

British Tourist Authority Audit and Risk Committee Terms of Reference

1. Introduction

- 1.1. The British Tourist Authority Board (“the Board”) has established the Audit and Risk Committee (“the Committee”) to support it and the Accounting Officer in their responsibilities for risk management, internal control, governance arrangements. It functions as a Committee of the Board and its responsibilities cover both VisitBritain and VisitEngland.

The Committee’s Terms of Reference incorporate the terms and guidance contained in the Management Agreement with the Department for Digital, Culture, Media and Sport (DCMS), [Cabinet Office Guidance for Non- Department Public Bodies](#), [HM Treasury’s Managing Public Money standards](#), and [HM Treasury’s Audit & Risk Assurance Committee Handbook](#).

2. Membership

- 2.1. The Committee shall comprise of up to five members. At least two shall be members of the Board and at least one shall be from the VisitEngland Advisory Board (which shall have the option to appoint a second member at any time). There shall also be an option to include one independent external professional with recent and relevant finance, accounting or audit experience.
- 2.2. Appointments of members to the Committee are approved by the Board.
- 2.3. The Board member to Chair the Committee is approved by the Board.
- 2.4. The term of service for Committee members are for an initial period of 5 years, with second term appointments requiring approval by the Board. Committee members may stand down at any time, and, with the exception of the independent external professional, whose terms and conditions of appointment set out how they can be removed, their service will discontinue, in any event, if they no longer serve as members of the Board and/or the VisitEngland Advisory Board.

3. Attendees

- 3.1. Members of the Committee will normally invite to attend their meetings the:

- Accounting Officer / Chief Executive;
- Director of Finance
- Deputy Director of Finance and/or Financial Controller;
- General Counsel & Company Secretary;
- Governance, Compliance and Risk Manager;
- Representative(s) of the Internal Auditors;
- National Audit Office (NAO) Director or Audit Manager;
- Representative of the Department for Digital, Culture, Media and Sport (DCMS) usually the

Finance Business Partner.

- 3.2. The Committee may ask any other member of staff to attend and assist with its discussions on any particular matter, and they are required to cooperate with the Committee in the conduct of its enquiries.
- 3.3. The Committee may ask any or all of those who are normally invited to attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 3.4. The Chair shall also have the discretion to invite to attend any meeting, others, such as those appointed as Observers to the BTA Board, who are considered to have relevant skills and experience, and/ or who might benefit from the experience for training or expanding their knowledge.

4. Responsibilities

4.1. The Committee's role is to:

- provide objective advice on issues concerning the risk, control and governance of BTA and associated assurances provided by internal and external audit and other processes;
- constructively challenge internal and financial controls to enable the organisation to achieve its objective with good value for money. Value for money is defined in Managing Public Money as ensuring that the organisation's procurement, projects and processes are systematically evaluated to provide confidence about suitability, effectiveness, prudence, quality, good value judged for the Exchequer as a whole, not just for the accounting officer's organisation.

4.2. The Committee will review and advise the Board and the Accounting Officer on the following matters:

- Strategic processes for governance, risk management and control and the Governance Statement
- the Annual Report and Accounts and Governance Statement including:
 - accounting policies are appropriate and comply with relevant requirements, particularly the HM Treasury's Financial Reporting Manual (FReM) and Management Agreement with DCMS, particularly when new or novel accounting treatments arise;
 - that there has been a robust process in place ensuring accurate financial records, regularity and propriety, and suitable recording of losses and special payments;
 - there has been sufficient review by management and the Accounting Officer before being reviewed and approved by the BTA Board;
 - management's letter of representation to the external auditors
 - adequacy of management response to issues identified in external audit's management letter
- up-holding standards of propriety in business and operations, including, but not limited to, compliance with the Whistleblowing Policy
- the effectiveness of systems and processes in assessing and achieving value for money

- the planned activity 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 audit, and implementation of internal audit recommendations and timescales
- the adequacy of the governance and internal controls framework including the processes for assessing, reporting, mitigating and owning business risks and their financial implications, and the capability of the internal reporting system to provide early warning of control failures and emerging risks
- the adequacy of assurance arrangements relating to the management of risk and corporate governance
- the appointment of Internal Auditors
- ensuring that appropriate policies are in place to support effective internal controls and corporate governance
- policies for counter-fraud, whistle-blowing and cyber and information security and arrangements for special investigations
- the performance of internal and external audit services
- that effective risk management processes are in place and operate as intended
- consider such other topics and oversee other activities, as requested by the Board or suggested by the Accounting Officer

5. Rights

5.1. The Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;
- procure specialist ad-hoc advice at the expense of BTA, subject to budgets agreed by the Board.

6. Access

Representatives of the Internal Auditors and representatives of External Audit will have free and confidential access to the Chair of the Committee and may periodically have private meetings with him/her to review specific issues and matters overall.

7. Meetings

7.1. The Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings, as he/she deems necessary.

7.2. The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

7.3. Papers will be distributed to Committee members at least one week in advance of the meeting.

8. Quorum

8.1. A minimum of three members of the Committee, one of which must be the Chair or their nominee, must be present for any meeting to be deemed quorate.

9. Secretary

9.1. The Secretary to the Committee is the Director of Finance.

10. Minutes of meetings

10.1. The Secretary will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.

10.2. Notes of the meeting will be circulated to the Chair one week after the Committee meeting to support the Chair update to the Board.

10.3. Minutes of the meeting shall be circulated within seven working days of the Committee to the Chair, once cleared by the Chair will be issued to all members and attendees and added to the papers of the Board meeting following the Committee.

10.4. The minutes of its meeting shall be formally approved by the Committee at its next meeting.

11. Information requirements

11.1. For each meeting the Committee will be provided with a:

- copy of the Corporate Risk Register and a report summarising any significant changes to the Risk Register,
- progress report from the Head of Internal Audit summarising work done compared to the plan, key issues emerging, management response to audit recommendations, changes to the agreed internal audit plan and any resourcing issues affecting delivery of the objectives of internal audit
- a report summarising any litigation against BTA or events of whistleblowing made pursuant to the Whistleblowing Policy and where relevant any lessons learned;
- a report on single tender actions, the procurement pipeline of upcoming contracts, all Gold contracts and contracts greater than £5 million to support the Board as per the requirements set out in the Delegation of Authority policy;
- copy of the most recent Register of Interests
- a schedule of all BTA policies outlining the relevant forum responsible for reviewing each including review periods and dates.
- progress report (written or verbal) from the External Audit representative summarising work done and emerging findings

11.2. The Committee will also be provided with the following in a timely manner to permit proper scrutiny as required by the Committee:

- proposals for the review of terms of reference of internal audit / the internal audit mandate and charter;
- the internal audit strategy;
- the head of internal audit's annual opinion and report;
- quality assurance reports on the internal audit function;
- the draft annual report and accounts of the organisation;
- the draft Governance Statement;
- a report on any changes to accounting policies;
- an update on co-operation between internal and external audit;
- the organisation's Risk Management appetite and strategy
- the External Auditors Audit Planning report, Audit Completion Report and management letter;
- Any other reports that may be required from time to time.

12. Reporting

- 12.1 The Committee will provide the Board with an annual report its work at the same time as the Annual Reports and Accounts for approval.
- 12.2 After each Committee meeting the Chair will report to the Board identifying significant matters for their attention and providing the most recent minutes reviewed by the Committee.
- 12.3 In relation to any whistleblowing cases, in accordance with the Whistleblowing policy, these are reported to the Chair of the Remuneration and People Performance Committee (RPC). In the event of a whistleblowing event occurring, the RPC Chair shall discuss with the ARC Chair the content of each report to the Committee, to ensure a balance between transparency and avoiding action or disclosure of information prejudicial to any ongoing investigation.

13. Review

- 13.1 Terms of Reference will be reviewed annually by the Committee and any changes approved by the BTA Board.
- 13.2 The Committee will undertake a review of its own effectiveness at least annually and report the results to the Board

Audit & Risk Committee review	January 2025
BTA Board approval	28 th January 2025