

Report to the Constitution Working Group



**Epping Forest
District Council**

Report reference:

Date of meeting: 28 September 2023

Subject: Proposed changes to the Audit and Governance Committee Terms of Reference

Responsible Officer: Sarah Marsh (01992 564446).

Democratic Services Officer: G Woodhall (01992) 564243

Recommendations/Decisions Required:

- (1) That the Constitution Working Group agrees the changes to the Audit and Governance Committee Terms of Reference and refer this to the Council for approval.**

Executive Summary:

The effective operation of the Audit Committee forms a key element of the Council's assurance framework.

This report reviews the Audit and Governance Committee Terms of Reference and its compliance with guidance issued by the Chartered Institute of Public Finance and Accountancy (CIPFA).

Reasons for Proposed Decision:

To ensure the Audit and Governance Committee's Terms of Reference are in line with good practice as published by CIPFA.

Other Options for Action:

Not agree the proposed changes.

Report:

1. The role of the of the Audit and Governance Committee has three main functions:
 - Maintenance of governance, risk, and control arrangements
 - Accountability and public reporting
 - Assurance and audit arrangements
2. These are described in detailed in the CIPFA Audit Committees Practical Guidance for Local Authorities and Police, which was updated in June 2022. The guidance includes a model Terms of Reference for a local authority Audit Committee.
3. The Audit and Governance Committee's Terms of Reference were last reviewed by themselves in November 2021. They were still in line with the CIPFA 2018 guidance, and no changes were proposed.
4. Internal Audit has compared the Audit and Governance Committee's current Terms of Reference with the CIPFA 2022 model terms of reference and minor changes are proposed (Appendix 1). These been highlighted through the use of strikethrough and bold underline for easy identification.
5. The Audit and Governance Committee agreed the changes at their 27 July 2023 meeting and to refer this to the Council for approval.

Resource Implications:

There are none.

Legal and Governance Implications:

The effective operation of the Audit and Governance Committee forms a key element of the Council's assurance framework. Audit Committees are not required by law but recommended as good practice by CIPFA.

Safer, Cleaner and Greener Implications:

No specific implications.

Consultation Undertaken:

Audit and Governance Committee

Risk Management

The Audit and Governance Committee has a pivotal role in how the Council delivers good governance. The purpose of the Committee is to provide to those charged with governance independent assurance on the adequacy of the risk management framework, the internal control environment and the integrity of the financial reporting and reviewing the effectiveness of these arrangements.

Background Papers:

Minutes of the Audit and Governance Committee.

Equality Analysis:

There are no equality implications arising from the recommendations of this report.

Appendix 1

AUDIT AND GOVERNANCE COMMITTEE TERMS OF REFERENCE (proposed)

Statement of Purpose

~~The role of the Audit and Governance Committee is a key component of the Council's corporate governance. It provides an independent and high-level focus on the audit, assurance and reporting arrangements that underpin good governance and financial statements and provides a forum for considering ethical issues and ensuring high standards of conduct.~~

~~The purpose of the Committee is to provide independent assurance to the members of the adequacy of the risk management framework and internal control environment. It provides independent review of the Council's governance, risk management and control frameworks and oversees the financial reporting and annual governance processes. It oversees internal and external audit arrangements, helping to ensure efficient and effective assurance arrangements are in place.~~

The Committee's purpose is to provide an independent and high-level focus on the adequacy of governance, risk and control arrangements. Its role in ensuring there is sufficient assurance over governance, risk and control gives greater confidence to all those charged with governance that those arrangements are effective.

The Committee has oversight of both Internal and External Audit, together with the financial and governance reports, helping to ensure there are adequate arrangements in place for both internal challenge and public accountability.

1. The specific functions of the Committee are:

Governance, risk, and control

- a. To review the Council's corporate governance arrangements against the good governance framework, **including the ethical framework, and consider the local code of governance.**
- b. To monitor the effective development and operation of risk management in the Council.
- c. To monitor progress in addressing risk-related issues reported to the Committee.
~~to consider the Council's framework of assurance and ensure it adequately addresses the risk and priorities of the authority.~~
- d. To consider reports on the effectiveness of internal controls and monitor the implementation of agreed actions.

- e. **To consider reports on the effectiveness of financial management arrangements, including compliance with the Chartered Institute of Public Finance and Accountancy (CIPFA) financial management code:**
- f. **To consider the Council's arrangements to secure value for money and review assurances and assessments on the effectiveness of these arrangements.** ~~to note the Council's overall approach to value for money in ensuring the authority is making best use of its resources.~~
- g. To review the assessment of fraud risks and potential harm to the Council from fraud and corruption.
- h. To monitor the anti-fraud and corruption strategy, actions, and resources.
- i. To review the governance and assurance arrangements for significant partnerships or collaboration.

Financial and governance reporting

Governance reporting

- j. To review the Annual Governance Statement (AGS) prior to approval and consider whether it properly reflects the risk environment and supporting assurances, including the Chief Internal Auditor's opinion.
- k. **To consider whether the annual evaluation for the AGS fairly concludes that governance arrangements are fit for purpose, supporting the achievement of the Council's objectives.**

Financial Reporting

- l. **To monitor the arrangements and preparations for financial reporting to ensure that statutory requirements and professional standards can be met.**
- m. To review the annual statement of accounts. Specifically, to consider whether appropriate accounting policies have been followed and whether there are concerns arising from the financial statements or from the audit that need to be brought to the attention of the Council.
- n. To consider the External Auditor's annual letter to those charged with governance on issues arising from the audit of the accounts.
~~To be responsible for the appointment of the Council's external auditors and ensure it is in line with the requirements of the Local Audit and Accountability Act 2014.~~

Arrangements for audit and assurance

To consider the council's framework of assurance and ensure that it adequately addresses the risks and priorities of the council.

External Audit

- o. **To support the independence of External Audit through consideration of the External Auditor's annual assessment of its independence and review of any issues raised by Public Sector Audit Appointments (PSAA).**

- p. To consider the External Auditor's annual letter, relevant reports and the report to those charged with governance.
- q. **To consider specific reports as agreed with the External Auditor.**
- r. **To comment on the scope and depth of External Audit work and to ensure it gives value for money.**
- s. **To consider additional commissions of work from External Audit.**
- t. **To advise and recommend on the effectiveness of relationships between External and Internal Audit and other inspection agencies or relevant bodies.**
- u. **To provide free and unfettered access to the Audit Committee Chair for the auditors, including the opportunity for a private meeting with the committee.**
~~to be responsible for the appointment of the Council's external auditors and ensure it is in line with the requirements of the Local Audit and Accountability Act 2014~~

Internal Audit

- v. To approve the Internal Audit Charter.
- w. To review proposals made in relation to the appointment of external providers of Internal Audit services and to make recommendations.
- x. To approve the internal audit strategy and plan, including Internal Audit resource requirements, the approach to using other sources of assurances and any work required to place reliance upon these other sources.
- y. To approve any significant interim changes to the plan and resource requirements and make appropriate enquires of both management and the Chief Internal Auditor to determine if there any inappropriate scope or resource limitations.
- z. To consider any impairments to the independence or objectivity of the Chief Internal Auditor arising from additional roles or responsibilities outside of internal auditing and to approve and periodically review safeguards to limit such impairments.
- aa. To consider ~~regular~~ reports from the Chief Internal Auditor **on Internal Audit's performance during the year, including the performance of external providers of Internal Audit services (if applicable).**
These will include:
 - updates on the work of Internal Audit, including key findings, issues of concern and action in hand as a result of Internal Audit work.
 - **regular reports on the results of the Quality Assurance and Improvement Programme (QAIP).**
 - reports on instances where the internal audit function does not conform to the Public Sector Internal Audit Standards (PSIAS) **and Local Government Advisory Notes (LGAN)**, considering whether the non-conformance is significant enough that it must be included in the AGS.
- bb. To consider the Chief Internal Auditor's annual report, including:
 - the statement of the level of conformance with the Public Sector Internal Audit Standards and results of the Quality Assurance and Improvement Programme that supports the statement – these will indicate the reliability of the conclusions of Internal Audit.

- the opinion on the overall adequacy and effectiveness of the Council's framework of governance, risk management and control together with the summary of the work supporting the opinion – these will assist the Committee in reviewing the Annual Governance Statement.
- cc. **To consider summaries of specific Internal Audit reports as requested.**
- dd. To receive reports outlining the action taken where the Chief Internal Auditor has concluded that management has accepted a level of risk that may be unacceptable to the Council or there are concerns about progress with the implementation of agreed actions.
- ee. **To contribute to the QAIP and in particular to the external quality assessment of Internal Audit that takes place at least once every five years.**
- ff. **To consider a report on the effectiveness of Internal Audit to support the AGS where required to do so by the Accounts and Audit regulations.**
- gg. **To provide free and unfettered access to the Audit Committee Chair for the Chief Internal Auditor, including the opportunity for a private meeting with the committee.**
- a. ~~To support the development of effective communication with the Chief Internal Auditor~~

Treasury Management

- hh. to be responsible for the scrutiny of the Council's Treasury Management Strategy, including receiving regular reports on activities, issues and trends to support the Committee's understanding of treasury management activities, risks and associated assurances.

Accountability arrangements

- ii. to report to those charged with governance on the Committee's findings, conclusions and recommendations concerning the adequacy and effectiveness of their governance, risk management and internal control frameworks, financial reporting arrangements and Internal and External audit functions.
- jj. to report to the full Council on a regular basis on the Committee's performance in relation to the terms of reference and the effectiveness of the Committee in meeting its purpose.
- kk. **To publish an annual report on the work of the committee, including a conclusion on the compliance with the CIPFA Position Statement.**

Membership

2. The Committee shall comprise 7 members, including 5 Councillors and 2 co-opted members. Councillors serving as members of the Committee shall be appointed at the Annual Council meeting of Epping Forest District Council for a term of office of one year and shall be eligible for re-appointment for further terms of office.
3. Seats on the Committee should be allocated so they are not all drawn from one political group and are also open to Councillors who are not affiliated to any political group.

4. Co-opted members shall serve for a period of 3 years from appointment. Such three-year appointments shall be overlapping in terms of their expiry dates. A co-opted member may serve for a total of two such terms as of right but may be considered for two further three-year terms, provided he or she is successful after open competition following public advertisement. Re-appointment for further terms shall be subject to satisfactory attendance.
5. Casual vacancies for members of the Committee who are Councillors which occur shall be filled at the next ordinary Council meeting (but not an extraordinary meeting) with a term of office expiring on the date of the next Annual Council meeting.

Eligibility for Membership - Councillor Members

6. Councillors appointed to the Audit and Governance Committee may not also be members of the Cabinet or any select Committee appointed by the Overview and Scrutiny Committee with responsibility for reviewing the Council's finances or financial procedures.
7. A Portfolio Holder Assistant (other than any Assistant involved in any portfolio dealing primarily with the Council's finances) appointed by the Leader of the Council shall be eligible for appointment to the Committee.
8. Appointment of Councillors shall be made on the basis of evidence of the aptitude, experience, or interest and for this purpose the normal rules for pro rata appointments shall not apply.
9. Formal attendance standards be operated in respect of the three Councillor members when reappointment is under consideration by the Council's Appointments Panel and the Chairman and co-opted members of the Audit and Governance Committee be consulted informally about the appointment or reappointment of Councillors at the appropriate time.

Co-opted members

10. Co-opted members, independent of the Council, shall be appointed by the Council on the basis of their professional expertise, experience, and background as relevant to the role and responsibilities of the Audit and Governance Committee. Initial appointments of co-opted members and the filling of casual vacancies shall be made following public advertisement and interview, the latter conducted in accordance with arrangements agreed by the Council. If the number of suitable applicants exceeds the number of co-opted places on the Committee, the Council shall keep a waiting list of suitable applicants should casual vacancies occur.

Chairman and Vice-Chairman

11. The Chairman and Vice Chairman of the Audit and Governance Committee shall be appointed at the first meeting of the Committee in each Council year for a term of one year expiring on the date of the first meeting of the Committee of the next Council year.
12. Casual vacancies in the position of Chairman and Vice-Chairman shall be filled in the same way as required in respect of members of the Committee.

13. Both Councillors and co-opted members serving on the Committee shall be eligible for appointment to the office of Chairman and Vice-Chairman.
14. Where the Chairman of the Committee is a Councillor, the Vice-Chairman will be appointed from among the Co-opted members. Where the Chairman is one of the Co-opted members, the Vice-Chairman shall be a Councillor.
15. The Chairman and Vice-Chairman shall be eligible for re-appointment.

Meetings of the Committee

16. The Committee shall meet at least three times each financial year.
17. The Committee shall be entitled to require any Member, Director, their representatives, or any other officer to attend their meetings in order to discuss any matters under discussion including the annual audit programme.

Decision Making

18. Only the Councillors and co-opted members serving on the Committee shall be entitled to vote.
19. All members of the Committee shall be entitled to all documents, advice, and facilities relevant to their membership of the Committee, regardless of their status as either a Councillor or Co-opted member.

Other Requirements

20. All members of the Committee shall respect the confidentiality of Council information and proceedings where appropriate, particularly where exempt or confidential business is involved.
21. All co-opted members of the Committee shall be required to make a statutory registration of interests in the same form as those required of serving Councillors and to be aware at all times of the requirement to clear any interest relating to their work on the Committee.
22. Members of the Committee should seek to attend all meetings of the Committee unless there are exceptional circumstances which prevent this.
23. All members of the Committee should ensure that they participate fully in any training designed to assist them in their responsibilities as members of the Committee. Similarly, all members should act on appropriate advice and other information supplied by the Council to improve their effectiveness.