



Audit, Risk & Compliance Committee

Committee Terms of Reference

Type	The Audit, Risk and Compliance (ARC) Committee is the advisory body for organization in relation to corporate structure, finance management and legal compliance.
Purpose	The purpose of the Audit, Risk and Compliance (ARC) Committee is to scrutinize activities relating to the operational requirements and compliance of the Food Foundation and to advise its Board of Trustees on legal and financial compliance. It focuses on organisational leadership, financial management and audit compliance ensuring the organisation is future-proof and wider projects and goals are resourced.
Duties and Responsibilities	<p>The ARC's role is to support the Board, in monitoring the adequacy of the organisation's corporate governance and control systems through:</p> <ul style="list-style-type: none"> • offering objective advice on issues concerning the risk, control and governance of the organisation and associated assurances provided by internal and external audit and other processes. • constructively challenging, where and when appropriate, executive decisions to ensure that these are the best possible and achieve value for money in the light of the available evidence. <p>The ARC will review and advise the Board and the Finance Director or equivalent on the following matters:</p> <ul style="list-style-type: none"> • the annual report, resource accounts and Governance statement • the adequacy of the organisation's assurance processes and how governance arrangements support achievement of organisational strategy and objectives. • achievement of value for money.



	<ul style="list-style-type: none">• the plans for internal and external audit, including assessing priorities and promotion of understanding of the role of audit within the organisation.• the results of internal and external audit work, including individual audits, progress, remedial actions and annual reports, and management letters.• the adequacy of management responses to issues raised by internal and external audit, and implementation of internal audit recommendations and timescales.• the processes for assessing, reporting, mitigating, and owning organisation risks and their financial implications, including the capability of the organisation's internal reporting system to provide early warning of control failures and emerging risks.• the adequacy of the organisation's assurance arrangements relating to the management of risk and corporate governance.• the adequacy of systems of quality assurance for the organisation's core activities• the organisation's policies for counter-fraud, whistle-blowing and cyber and information security• the performance of internal and external audit services.• Review of fundraising requirements and actions.• Offering advice on Staff, Volunteer and Board policies and procedures.• Advising on Charity Commission compliance in line with reporting guidelines and organization structure. <p>Audit and Reporting (Including Charity Commission)</p> <ul style="list-style-type: none">• that the accounting policies in place are appropriate and comply with relevant requirements, particularly the Treasury's Financial Reporting Manual and Accounts Direction• that there has been a robust process in preparing the accounts and Charity Commission annual report• whether the accounts and annual report have been subjected to sufficient review by management and by the accounting officer or equivalent before they are reviewed and approved by the Board
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	<ul style="list-style-type: none"> • that when new or novel accounting treatments arise, whether appropriate advice on accounting treatment has been taken. • whether there is an appropriate anti-fraud policy in place, and whether losses are suitably recorded. • whether suitable processes are in place to ensure accurate financial records are kept • whether issues raised by the External Auditors have been given appropriate attention • compliance in relation to annual accounts and reports, particularly in relation to the Charity Commission requirements.
<p>Membership</p>	<p>The Audit, Risk and Compliance Committee will have no fewer than 3 members, of which at least 2 members (including the committee's chair), will be members of the Board of Trustees.</p> <p>The Chair will be appointed by the Board of Trustees.</p> <p>All appointments to the ARC committee will be selected with due regards to the need to understand the organisation's objectives, culture & structure, and other legislative and accountability contexts within which the organisation operates. Members of ARC will collectively possess knowledge and skills in accounting, risk management, audit, financial governance, and technical issues relevant to the organisation.</p>
<p>Meeting Arrangements</p>	<p>Meetings shall be held at least 3 times a year at appropriate times in the reporting and audit cycle. These meetings are to be held in advance of the Board of Trustees meeting so they may receive ARC's report and recommendations from each meeting. A further 4th meeting may also be held expressly for the purpose of considering annual accounts and Charity Commission reporting.</p> <p>ARC meetings are normally attended by the Executive Director, Finance Director or equivalent and Office Manager.</p>



	<p>ARC members can request other officials or employees to attend to assist in discussion on specific matters.</p> <p>All meetings will be chaired by the Chair of ARC. In the absence of the Chair, the remaining members shall elect a Chair for the meeting.</p> <p>The ARC may ask any or all those present in the meeting, but who are not members of ARC to withdraw from the discussion or meeting to facilitate open and frank discussions.</p> <p>Quorum</p> <p>A meeting of the ARC committee at which there are at least 2 members present is sufficient to exercise all or any of the authorities vested by the ARC, if 1 is a member of the Board of Trustees.</p> <p>Notice of Meetings.</p> <p>Notice of the meeting, including confirmation of venue, time, date, and agenda of meeting items shall be at least 5 working days before the date of the meeting.</p> <p>Minutes of Meetings</p> <p>A draft of the meeting minutes should be circulated within 10 working days of the meeting taking place. The minutes of the meeting shall be approved by the ARC at its subsequent meeting.</p>
<p>Reporting</p>	<p>The Audit, Risk and Compliance Committee will report directly to the Board of Trustees after each meeting. This will be done by submitting a draft of the meeting minutes with the chair highlighting specific matters which the committee find relevant to draw the Board of Trustee’s attention.</p>
<p>Rights</p>	<p>The ARC shall be entitled to:</p> <ul style="list-style-type: none"> • sufficient resources to carry out its duties, including access to the Commission’s governance and business assurance resource. • procure specialist ad-hoc advice at the expense of the Commission, subject to confirmation from the Board that funds are available.



	<ul style="list-style-type: none">• seek any information it requires to perform its duties from any employee.• call any employee to be questioned at a meeting of the ARC as and when required.• publish in the Charity Commission's annual report details of any issues that cannot be resolved between the committee and the Board
Review	<p>The Terms of Reference shall be reviewed annually and on the first committee meeting of each financial year.</p> <p>Any amendments made to these terms of reference should be made aware to the Board of Trustees.</p>