

Committee Terms of Reference

Governance & Risk Management Committee

1. Status

The Governance and Risk Management Committee reports and is accountable to the AGCAS Board of Directors. The Governance & Risk Management Committee takes an independent and objective view of operational and risk management matters for AGCAS, and is expected to carry out its business in a detached manner at all times.

2. Purpose

The principal aims of the Committee are to:

- 2.1. Provide advice to the Board on likely reputational, regulatory and financial risks to AGCAS activities in a fast changing HE environment by horizon scanning and benchmarking.
- 2.2. Review the policies and procedures operated for both financial and non-financial risk management and internal control.
- 2.3. To ensure that AGCAS business planning and decision making processes satisfy the requirements of good governance.
- 2.4. Provide additional assurance on the quality and reliability of the financial information used by the Board of Directors and its committees, and the financial statements issued by AGCAS.
- 2.5. Oversee internal and external audit activities, including the engagement of the external auditor to supply audit and non-audit services to AGCAS.
- 2.6. Ensure that the Committee's activities meet the charitable objects of the articles of association.
- 2.7. To ensure that the Committee's activities support AGCAS strategic objectives.

3. Key Responsibilities

3.1 Risk Management

- 3.1.1 To review the risk management process to ensure the process for identifying, assessing, monitoring and reporting strategic risks and key operational risks is adequate.
- 3.1.2 To design and implement a policy review schedule to keep our practice up-to-date.

3.1.3 To horizon scan and benchmark to identify likely future risks and advise the Board accordingly.

3.2 Internal Controls

3.2.1 To review the effectiveness of the control environment for both financial and non-financial risk management (which includes policies).

3.3 Governance

3.3.1 To review the business plans and related performance.

3.3.2 To review the framework for accountability including the terms of reference for the AGCAS Board of Directors and committees; and the processes for business planning, budgeting and management information.

3.3.3 To monitor whether AGCAS is complying with its Articles of Association and all aspects of the law, relevant regulations and good practice including Charity Commission requirements.

3.3.4 To review the processes for setting and delivering the AGCAS Strategy.

3.4 Financial Reporting

3.4.1 Review the annual report and financial statements of AGCAS for compliance with regulatory and financial reporting requirements, including the Charities Statement of Recommended Practice (FRS 102).

3.4.2 Review the accounting policies adopted.

3.4.3 To recommend the financial statements to The Board of Directors for approval.

3.5 External Audit

3.5.1 To oversee the audit of the financial statements.

3.5.2 To review the activities, findings, conclusions and recommendations of the external auditor.

3.6 Internal Audit

3.6.1 To undertake an annual internal audit programme and ensure that it reflects the risk framework.

3.7 Professional Updating

3.7.1 Governance and Risk Management Committee will be responsible for ensuring that all its members receive appropriate training as prescribed by the Board of Directors from time to time.

4. Strategic Planning and Management

The Committee will produce an annual activity plan supporting AGCAS' one-year operational plan. It will review achievements against this plan at the end of each annual cycle.

5. Constitution and Membership

5.1 Constitution

The Chair of the Committee will normally be the AGCAS Treasurer and Company Secretary. Other appointments will be based on nominations [from the membership] and could include nominees from other AGCAS Committees and groups, which will include but will not be limited to:

AGCAS Advisory Council

These appointments will be subject to approval by the Board of Directors.

5.2 Membership of the Board shall comprise:

- Treasurer and Company Secretary Chair)
- A member of the senior management of AGCAS, nominated on the advice of the Executive Director
- Up to 5 other members, of whom the majority should be Full Members of AGCAS. Such members will include representatives from other AGCAS Committees and groups and may include those co-opted by the Chair. Chairs of the groups and working parties that report to the Committee will normally be members of the Committee. Up to 3 members should be drawn from AGCAS Advisory Council.

6. List of Groups and Working Parties that report to the Governance & Risk Management Committee

Short term working parties formed around specific topics or areas that will participate in the development of governance and risk management as directed and overseen by the Committee.

7. Approval and Review

These Terms of Reference shall be approved by the Board of Directors. They form part of Board of Directors Regulations. The Governance & Risk Management Committee will review them on an annual basis, usually at the first meeting following the AGM.

Approved 12 September 2017

Updated 18 December 2019