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NATIONAL PROBATION SERVICE

AUDIT COMMITTEE HANDBOOK



NATIONAL PROBATION SERVICE
for England and Wales

Audit & Assurance Unit

CONTENTS

	Page
Foreword	2
POLICY PRINCIPLES FOR AUDIT COMMITTEES IN THE NATIONAL PROBATION SERVICE with explanatory notes	4
Principle 1 <i>On the principle of having an Audit Committee</i>	4
Principle 2 <i>On the role of the Audit Committee</i>	5
Principle 3 <i>On the Audit Committee relationship with the Board</i>	6
Principle 4 <i>On using non-executives of the Board</i>	6
Principle 5 <i>On independent external members</i>	7
Principle 6 <i>On the use of executives on the Audit Committee</i>	7
Principle 7 <i>On the size of the Audit Committee</i>	8
Principle 8 <i>On the Terms of Reference of the Audit Committee</i>	8
Principle 9 <i>On audit access to the Audit Committee</i>	9
Principle 10 <i>On meetings of the Audit Committee</i>	9
Annex 1 Model Terms of Reference for a Probation Area Audit Committee	11
Annex 2 Questions For The Audit Committee To Ask	13
Annex 3 Audit Committee Competency Framework	15
Annex 4 Précis Of Central Government Accountability, Audit And Governance Arrangements	16

FOREWORD

Originally produced by HM Treasury, and adapted for the National Probation Service (NPS) this Handbook was prepared to provide those responsible for establishing and appointing Audit Committees, and members of Audit Committees, with support in their respective roles. Each Probation Area will have its own Audit Committee and may be made up in different ways, this guide is intended to assist in ensuring Audit Committees in Probation Areas are both effective and follow best practice where possible.

It refers to the responsibility of the Accountable Officer (the Chief Officer) in establishing the Audit Committee. In the NPS the Audit Committee is established as a Committee of the Probation Board with a primary reporting line to the Board rather than to the Accountable Officer.

The contents of this Handbook are intended to help:

- Accountable Officers and Probation Boards work out the best arrangements for particular circumstances
- Audit Committees and individual members of Audit Committees reflect on their role and on the ways in which they function.

Both the HM Treasury and this Handbook are intended to offer “good practice guidance”, capable of practical interpretation into the Probation Service. They support implementation of the “Policy Principles for Audit Committees” (which were first promulgated under cover of DAO(GEN) 13/00, and which are now superseded by the further developed principles as set out in the HM Treasury upon which this handbook is based). In producing the handbooks consideration was given to the recommendation made in the Sharman Report (“Holding to Account – The Review of Audit and Accountability for Central Government”²) and the recommendations of the Higgs³ and Smith⁴ reports to the extent possible given the context of central government accountability structures.

The essence of the function of an Audit Committee in the National Probation Service is to support the Accountable Officer (and the Board) by monitoring and reviewing the risk, control and governance processes which have been established in the organisation, and the associated assurance processes. This is achieved by introducing an independent perspective and a process of constructive challenge, not to undermine the actions of the Accountable Officer or Board, but to help them to be fully assured that the most efficient, effective and economic risk, control and governance processes are in place and that the associated assurance processes are optimal. In addition, this prepares them for the formal accountability processes which they have to face (see paragraph 1.1 under policy principle 1). It is therefore important to draw the membership of the audit committee from those charged with governance who are also non-executives.

The role of the Audit Committee may differ in organisations which have a Risk Committee. However care should be taken to distinguish between the role of a Risk Committee, which is likely to have an executive function in the management of risk delegated to it and the role of the Audit Committee which by definition should have no executive function but should provide advice to the Accountable Officer or Board for executive decision on what action to take.

Readers should note that this handbook deals with the constitution and activity of Audit Committees; it does **not** provide guidance on the process for making appointments of non-

executives to the Board and independent external members to the Audit Committee nor does it provide guidance on the training and development of non-executives which is an important issue in its own right. More guidance on both these issues is available from the National Probation Directorate.

The reader should be pragmatic in the interpretation of this guidance and seek to develop their Audit Committee in a way which works towards the ideal as set out here whilst acknowledging the constraints which may prevent its achievement.

Roman Pronyszyn
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July 2004.

POLICY PRINCIPLES FOR AUDIT COMMITTEES with explanatory notes

1. On the principle of having an Audit Committee:

Audit Committees must be established in all Probation Areas (Local Probation Boards Standing Orders, April 2003).

- 1.1 Every Accountable Officer expects to be held to account in a variety of ways. Accounts are published, Statements on Internal Control are made, performance is measured, value for money is reviewed, the Ombudsman may investigate allegations of maladministration, and the Committee of Public Accounts may take evidence on reports from the National Audit Office or the Audit Commission.
- 1.2 Accountable Officers cannot know the detail of everything that is going on in the organisation – so they need a means of gaining assurance about what is going on, and further assurance about the robustness of the assurance mechanisms that are in place. Knowing that there are assurances available about the way in which the organisation is conducting its business, and knowing that these assurances are robust and reliable, is also the best preparation an Accountable Officer can have for being held to public account.
- 1.3 The main method of gaining these assurances is through an Audit Committee which carries out its work by reviewing and challenging the assurances which are available to the Accountable Officer, the way in which these assurances are developed, and the management priorities and approaches on which the assurances are premised. Whilst there is a range of detailed responsibilities which might be assigned to the Audit Committee, it is not the task of an Audit Committee to substitute for the executive function in the management of Internal Audit, risk management, corporate governance, stewardship reporting, control and risk self-assessment, or any other review or assurance function. However the Audit Committee should offer opinions or recommendations on the way in which such management is conducted. Care should especially be taken to avoid confusion between the role of an Audit Committee and that of a Risk Committee which could have a delegated executive authority to take risk management decisions.
- 1.4 As well as providing assurance to the Accountable Officer, the Audit Committee is also a useful mechanism for ensuring appropriate high level information on risk and control is brought to the Accountable Officer's attention. From the work it does, the Audit Committee will develop good knowledge of areas of weakness and strength in the organisation and of their significance. This can assist the Accountable Officer in identifying his or her priorities for action.

2. On the role of the Audit Committee:

The Audit Committee is appointed to support the Accountable Officer and the Probation Board in monitoring the corporate governance and control systems in the organisation. The objectivity of the advice given is enhanced if the Audit Committee is chaired by a non-executive or independent external member. (Model Terms of Reference are included at annex 1).

- 2.1 The Audit Committee supports the Accountable Officer by offering objective advice on issues concerning the risk, control and governance of the organisation and the associated assurances. It has no authority in its own right, over the operations of the organisation or those bodies which conduct audit and assurance work (including Internal Audit). It should, however, advise the Accountable Officer on the adequacy, and the appropriateness in the light of both known and emerging risks, of the work plans of those bodies, including Internal Audit, which conduct audit and assurance work.
- 2.2 The considerations of the Audit Committee are more likely to lead to objective advice if they are not being steered (i) by somebody with executive authority in the organisation, or (ii) by the person to whom the Committee is to give advice. A non executive member of the Board, not the Accountable Officer, should chair the Audit Committee; this does not in any way undermine either the authority or the accountability of the Accountable Officer for directing the organisation. It is also preferable that the Chair of the Audit Committee should not chair any other Board committees (to avoid potential conflict of interests).
- 2.3 From time to time the Audit Committee may help the Accountable Officer prepare for being held to public account by subjecting the Accountable Officer's executive decisions to constructive challenge in the sense of encouraging him or her to ensure that they can demonstrate that they have made the best possible decisions in the light of all available evidence. This is better achieved if the Audit Committee is not steered in its considerations by the Accountable Officer. This role for the Audit Committee is one of adding value by helping the Accountable Officer to ensure that good judgement has been exercised.
- 2.4 In departments and agencies the Audit Committee does not have a representative role on behalf of stakeholders⁵ (this is in direct contrast with the private sector where the Audit Committee has a role, through the board, on behalf of shareholders). However the Probation Area Audit Committees include Board members who are representative of the local community.
- 2.5 Members of the Audit Committee are bound by the Code of Conduct for Local Probation Board Members relating to disclosure of information and must respect their privileged position without which the audit committee cannot have free and frank discussions. If they consider the Accountable Officer has taken, or plans to take, an illegal action they should deal with the issue in accordance with the established policies of the organisation for handling such circumstances (see also the *NPS Management Statement and Financial Memorandum*)

3. On the Audit Committee relationship with the Board:

The Audit Committee should be a committee, or a sub-committee, of the Probation Board. The Audit Committee should corporately own an appropriate skills mix to allow them to carry out their overall function.

- 3.1 Accountable Officers in the NPS have a Board to support them in the corporate management of the organisation. These Boards play a significant role in developing the management strategy of the organisation. It is therefore appropriate that the work of the Audit Committee links closely to the work of the Board, particularly in understanding the management priorities and concerns of the Board.
- 3.2 There should therefore be a two-way link between the Board and the Audit Committee through an element of common membership. In the Probation Service all Audit Committee members are also members of the Board thus ensuring that the Audit Committee knows and understands the Board's priorities. The Accountable Officer may prefer that the Audit Committee formally reports back to them through the Board in order that the whole Board may consider the assurances and advice provided by the Audit Committee and an element of common membership helps ensure that Audit Committee views are properly represented in Board discussions. In any case the minutes of the Audit Committee should always be available to members of the Board. The Board / Audit Committee link is strengthened if the Board secretary also acts as the Audit Committee secretary (the practice of using a member of the Internal Audit team to act as Audit Committee secretary can give rise to conflict of interest, especially if the Committee decides to sit in private to discuss the performance of Internal Audit).
- 3.3 An Audit Committee requires a range of competencies to allow it to be effective in its functions. These competencies will include, at least, understanding the government environment and accountability structures; understanding of the function of the organisation; financial / accountancy skills; management skills. A more detailed listing is at Annex 3. It is also important that those appointed to the Audit Committee are provided with suitable induction training to allow them to understand the organisation and effectively contribute to the achievement of the Committee's Terms of Reference. New members of the Audit Committee should discuss their induction training needs with the Chair of the Committee.

4. On using non-executives of the Board:

The membership of the Audit Committee should be drawn from the non-executive members of the Probation Board.

- 4.1 In government departments and Executive Agencies, non-executives do not share the responsibilities of their private sector namesakes. Because there is no corporate structure it is not possible for non-executives to hold the executives "in check" in the same way as happens in the private sector; non-executives in government are differently motivated as they do not share in the corporate liability of the board as they would if they were Directors of a private sector company. The primary purpose in appointing a non-executive to the Board of a government organisation is to provide external advice and expertise in

association with independence of thought which informs the decision making processes of the Board.

- 4.2 Nevertheless, it is still the case that non-executive members of the Board are well suited to providing a bridge between the Board and the Audit Committee and to taking up the “challenge” function with a good knowledge of the priorities and concerns of the Board.
- 4.3 If there is a sufficient number of non-executives on the Board the Audit Committee should be formed entirely from non-executives (while taking account of the need for a suitable mix of skills and sufficient knowledge and experience of the organisation’s business). This is the preferable constitution to both enhance the objectivity and independence of the Audit Committee and gain maximum advantage from its work.
- 4.4 It is not the purpose of this publication to provide detailed advice on the appointment of non-executives. If consideration of Audit Committee and risk, control and governance issues leads an organisation to consider making appointments of non-executives to its Board where they do not already have established procedures for doing so, they should take note of NPD guidance and Cabinet Office guidance on public appointments⁶.

5. On independent external members:

Where there are insufficient non-executive Probation Board members, appropriate individuals should be sought for appointment as independent external members of the Audit Committee.

- 5.1 Within the Probation Service, Audit Committee members are drawn from the Board (all of whom are non- executives). This situation therefore should not arise.

6. On the use of executives on the Audit Committee:

Where there is a sufficiently large number of senior executive staff, the members of the Audit Committee with executive responsibility in the body (other than the Accountable Officer) should be rotated on an appropriate cycle (three years will generally be appropriate) to provide for objectivity in the long term and to avoid the development of any apparent “right” of a particular executive interest to be represented on the Audit Committee.

- 6.1 Within the Probation Service, Audit Committee members are drawn from the Board (all of whom are non- executives). It should not therefore be necessary to co-opt executive staff onto the Audit Committee.

7. On the size of the Audit Committee:

The number of members on the Audit Committee should be five. The Accountable Officer and the Board Treasurer should normally attend meetings, as should the Head of Internal Audit and the External Audit representative. Membership count should not include those who regularly attend but are not members of the Audit Committee.

- 7.1 The Audit Committee needs a sufficient number of members to ensure that an appropriate skills set is corporately established amongst its members (see 3.3 above). At the same time the Committee needs to be small enough to ensure that all members can participate actively in discussions.
- 7.2 The recommended size of the Audit Committee does not prohibit the Committee from seeking contributions from others when it considers that its work can be enhanced by seeking specialist support. For example, if a significant issue arises in Audit Committee discussions in relation to a specialist area of the organisations operations, the Committee may invite an appropriate specialist to join them for the purpose of ensuring that their discussions are appropriately and adequately informed. If such specialist advice has to be bought in for the Audit Committee, it should be at the cost of the organisation.
- 7.3 It is important that the Accountable Officer, the Board Treasurer, the Head of Internal Audit and the External Audit representative should regularly attend Audit Committee meetings (the Audit Committee may also ask other members of staff to attend so as to provide them with information to inform their considerations). Their participation in discussions is beneficial in informing the discussion among the full members of the Committee, in particular to brief the Committee on the detail behind papers which will have been prepared for it. However, the Committee may choose to ask particular executives not to attend for a particular item of business, or even to meet from time to time with only “full members” of the Committee present, to facilitate open discussion about a particular issue. For example, if the Committee wanted to discuss the strategy for management of the internal audit function, they would want to hear the Head of Internal Audit’s views but they may also wish to subsequently discuss what they have been told without the HIA being present. The Audit Committee may sometimes find it beneficial to discuss issues at the end of a meeting after those who are not members have withdrawn. This allows the Audit Committee to decide by themselves what they want to put on the record as their advice to the Accountable Officer.
- 7.4 It is beneficial if the Chair of the Audit Committee makes arrangements to meet with each of the Accountable Officer, the Board Treasurer, the Head of Internal Audit and the External Audit representative bilaterally at least once a year. This is widely accepted as being good practice.

8. On the Terms of Reference of the Audit Committee:

Audit Committees should have documented terms of reference approved by the Probation Board.

- 8.1 The exact role of the Audit Committee will depend on the particular circumstances of the Probation Area. For example, the role of the Audit Committee may vary depending on whether or not a separate Risk Management Committee has been established. It is therefore important that the Audit Committee knows exactly what its remit is, and how it

is expected to relate to, interface with, and receive information from other forums such as the Senior Management Team or a Risk Management Committee. A model Terms of Reference for the Audit Committee is provided at Annex 1.

- 8.2 The areas of responsibility listed in Annex 1 is not exhaustive – the Audit Committee may be given other roles (for example, considering the stewardship reports submitted by line managers, or considering the outputs from a strategic management programme of risk and control workshops)
- 8.3 Further guidance on the key questions which the Audit Committee might ask on the issues which it is required to consider is at Annex 2, ‘Key Questions for the Audit Committee to Ask’.
- 8.4 In order to be effective in these responsibilities the Audit Committee will need to possess a range of skills (see 3.3 above). A basic range of skills corporately required by an Audit Committee is at Annex 3.

9. On audit access to the Audit Committee:

The Head of Internal Audit and the senior member of the external audit team should have right of access to the Audit Committee.

- 9.1 The Audit Committee has to consider the planned activity and results of both internal and external audit work. It is possible that auditors may have concern about the way in which either the planning of their work is being subjected to influence by management or the way in which the results of their work is being handled by management. In addition, auditors, in particular internal audit, will have escalation procedures for addressing weaknesses which they have identified and which they seek to have corrected in order to allow them to give assurance that risks are appropriately controlled and managed. Both the Head of Internal Audit and the External Audit representative should have free access to the Chair of the Audit Committee in order to raise any such concerns which they may have. In this respect the Audit Committee adds value to the audit process by protecting the independence of the audit function and advising auditors on the way in which the Committee interprets the particular results arising from audit work and the related advice which they would give to the Accountable Officer.

10. On meetings of the Audit Committee:

The Audit Committee should meet regularly and normally at least four times a year.

- 10.1 Larger Probation Areas in particular will need four or more meetings of the Audit Committee in a year in order to cope with the workload. Some smaller Probation Areas with a smaller Audit Committee workload may find that three meetings are sufficient.
- 10.2 Much of the work of the Audit Committee can be related to particular times in the year. For instance consideration of proposed internal audit plans should be carried out when a specific audit plan has been developed and before the financial year begins, whilst consideration of an audit opinion as a contribution to preparing the Statement on Internal

Control can only be carried out once the audit opinion has been drafted which is likely to be some time after the end of the financial year.

- 10.3 In addition the quantity of work which the Audit Committee will have to carry out if it is to meet its obligations under Annex 1 is such that it is unlikely to be able to do so effectively if it has less than four meetings a year.
- 10.4 For guidance only, a potential core programme of 'seasonal' work for an Audit Committee which meets four times a year might be as set out below (the timings may vary depending on exactly when meetings take place and the faster closing initiative may impact on the programme as organisations bring forward the finalisation of their accounts). In addition to the seasonal work, the Audit Committee should expect to review the results of specific Internal Audit assignments which have been completed at each meeting.

Spring meeting

- Comment on the accounts for the year just finished prior to their finalisation and submission for audit.
- Advise on the content of the Statement on Internal Control for the year just finished, to be presented alongside the finalised accounts
- Review Internal Audit's finalised periodic work plan for the financial year just begun.

Summer meeting

- Consider Internal Audit opinion for the financial year just finished
- Consider (emerging) External Audit opinion for the financial year just finished.
- Discuss the implications of the result of the Accountable Officer's review of effectiveness of the system of internal control in relation to the SIC

Autumn meeting

- Consider progress report from Internal Audit
- Consider the External Audit management letter for the previous year and any emerging findings from the current interim / in-year work of External Audit
- Consider any residual actions arising from the previous year's work of both internal and external audit

Winter Meeting

- Advise on the internal audit strategy and the periodic work plan for the beginning of the new financial year, taking account of the framework set by the NPS Audit Committee.
- Consider areas in which the Committee will particularly promote co-operation between auditors and other review bodies in the coming year
- Re-visit emerging findings from auditors and review actions in response to the External Audit management letter
- Consider the Committee's own effectiveness in its work.

ANNEX 1

Model Terms of Reference for a Probation Area Audit Committee

The Probation Board will establish an Audit Committee to support him/her in his/her responsibilities for issues of risk, control and governance and associated assurance.

Membership

- The Audit Committee will consist of five non-executive members of the Board. The Board Chair cannot be a member of the Audit Committee.
- The Chair of the Audit Committee will be appointed by the Board.
- The Board / Audit Committee link is strengthened if the Board secretary also acts as the Audit Committee secretary.

Meetings

- The Audit Committee will meet at least four times a year. The Chair of the Audit Committee may convene additional meetings as they deem necessary.
- Agendas for meetings will be agreed with the Committee Chair and will be circulated, with supporting papers, to Committee members, the Board Chair and Chief Officer, and other attendees at least five working days in advance of the meeting.
- A minimum of 3 members of the Audit Committee will be present for the meeting to be deemed quorate.
- Audit Committee meetings will normally be attended by the Accountable Officer, the Board Treasurer, the Head of Internal Audit, and a representative of External Audit.
- The Audit Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- The Audit Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- The Accountable Officer may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Access

The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the Audit Committee.

Reporting

The Audit Committee minutes will be drawn up and presented, by the Committee Chair, to the next meeting of the Board.

Responsibilities

The Audit Committee will advise the Accountable Officer on

- the strategic processes for risk, control and governance and the Statement on Internal Control
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.
- the planned activity and results of both internal and external audit
- adequacy of management response to issues identified by audit activity, including external audit's management letter
- assurances relating to the corporate governance requirements for the organisation.

Information requirements

- The Audit Committee will be provided with:
 - For each meeting:
 - A report summarising any significant changes to the organisation's Risk Register
 - A progress report from the Head of Internal Audit summarising:
 - work performed (and a comparison with work planned)
 - key issues emerging from Internal Audit work
 - management response to audit recommendations
 - changes to the Periodic Plan
 - any resourcing issues affecting the delivery of Internal Audit objectives
 - As appropriate
 - The role and scope of Internal Audit
 - The Internal Audit Strategy
 - The Head of Internal Audit's Annual Opinion and Report
 - Quality Assurance reports on the internal audit function
 - The draft accounts of the organisation
 - The draft Statement on Internal Control
 - A report on any changes to accounting policies
 - External Audit's management letter
 - External Audit's annual plan
 - A progress report from the External Audit representative summarising work done and emerging findings.
 - A report on co-operation between Internal and External Audit and other review bodies
 - Consider and undertake such other matters as the Board may require (e.g. Business Plans, EEM Reviews)
 - HMIP and other review body reports

The above list suggests minimum requirements for the inputs which should be provided to the Audit Committee. In some cases more may be provided. For instance, it might be agreed that Audit Committee members should be provided with a copy of every Internal Audit assignment report, or with copies of management Stewardship Reports if these are used.

ANNEX 2

Key Questions Which The Audit Committee May Ask

This list of questions is not intended to be exhaustive or restrictive, nor should it be treated as a tick list substituting for detailed consideration of the issues it raises. Rather it is intended to act as a “prompt” to help an Audit Committee ensure that their work is comprehensive.

On the strategic processes for risk, control and governance:

- How is the organisational risk management culture generated, and is it appropriate?
- Is there a comprehensive process for identifying and evaluating risk, and for deciding what levels of risk are tolerable?
- Is the Risk Register an appropriate reflection of the risks facing the organisation?
- Is appropriate ownership of risk in place?
- How does management know how effective internal control is?
- Is risk management carried out in a way that really benefits the organisation or is it treated as a box ticking exercise?
- Is the organisation as a whole aware of the importance of risk management and of the organisation’s risk priorities?
- Does the system of internal control provide indicators of things going wrong?
- How meaningful is the AO’s annual ‘Statement on Internal Control’ and what evidence underpins it?
- Does the SIC appropriately disclose action to deal with material problems
- Have the implications of the results of the effectiveness review been discussed at Board level?

On the planned activity and results of both internal and external audit:

- Is the Internal Audit strategy appropriate for delivery of a positive reasonable assurance on the whole of risk, control and governance?
- Will the periodic audit plan achieve the objectives of the Internal Audit strategy, and in particular is it adequate to facilitate a positive, reasonable assurance?
- Does Internal Audit have appropriate resources, including skills, to deliver its objectives?
- Are there any issues arising from management not accepting Internal Audit recommendations and are agreed internal audit recommendations appropriately actioned?
- What assurance is there about the quality of Internal Audit work?
- Is there appropriate co-operation between the internal and external auditors and other review bodies?
- Does the organisation operate in a way that allows internal audit to achieve its planned activity?

On the accounting policies, the accounts, and the annual report of the organisation:

- Do the accounting policies in place comply with relevant requirements, particularly the Resource Accounting Manual?
- Has there been due process in preparing the accounts and annual report and is that process robust?

- Have the accounts and annual report been subjected to sufficient review by management and by the Accountable Officer and / or Board?
- When new or novel accounting issues arise how is appropriate advice on accounting treatment gained?
- Is there an appropriate anti-fraud and corruption (including whistle blowing) policy in place and are losses suitably recorded?
- Are suitable processes in place to ensure accurate financial records are kept?
- Are suitable processes in place to ensure fraud is guarded against and regularity and propriety is achieved?
- Does financial control, including the structure of delegations, enable the organisation to achieve its objectives with good value for money?
- Are there any issues likely to lead to qualification of the accounts?
- If the accounts have been qualified, is appropriate action being taken to deal with the reason for qualification?
- Are issues raised by the External Auditors given appropriate attention?

On the adequacy of management response to issues identified by audit activity:

- Are agreed procedures in place for monitoring progress with the implementation of recommendations?
- If management reject audit recommendations which the auditors stand by, are suitable resolution procedures in place?

On assurances relating to the corporate governance requirements for the organisation:

- Is the range of assurances available sufficient to facilitate the drafting of a meaningful Statement on Internal Control?
- Do those producing the assurances understand fully the scope of the assurance they are being asked to provide and the purpose to which it will be put?
- What mechanisms are in place to ensure the assurances are reliable?
- Are the assurances 'positively' stated (i.e. – premised on sufficient relevant evidence to support them)?
- Do the assurances draw out material weaknesses or losses which should be addressed?
- Does the Statement on Internal Control realistically reflect the assurances?

On the work of the Audit Committee itself:

- How does the Audit Committee know if it is being effective in achieving its terms of reference and adding value to corporate governance and control systems of the organisation?
- Is the Audit Committee content that it has the appropriate skills mix?
- Is the Audit Committee content with its level of understanding of the purpose and work of the organisation?
- Is the Audit Committee content that it has sufficient time to give proper consideration to its business?
- Is the Audit Committee content that it is avoiding any conflict of interest?
- Is there evidence of the Audit Committees advice having an impact on the organisation?

ANNEX 3

Audit Committee Competency Framework

All members of the Audit Committee should have, or acquire as soon as possible after appointment:

- Understanding of the objectives of the organisation and current significant issues for the organisation
- Understanding of the organisation's structure, including key relationships such as that with a sponsoring department or a major partner
- Understanding of the organisation's culture
- Understanding of any relevant legislation or other rules governing the organisation
- Broad understanding of the government environment, particularly accountability structures and current major initiatives.

The Audit Committee should corporately possess:

- Knowledge / skills / experience (as appropriate and required) in:
 - Accounting
 - Risk management
 - Audit
 - Technical or specialist issues pertinent to the organisation's business
- Experience of managing similar sized organisations
- Understanding of the wider relevant environments in which the organisation operates
- Detailed understanding of the government environment and accountability structures.

ANNEX 4

PRECIS OF CENTRAL GOVERNMENT ACCOUNTABILITY, AUDIT AND GOVERNANCE ARRANGEMENTS

This annex is primarily intended to help those coming to Audit Committee responsibilities from outside government to grasp some of the relevant key issues in the government environment. It summarises, for easy reference, the key issues in central government accountability and audit structures. It does not substitute for, or supersede, Government Accounting or any other extant Treasury manuals or instructions; it is solely intended to provide a convenient and generalised summary to assist the reader in understanding the environment.

ACCOUNTABILITY

Normally the Permanent Secretary or Chief Executive of a government organisation is also appointed as the “Accountable Officer” (AO). The AO is individually and personally accountable for achieving good value for money, regularity and propriety in the administration and operation of the organisation 7 .

In departments and Executive Agencies, there is no legal or statutory corporate structure to senior management, unlike the private sector in which the Directors are individually and severally accountable and liable for the decisions of the Board. Management Boards in these bodies are essentially tools of the AO and are more akin to private sector “Executive Committees” than to private sector Boards. Although responsibilities will have to be delegated by the AO to other senior managers, formal accountability cannot be delegated or shared.

In NPS and NDPBs there will be a Board for which the legal responsibilities and liabilities will be set out in the legislation establishing the body. (Some NDPBs are registered Companies or Charities, in which case other legal responsibilities will attach to board members.)

AOs are held to account by Parliament through the Committee of Public Accounts, usually in response to reports prepared by the National Audit Office (see below). Similarly the accounts and associated statements that they prepare are laid before Parliament. There is no direct equivalent of the private sector annual shareholders meeting at which the Board is held to account by the shareholders.

An important boundary to the responsibility of the AO lies in the area of policy formulation. There is a separation between the policy *decisions* made by the Minister and the policy *advice* provided by the AO. If the AO considers a decision made by the Minister would represent poor value for money, they can request written direction to proceed with the policy which moves accountability for any consequences from the AO to the Minister (the issue of a direction instigates a review by the National Audit Office of the circumstances – see below). Ministers are held to account by Parliament through the relevant Select Committee. This contrasts with the private sector arrangements whereby the Board will normally be accountable for all aspects of policy decisions.

THE ROLE OF NON-EXECUTIVES

Government departments and Executive Agencies may choose to appoint non-executives to their Board and/or independent external members to their Audit Committee. In the private sector non-executives have a clearly defined role of acting as a ‘check’ on the executive whilst also having a liability for the corporate actions of the Board. Because government departments and Executive Agencies have no comparable corporate Board structure non-executives are more like external advisors or consultants. Their role is to provide an effective “challenge” function to the executive. Guidance on the appointment and liabilities of non-executives is currently being developed by the Cabinet Office.

AUDIT

Every AO is required, by Government Accounting, to make suitable provision for Internal Audit in accordance with the “Government internal Audit Standards”. This provision may be made through an in-house team or the function may be bought in under contract. In NPS the service is provided by the The Home Office Audit & Assurance Unit. Internal Audit is therefore mandatory in central government organisations. Generally speaking, the External Auditor for departments and Executive Agencies is the Comptroller and Auditor General (C&AG) whose establishment is the National Audit Office. The G&AG is an officer of, and reports to, Parliament. There is consequently no role for the Audit Committee in recommending the appointment of external auditors. As well as certification of accounts, the C&AG investigates the circumstances in which Ministers have issued written directions to AOs, and may choose to conduct value for money studies into the activities and operations of government organisations.

GOVERNANCE

Although central government organisations have no corporate structure, AOs are required to make governance statements (a “Statement on Internal Control”) alongside their accounts. These statements are modelled on the Stock Exchange’s requirements in their Combined Code, and mirror and adapt the relevant guidance produced by the Turnbull Committee as far as possible and practicable. Detailed guidance on the requirement for governance statements has been produced by the Treasury ⁸ and is supported by strategic guidance on the implementation of business risk management processes.⁹

Although there is great similarity in governance statements in central government and in the private sector, there are subtle but significant differences. Whilst both are designed to deliver assurance that assets are protected and robust processes are in place for assessing and taking business risks, those of the private sector are focussed on maximisation of shareholder value whilst those in central government are focussed on delivering the public service objectives (within the policy set by Ministers) of the organisation with good value for money, regularity, and propriety.

¹ See <http://www.cabinet-office.gov.uk/agencies-publicbodies/guidepts/docs/NDPB%20GUIDE%202000.pdf>

² See http://www.hm-treasury.gov.uk/documents/public_spending_and_services/audit_and_accounting/pss_aud_sharman.cfm

³ See http://www.dti.gov.uk/cld/non_exec_review/pdfs/higgsreport.pdf

⁴ See <http://www.frc.org.uk/publications/content/ACReport.pdf>

⁵ This is a particular issue which may be different in NDPBs where the Board is appointed by Ministers. The exact circumstances for the establishment of the body will have to be considered.

⁶ See <http://www.cabinet-office.gsi.gov.uk/public/Default.htm>.

⁷ For more detail see “Responsibilities of an Accountable Officer” published by HM Treasury.

⁸ Government Accounting – Chapter 21 “Risk Management and the Statement on Internal Control”

⁹ “Management of Risk – A Strategic Overview”.