



# Audit and Risk Committee (ARC)

## Terms of Reference

The Committee will receive assurance that IOSH internal controls and risk management processes are fit for purpose, protect the integrity of the IOSH brand and are consistent with current UK good practice.

## Committee Responsibilities

1. Receive statutory reports and ensure that they are accurate and timely and to oversee relationships with the external and internal auditors.
2. Review the effectiveness of key governance structures, processes, procedures and documents and recommend changes for the approval of the Board where appropriate.
3. Act as the Board of Trustees' independent scrutineer, examining for areas of concern such as fraud, malpractice and financial control matters.
4. Ensure that IOSH internal controls and risk management processes are regularly reviewed and fit for purpose.
5. Review and agree key changes to the Corporate Risk Register and ensure the Senior Leadership Team are held to account to deliver risk mitigations.
6. Receive assurance around delivery of key programmes and projects, including but not limited to, cyber security, insurance and business continuity planning.
7. Recommend Risk Policy and Risk Appetite to the Board
8. Oversee the effectiveness of the verification of Training Providers and accreditation of Higher Education Institutions.
9. Ensure adequate disclosure of information in the IOSH Statutory Annual Report.
10. Review, scrutinise and challenge where necessary:
  - Accounting policies – both year-on-year and for both IOSH and ISL
  - Methods used to account for exceptional items.
11. Review and approve standing financial instructions.
12. Ensure the competence, effectiveness, independence and objectivity of the external and internal auditor by scrutinising the relevant audit strategy and proposed schedule of work.
13. Review the findings and effectiveness of the external and internal audit programme including an option to meet with the auditors independently from senior management.
14. Make recommendations to the Board of Trustees to be put to the AGM, in relation to the appointment, re-appointment and removal of the external auditor.

15. Receive assurance for timely implementation of actions arising from the internal audit programme.
16. Receive assurance of effectiveness of IOSH nomination and election processes.

## **General**

17. Receive assurance that IOSH is compliant with its Policies and Business Rules relevant to the remit of the Committee.
18. Ensure that the risk management process is conducted as described by and in accordance with the IOSH Risk Policy within the areas of responsibility of the committee and recommend mitigations to Senior Managers in the course of the business conducted.
19. Annually, review and agree the Committee's standing orders and work plan.
20. These Standing Orders should be read in conjunction with IOSH's Committee Guidance.

## **Reporting**

21. The committee will report as follows:

To the Board of Trustees:

- Quarterly risk reports
- Annual Statutory reports
- Annual update report
- Other as required

## **Committee Membership**

22. The membership of the committee will be as follows:
  - a. Two Trustees (Chair and Vice-Chair)
  - b. Three IOSH Members (not a member of IOSH Council, a committee of Council (Nominations Committee), or the Presidential Team)
  - c. One Independent (external) committee member with relevant expertise, for example a qualified accountant or company secretary.
23. One Council observer – a Council member nominated by Council to attend committee meetings as an observer (non-voting).
24. The quorum will be three members of the committee and should include at least one Trustee and one of the IOSH members listed above in 22b.