plans

The future plans and recommendations identified for the Audit and Risk Committee will ensure that the Committee is focusing on the right agenda during 2024/25.

In response to the challenges identified by committee members we are proposing the following;

- Further development of the BAF.
- More strategic, succinct and outcome focused updates.
- The bulk of the agenda is determined by the agreed audit plan and other statutory duties.
- Ongoing continuous review of the workplan to ensure it remains relevant.
- Further consider the use of deep dives for areas of concern and escalation.

## Appendix B HFMA recommended terms of reference

(March 2024 Audit Committee Handbook)

### **NHS (Foundation) Trust Terms of Reference**

#### **1. Constitution**

The board hereby resolves to establish a committee of the board to be known as the audit (and risk/ risk assurance) committee (the committee). The committee is a non-executive committee of the board and has no executive powers, other than those specifically delegated in these terms of reference.

#### **2. Membership**

The committee shall be appointed by the board from amongst its independent, non-executive directors and shall consist of not less than three members. A quorum shall be two of the three independent members. One of the members will be appointed chair of the committee by the board. The chair of the organisation itself shall not be a member of the committee.

#### **3. Attendance at meetings**

- The chief finance officer and appropriate internal and external audit representatives shall normally attend meetings.
- The counter fraud specialist (LCFS) will attend a minimum of two committee meetings a year.
- The company secretary may attend meetings.
- The accountable (trusts)/ accounting (foundation trusts) officer should be invited to attend meetings and should discuss at least annually with the audit committee the process for assurance that supports the governance statement. They should also attend when the committee considers the draft annual governance statement and the annual report and accounts.
- Other executive directors/ managers should be invited to attend, particularly when the committee is discussing areas of risk or operation that are the responsibility of that director/ manager.
- Representatives from other organisations (for example, the NHS Counter Fraud Authority (NHSCFA)) and other individuals may be invited to attend on occasion, by invitation.
- A nominated person shall be secretary to the committee and shall attend to take minutes of the meeting and provide appropriate support to the chair and committee members.
- At least once a year the committee should meet privately with the internal auditors, external auditors and LCFS either separately or together. Additional meetings may be scheduled to discuss specific issues if required.

#### **4. Access**

The head of internal audit and representative of external audit have a right of direct access to the chair of the committee. This also extends to the local counter fraud specialist, as well as the security management specialist (where they do not report elsewhere)

## 5. Frequency of meetings

The committee must consider the frequency and timing of meetings needed to allow it to discharge all of its responsibilities. A benchmark of four to five meetings per annum (with a possible additional meeting to specifically review the annual report and accounts) at appropriate times in the reporting and audit cycle is suggested. The chair of the committee, board, accountable/ accounting officer, external auditors or head of internal audit may request an additional meeting if they consider that one is necessary.

To assist in the management of business over the year an annual workplan will be maintained, capturing the main items of business at each scheduled meeting.

## 6. Authority

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 employee, and all employees are directed to cooperate with any request made by the committee. The committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary.

## 7. Responsibilities

The committee's duties/ responsibilities can be categorised as follows:

### **Governance, risk management and internal control**

The committee shall review the adequacy and effectiveness of the system of governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation's objectives.

In particular, the committee will review the adequacy and effectiveness of:

- all risk and control related disclosure statements (in particular the annual governance statement), together with any accompanying head of internal audit opinion, external audit opinion or other appropriate independent assurances, prior to submission to the board
- the underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements
- the policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications, including the NHS Code of Governance and NHS Provider licence
- the policies and procedures for all work related to counter fraud, bribery and corruption as required by the NHSCFA.

In carrying out this work the committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and

managers as appropriate, concentrating on the over-arching systems of governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the committee's use of an effective assurance framework to guide its work and the audit and assurance functions that report to it.

As part of its integrated approach, the committee will have effective relationships with other key committees (for example, the quality committee, or equivalent) so that it understands processes and linkages. However, these other committees must not usurp the committee's role.

### **Internal audit**

The committee shall ensure that there is an effective internal audit function that meets the *Public sector internal audit standards, 2017* and provides appropriate independent assurance to the committee, accountable/ accounting officer and board. This will be achieved by:

- considering the provision of the internal audit service and the costs involved
- 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 organisation as identified in the assurance framework
- considering the major findings of internal audit work (and management's response), and ensuring coordination between the internal and external auditors to optimise the use of audit resources
- ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
- monitoring the effectiveness of internal audit and carrying out an annual review.

### **External audit**

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

- considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit (and make recommendations to the board when appropriate)
- discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan
- discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee
- reviewing all external audit reports, including the report to those charged with governance (before its submission to the board) and any work

undertaken outside the annual audit plan, together with the appropriateness of management responses

- ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services.

### **Other assurance functions**

The committee shall review the findings of other significant assurance functions, both internal and external to the organisation, where relevant to the governance, risk management and assurance of the organisation. These may include, but will not be limited to, any reviews by Department of Health and Social Care arm's length bodies or regulators/ inspectors (for example, the Care Quality Commission, NHS Resolution) and professional bodies with responsibility for the performance of staff or functions (for example, Royal Colleges, accreditation bodies).

In addition, the committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the audit committee's own areas of responsibility. In particular, this will include any committees covering safety/ quality, for which assurance from clinical audit can be assessed, and risk management.

### **Counter fraud**

The committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meet NHSCFA's standards and shall review the outcomes of work in these areas. With regards to the local counter fraud specialist it will review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHSCFA quality assessment reports.

### **Management**

The committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control. The committee may also request specific reports from individual functions within the organisation (for example, compliance reviews or accreditation reports).

### **Financial reporting**

The committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance. The committee should 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.

The committee shall review the annual report and financial statements before submission to the board, or on behalf of the board where appropriate delegated authority is in place, focusing particularly on:

- the wording in the annual governance statement and other disclosures relevant to the terms of reference of the committee

- changes in, and compliance with, accounting policies, practices and estimation techniques
- unadjusted misstatements in the financial statements
- significant judgements in preparation of the financial statements
- significant adjustments resulting from the audit
- letters of representation
- explanations for significant variances.

### **System for raising concerns**

The committee shall review the effectiveness of the arrangements in place for allowing staff (and contractors) to raise (in confidence) concerns about possible improprieties in any area of the organisation (financial, clinical, safety or workforce matters) and ensure that any such concerns are investigated proportionately and independently, and in line with the relevant policies.

### **Governance regulatory compliance**

The committee shall review the organisation's reporting on compliance with the *NHS Provider Licence*, *NHS code of governance* and the fit and proper persons test.

The committee shall satisfy itself that the organisation's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective including receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

## **8. Behaviours and conduct**

### **Trust values**

Members will be expected to conduct business in line with the trust values and objectives. Members of, and those attending, the committee shall behave in accordance with the trust's constitution, standing orders, and standards of business conduct policy.

### **Equality and diversity**

Members must demonstrably consider the equality and diversity implications of decisions they make.

## **9. Accountability and reporting**

The committee shall report to the board on how it discharges its responsibilities. The minutes of the committee's meetings shall be formally recorded by the secretary and available for the board. The chair of the committee shall draw to the attention of the board any issues that require disclosure to the full board, or require executive action.

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

- fitness for purpose of the assurance framework
- completeness and 'embeddedness' of risk management in the organisation



- effectiveness of governance arrangements
- appropriateness of the evidence that shows that the organisation is fulfilling regulatory requirements relating to its existence as a functioning business.

This annual report should also describe how the committee has fulfilled its terms of reference and give details of any significant issues that the committee considered in relation to the financial statements and how they were addressed.

An annual committee effectiveness evaluation will be undertaken and reported to the committee and the board.

The audit committee will review these terms of reference, at least annually as part of the annual committee effectiveness review and recommend any changes to the board.

## **10. Secretariat and administration**

The committee shall be supported administratively by its secretary. Their duties in this respect will include:

- agreement of agendas with the chair and attendees
- preparation, collation and circulation of papers in good time
- ensuring that those invited to each meeting attend
- taking the minutes and helping the chair to prepare reports to the board
- keeping a record of matters arising and issues to be carried forward
- arranging meetings for the chair: for example, with the internal/ external auditors or local counter fraud specialists
- maintaining records of members' appointments and renewal dates and so on
- advising the committee on pertinent issues/ areas of interest/ policy developments
- ensuring that action points are taken forward between meetings
- ensuring that committee members receive the development and training they need.

## **11. Review**

The committee will review its effectiveness at least annually.

These terms of reference will be reviewed at least annually and more frequently if required. Any proposed amendments to the terms of reference will be submitted to the board for approval.

## Governance table

<b>For Board and Board Committees:</b>	Audit and Risk Committee 14 June 2024	
<b>Paper sponsored by:</b>	Kate Dyer Director of Governance and Risk	
<b>Paper authored by:</b>	Kate Dyer Director of Governance and Risk	
<b>Date submitted:</b>	17 September 2024	
<b>State which Board Committee or other forum within the Trust's governance structure, if any, have previously considered the report/this issue and the date of the relevant meeting(s):</b>	None	
<b>If considered elsewhere, state the level of assurance gained by the Board Committee or other forum i.e., assured/ partially assured / not assured:</b>	NA	
<b>State whether this is a 'one off' report or, if not, when an update report will be provided for the purposes of corporate Agenda planning</b>	Annual	
<b>LPT strategic alignment:</b>	Great Health Outcomes	
	Great Care	
	Great Place to Work	
	Part of the Community	
<b>CRR/BAF considerations:</b>	List risk number and title of risk	
	NA	
<b>Is the decision required consistent with LPT's risk appetite:</b>	None	
<b>False and misleading information (FOMI) considerations:</b>	Confirmed	
<b>Positive confirmation that the content does not risk the safety of patients or the public</b>	Confirmed	
<b>Equality considerations:</b>	None	