

**ROLE INFORMATION PACK**

**CHAIR OF AUDIT AND RISK COMMITTEE**

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If you wish to apply for the role of Chair of Audit and Risk Committee please complete the Volunteer Application Form, available on the BSAVA website and forward it to volunteer@bsava.com. All applications will be acknowledged upon receipt. The appointment to this role would be from June 2023 and has a three year tenure ending in June 2026, it is possible to apply for a second term as you approach the end of the first tenure period.

Applications will be forwarded to the Volunteer Development Committee in as they are received, in time for an February 2023 meeting of the committee, when they will review the applications, at this point they may wish to ask further questions before submitting their nomination to Board for approval, potentially at the March Board Meeting. You will be contacted in February/March 2023 about your application.

In the meantime if you have any questions or queries or need clarification on any of the information within the pack, please email volunteer@bsava.com.

# ROLE PROFILE – CHAIR OF COUNCIL STANDING COMMITTEE

**THE ROLE:**

The Chair of the Standing Committee will chair and manage the business of the committee in accordance with its Terms of Reference.

**REMUNERATION:**

The role of Chair does not receive financial remuneration but expenses for travel and refreshments may be claimed in line with the Association Rule Book.

**REPORTING TO:**

The Chair of the Standing Committee will report to Council and will provide information on the work of their committee via verbal or written reports. A further responsibility will be to facilitate an exchange of information with Board members, should this be considered necessary.

**TENURE:**

The Chair will be appointed for a term of 3 years and will serve not more than two consecutive 3-year terms. Reapplication is only permitted after a minimum of 1 year out of the role.

**TIME COMMITMENT:**

* Chairing committee meetings: 3 meetings per annum are considered to be the optimal number
* Attending 3 Council Meetings (all day): March, July and November,
* BSAVA Congress
* Attendance at the AGM
* Meetings with staff members at Woodrow House: as and when required

**Key duties and responsibilities:**

The key duties and responsibilities of the Standing Committee Chairman are to:

* lead the work of the Standing Committee and ensure it carries out its business effectively and efficiently within its terms of reference and in line with the governing documents of the Association (the articles and the Rule Book).
* chair meetings of the Standing Committee impartially and in such a way as to facilitate open discussion from all members
* approve draft minutes prepared by the committee secretariat
* ensure all decisions are recorded accurately and sign the minutes after approval from committee members
* demonstrate fair and open decision-making by, or on behalf of, the Standing Committee,
* act as spokesperson for the Standing Committee at Council meetings
* liaise with other volunteers, staff members and outside bodies on matters that fall within the remit of the Standing Committee
* encourage the highest standards of conduct and ethics
* work with others to ensure that committee members develop the necessary skills to contribute effectively to the work of the committee and identify any training needs, if appropriate,
* monitor the outcome of committee decisions and follow up action points
* raise relevant Standing Committee issues with the appropriate persons on Council or Board

**Key skills:**

The key skills required of the Committee Chairman are:

* leadership skills,
* advanced chairing skills, including the ability to manage conflict and promote consensus,
* advanced listening and questioning skills,
* presentation and public speaking skills,
* the ability to build effective relationships within the committee and with other volunteers and staff
* the ability to plan and prioritise the business of the Standing Committee within its terms of reference.

**Knowledge:**

The key knowledge required of the Standing Committee Chair are:

* in-depth knowledge of the work of the Association
* knowledge of ongoing projects
* in-depth knowledge of the Association Rules

**EXPENSES:**

To enable you to carry out this role effectively you will need access to a computer and a phone, it is anticipated that most people will already have this equipment; however, should this not be the case these can be provided in most cases by the Association. Please contact the Volunteers Manager in the first instance, who will liaise with the Honorary Treasurer over the supply of this equipment.

# ROLE DESCRIPTION FOR CHAIR OF AUDIT AND RISK COMMITTEE

1. **DEFINITIONS USED WITHIN THIS DOCUMENT:**
* BSAVA – British Small Animal Veterinary Association
* ARC – Audit and Risk Subcommittee
1. **REMIT OF COMMITTEE:**

The remit of the Audit and Risk Committee (ARC) is to ensure the Board of BSAVA is managing the affairs of the Association in accordance with the strategic objectives of Council. The Risks facing the Association are documented in the Risk Register. The attitude of the Association to Risk and its management is documented in the BSAVA Risk Management Standard.

1. **overall responsibilities of the role:**
* To coordinate the activities of the committee
* To liaise between the committee and the permanent staff involved in the committee at Woodrow House and to communicate both ways between the committee and other members of A&M and Council (ie discuss and report decisions of the committee to A&M and Council and vice versa).
1. **SPECIFIC CHAIR ROLES:**

The Chair of the ARC shall attend the AGM prepared to respond to any members’ questions on the committee’s activities.

The Chair of ARC shall attend Council Meetings and provide a report on the activities of the committee.

1. **MEETINGS:**
* The ARC shall meet at least three times a year at appropriate times in the reporting and auditing cycle and otherwise as required.
* The date, time and venue of the meeting are advised in advance to allow as many committee members as possible to take part in the meetings
* Business to be conducted efficiently
* All meetings to be minuted.
	1. **MINUTES OF MEETINGS**
* The secretary shall minute the proceedings and resolutions of the ARC including recording the names of those present or in attendance.
* At the beginning of the meeting the secretary shall ascertain the existence of any conflict of interest and minute them accordingly.
* Minutes of the meeting shall be circulated promptly to members of ARC, the Board and Council, unless a conflict of interest exists.
	1. **ATTENDANCE AT BSAVA MEETINGS**
* All committee members should be aware of their responsibilities in relation to attendance at meetings as defined in the BSAVA Rule Book.
1. **EXPENSES**

Expenses incurred whilst carrying out representative’s duties will be reimbursed in accordance with the Expenses Policy contained with the BSAVA Rule Book – Section 8.

1. **EQUIPMENT PROVIDED IF NECESSARY**

To enable you to carry out the role effectively you will need access to a laptop, printer and phone line. It is assumed that most people will already have these but if not please contact the VM in the first instance. Stationery supplies etc can be accessed via the Membership Services Team (MST) at WH on administration@bsava.com.

1. **FURTHER INFORMATION**

If you need any additional information not provided within this SOP then please contact either the Chair of your committee or the VM at WH, whichever is more appropriate.

# PERSON SPECIFICATION FOR CHAIR OF AUDIT AND RISK COMMITTEE

|  |  |  |
| --- | --- | --- |
| **Skills and experience** | **Essential** | **Desirable** |
| An ability to work effectively as a member of a team to make collective decisions | ✓ |  |
| Strategic vision and planning |  | ✓ |
| A knowledge of the remit of the Association | ✓ |  |
| Event organisation |  | ✓ |
| Chairing meetings  |  | ✓ |
| Presentation skills |  | ✓ |
| Time management | ✓ |  |
| Problem solving and decision making | ✓ |  |
| Delegation skills | ✓ |  |
| Risk management | ✓ |  |
| Leadership skills |  | ✓ |
| Performance Evaluation (of self and others) |  | ✓ |
| Governance |  | ✓ |
| Meeting preparation and participation |  |  |
| Relationship development |  |  |

**Training is available to help you achieve these skills and support will be provided.**

|  |  |  |
| --- | --- | --- |
| **Qualities** | **Essential** | **Desirable** |
| Able to delegate when appropriate | ✓ |  |
| Organised and methodical | ✓ |  |
| Have a good knowledge of the governance of the Association | ✓ |  |

# TERMS OF REFERENCE FOR AUDIT AND RISK COMMITTEE

**Summary**

The remit of the Audit and Risk Committee (ARC) is to ensure the Board of BSAVA is managing the affairs of the Association in accordance with the strategic objectives of Council. The Risks facing the Association are documented in the Risk Register. The attitude of the Association to Risk and its management is documented in the BSAVA Risk Management Standard.

1. **Committee Membership**

1.1 The members of the ARC shall be appointed by Council on the recommendation of the Board and in consultation with the committee Chair. The committee shall be made up of at least three members.

1.2 Only committee members have the right to attend committee meetings. However, other individuals such as the President, Officers, Chief Executive, Finance Officer or external advisers may be invited to attend all or part of a meeting as appropriate.

1.3 Council shall appoint the committee Chair on the recommendation of the Board. The Chair shall be independent of Council. In the absence of the Chair, one of the remaining members of the ARC shall chair the meeting.

1. **Secretary**

2.1 The Association Secretary or their nominee shall act as the secretary of the ARC.

1. **Quorum**

3.1 The quorum necessary for the transaction of business shall be two members.

1. **Frequency**

4.1 The ARC shall meet at least three times a year at appropriate times in the reporting and auditing cycle and otherwise as required.

1. **Notice**

5.1 Meetings of the ARC shall be called by the secretary at the request of committee members, Council or the external auditors.

5.2 Unless otherwise agreed, notice of each meeting along with an agenda and copies of the relevant documents will be circulated no later than five working days before the meeting.

1. **Minutes**

6.1 The secretary shall minute the proceedings and resolutions of the ARC including recording the names of those present or in attendance.

6.2 At the beginning of the meeting the secretary shall ascertain the existence of any conflict of interest and minute them accordingly.

6.3 Minutes of the meeting shall be circulated promptly to members of the ARC, the Board and Council, unless a conflict of interest exists.

1. **Annual General Meeting**

7.1 The Chair of the ARC shall attend the AGM prepared to respond to any members’ questions on the committee’s activities.

1. **Duties**

8.1 Financial Reporting

8.1.1 The ARC shall monitor the integrity of the financial statements of the Association including its annual report, interim management statements and any other formal announcement regarding its financial performance, reviewing significant financial reporting issues and judgements they contain.

8.1.2 The ARC shall review and challenge where necessary:

8.1.2.1 The consistency of and any changes to accounting policies.

8.1.2.2 The methods used to account for significant or unusual transactions where alternative approaches could have been used.

8.1.2.3 Whether the Association has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor.

8.1.2.4 The clarity of disclosure in the Association’s financial reports and the context in which statements are made.

8.1.2.5 All material information presented with the financial statements.

8.2 Internal controls and risk management

The ARC shall:

8.2.1 Recommend to Council the Risk Management Standard (RMS) and monitor its adoption throughout the Association

8.2.2 Monitor and review the internal controls, operational suitability and effectiveness of policies, procedures and technologies used to support the RMS.

8.2.3 Monitor and report on compliance with regulatory requirements.

8.2.4 Review material breaches and ensure the Board has taken appropriate remedial action.

8.2.5 In conjunction with Council, review the effect on the Association’s risk profile of the findings of any audits commissioned by the ARC on behalf of BSAVA and follow up with the Board as appropriate.

8.2.6 Ensure appropriate account is taken of risk management issues and review management performance and responsiveness to agreed recommendations.

8.2.7 Review and approve the statements to be included in the annual report concerning internal controls and risk management.

8.3 Whistleblowing and Fraud

The ARC shall:

8.3.1 Review the Association’s arrangements for its employees to raise concerns in confidence regarding financial reporting or other matters. The committee shall ensure that investigation is proportionate and follow-up action is taken within a reasonable period.

8.3.2 Review the Association’s procedures for detecting fraud

8.3.3 Agree the policy for authorising claims for expenses from the CEO, Head of Finance and Officers.

8.4 Internal Audit

The ARC shall notify Council when it considers an internal audit should be conducted for compliance or any other reason.

8.5 External Audit

The ARC shall:

8.5.1 In conjunction with the Board, make recommendations to Council regarding the annual appointment of external auditors.

8.5.2 Oversee the relationship with the external auditor including (but not limited to):

8.5.2.1 Approval of fees to ensure an adequate audit is conducted.

8.5.2.2 Approval of Terms of Engagement.

8.5.2.3 Assessment of independence and objectivity taking into account the regulatory framework in which the auditors work.

8.5.5.4 Satisfying itself there are no conflicts of interest.

8.5.5.5 Monitoring the Auditor’s compliance with relevant ethical and professional guidance on audit partner rotation and ensuring that fee income is proportionate to the fees paid by the Association.

8.5.5.6 Assessing annually the effectiveness of the audit process which will include a report from the auditor on their own internal quality procedures.

8.5.3 Meet with the external auditor after the audit at the reporting stage without the presence of members of the Board to discuss their remit and any issues arising from the audit, including:

8.5.4 A discussion of major issues arising during the audit.

8.5.4.1 Any accounting and audit adjustments.

8..5.4.2 Levels of errors identified during the audit.

The committee shall also review the effectiveness of the audit.

8.6 Reporting responsibilities

8.6.1 The committee Chair shall report formally to the Board on its proceedings after each meeting and in writing to the Council before each Council meeting.

8.6.2 The committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

8.6.3 The committee will compile a report to members on its activities to be included in the annual report.

8.7 Other matters

The ARC shall:

8.7.1 Have access to sufficient resources to perform its duties

8.7.2 Be provided with any training required to perform its duties

8.7.3 Give due consideration to the guidance issued from time to time by the Charity Commission and the Companies Act.

8.7.4 Review its own performance at least annually.

1. **Authority**

The ARC is authorised:

9.1 To seek any information it requires from any employee or Officer of the Association to perform its duties.

9.2 To obtain, at the BSAVA’s expense, outside legal or other professional advice on any matter within its terms of reference.