

VisitBritain Audit Committee

Terms of Reference

19 April 2011

Introduction

The Board has established the Audit Committee as a Committee of the Board, to support them in their responsibilities for issues of risk, control and governance and associated assurance by:

- Reviewing the comprehensiveness of assurances in meeting the Board's / Accounting Officer's assurance needs;
- Reviewing the reliability and integrity of these assurances;
- Providing an opinion on how well the Board and Accounting Officer are supported in decision taking and in discharging their accountability obligations (particularly in respect of Financial Reporting).

The responsibilities of the Audit Committee cover both VisitBritain and VisitEngland

Membership

The Audit Committee shall comprise of up to five members, two of whom shall be members of the VisitBritain Board, one a member of the VisitEngland Board (which shall have the option to appoint a second member at any time), and one external audit professional.

Appointments to the Committee are approved by the VisitBritain Board.

The Secretary to the Audit Committee is the Director of Business Services.

Attendees

Audit Committee meetings will normally be attended by the Accounting Officer, the Director of Business Services, the Head of Internal Audit, and a representative of External Audit

The Audit Committee may ask any other staff and officials of VisitBritain and VisitEngland to attend to assist it with its discussions on any particular matter, and they are required to co-operate with the Committee in the conduct of its enquiries.

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 Chief Executive of VisitEngland is accountable to the Chief Executive of VisitBritain, and thereby to the Audit Committee, for the corporate governance of VisitEngland. Therefore the VisitEngland Chief Executive will attend meetings for all VisitEngland / shared business.

Access

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

Responsibilities

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference.

The Audit Committee will advise the Accounting Officer (or Board) 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 VisitBritain, 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 VisitBritain;
- (where appropriate) proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services;
- anti-fraud policies and whistle-blowing processes.

Periodic Reviews

The Audit Committee will periodically review VisitBritain and VisitEngland's risk registers and will also review its own effectiveness and report the results of that review to the Board.

Rights

The Audit 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 VisitBritain, subject to budgets agreed by the Board.

Meetings

- The Audit Committee will meet at least four times a year. The Chairman of the Audit Committee may convene additional meetings, as he/she deems necessary;
- A minimum of 2 members of the Audit Committee will be present for the meeting to be deemed quorate;
- The Board may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Information requirements

For each meeting the Audit Committee will be provided with:

- A progress report from the Head of Internal Audit summarising work done and emerging findings.
- A progress report from the External Audit representative summarising work done and emerging findings.
- A report on any significant changes to VisitBritain's Risk Register, plus an annual summary of changes.

As and when appropriate the Committee will also be provided with:

- Proposals for the Terms of Reference 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 VisitBritain;
- The draft Statement on Internal Control;
- A report on any changes to accounting policies;
- External Audit's management letter;
- A report on any proposals to tender for audit functions;
- A report on co-operation between Internal and External Audit.
- Such other standard reports as may be required from time to time.

Reporting

- The Audit Committee will formally report back in writing to Board after each meeting.
- The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Statement on Internal Control, summarising its conclusions from the work it has done during the year.

David Parkhill - 19 April 2011