

**APPOINTMENT OF
NON EXECUTIVE AUDIT &
GOVERNANCE COMMITTEE
MEMBER
(Voluntary, 4-5 days per
annum)**



Stratford
Town Trust

at the heart of our community

Stratford Town Trust has two vacancies for non-executive members of the Audit & Governance Committee each to serve for a three year term.

The Audit & Governance Committee is responsible for supporting the Board in its responsibilities relating to risk, control and governance.

The Trust wishes to recruit an individual with experience at Board or Committee level who has strategic insight, independent judgement, experience of risk management and the audit function.

If you believe you have the suitable experience and would like to play a key role in helping the Trust and the local community, please visit our website to download an information pack: www.stratfordtowntrust.co.uk/about/vacancies/

Tel: 01789 207111

E: admin@stratfordtowntrust.co.uk

Closing date: Friday 27 September 2019; interviews: 9 October 2019

Stratford Town Trust is a Registered Charity no. 1088521



Stratford
Town Trust

at the heart of our community

A registered charity

14 Rother Street

Stratford-upon-Avon

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T: 01789 207111

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APPLICATION FORM

Audit & Governance Committee Non Executive Member

I. Personal Details

Surname	
Forenames	
Address	
Trust Membership No.	
Telephone Number Home Mobile E-mail	

2. Career History including relevant voluntary work

Organisation	Position Held (including a brief description of duties/responsibilities)	Dates of Appointments

4. Professional Qualifications

Date	Nature/Level of Qualification	Awarding Institution

5. Please provide a short summary answering the question, “What can you bring to the Audit & Governance Committee of Stratford-upon-Avon Town Trust?”

To the best of my knowledge, the information given on this form is correct.

Signed Date

STRATFORD UPON AVON TOWN TRUST

AUDIT & GOVERNANCE COMMITTEE

TERMS OF REFERENCE

The Board has established an Audit & Governance Committee to support them in their responsibilities relating to risk, control and governance, and to advise the Board of Trustees on all matters relating to the Trust's constitution, Memorandum and Articles of Association, regulations and corporate decision-making processes.

1. Role of the Committee

Objectives

- (i) To keep under review the Town Trust's constitution, memorandum and articles, governance procedures and make recommendations to the Board.
- (ii) To monitor compliance with the reporting requirements to the Charity Commission and Companies' House.
- (iii) To oversee and agree arrangements for the Town Trust's Annual General Meeting.
- (iv) To take decisions concerning relationships with the Trust's membership and provide some parameters for the trustees to work within.
- (v) To review and approve changes to corporate policy.
- (vi) To review changes/creation of Terms of Reference for all Town Trust Committees
- (vii) To monitor the boundary of the parish of Stratford upon Avon and the impact this may have on the membership
- (viii) To provide the Board of Trustees with assurance that the risk management, governance and internal control systems are functioning effectively and to report when attention is required to improve them.
- (ix) To provide a direct channel of communication between the external auditors and (if and when appointed) the compliance review advisers with the Board of Trustees in ensuring that the external audit and compliance reviews are conducted in a thorough, efficient and effective manner. (In 2016 it was agreed that compliance review advisers would only be appointed on an ad hoc basis.)

2. Membership

The membership shall be three Trustees (selected by the Board) and two non-executive co-opted members, appointed by the Board of Trustees.

The Chairman should be nominated by the Committee annually and should normally be one of the non-executive members.

The non executive members (each term length is 3 years) are:
Andreas Flor, appointed 1st September 2012, chairman in 2013, 2015, 2017 and 2019 (reappointed for second term in September 2015 and extended for a further 12 months for benefit of continuity as recommended at June 2018 Board).

Sundash Jassi, appointed 1st February 2013, chairman in 2014, 2016 and 2018 (reappointed for second term in February 2016 and extended for a further 12 months for benefit of continuity as recommended at June 2018 Board).

Secretarial support is provided by the Head of Finance. All meetings are usually attended by the Chief Executive.

Other attendees, as required from time to time, are representatives from the External Auditors and compliance review advisers.

Other Trustees who are not members of the Audit & Governance Committee shall be entitled to attend meetings, but cannot vote on matters.

3. Quorum

Quorum is **3** members of the Committee, including at least one non-executive member (reserve members can be called upon, in exceptional circumstances).

If, through reason of conflict of interest, a meeting is inquorate, then the remaining non-conflicted members shall have the authority to make the decision, unless it is a significant decision and in such situations, then the decision would be passed on to the Board. (Board decision November 2016 'Conduct of Meetings').

4. Reporting

Minutes should be circulated after each meeting, and the Chairman should report in summary the decisions to the main Board at the next Board meeting.

The minutes of the Audit & Governance Committee meetings shall be included in the Appendix to the board papers of the following Board Meeting.

5. Responsibilities

Functions and authority

- (i) To review on at least an annual basis the Town Trust's constitution, memorandum and articles, governance procedures and make recommendations to the Board for amendments or additions
- (ii) To ensure all the Trustees are aware of any changes or new publications and regulations issued by the Charity Commission and Companies' House, which the trustees and trusts need to adopt.
- (iii) To oversee and agree arrangements for the Town Trust's Annual General Meeting.
- (iv) To ensure the Trust adopts all new legislation in the correct manner and on a timely basis

- (v) To take decisions concerning relationships with the Trust's membership and provide some parameters for the trustees to work within.
- (vi) To review and approve changes to corporate policy.
- (vii) To review changes/creation of Terms of Reference for all Town Trust Committees
- (viii) To monitor the boundary and the membership
- (ix) To advise the Board on:-
 - a) The strategic processes for risk, control and the Statement of Internal Control
 - b) The planned activity and results of both external audit and the compliance review;
 - c) The external auditors' reports on the completion of the annual audit, their findings and recommendations, and the implementation of those recommendations;
 - d) Adequacy of management response to issues identified by both external audit and the compliance review;
 - e) The accounting policies, the accounts, and the annual report for 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;
 - f) Processes and procedures
- (x) To recommend to the Board of Trustees the appointment of the external auditors, including working with management to:
 - a) Review the performance of the external auditors
 - b) Set the fees for statutory and non-audit work
 - c) Set in process, if required, the rotation of audit partners or change of auditors.
- (xi) Along with management, to review the performance of a compliance review adviser (if and when appointed), and to approve the fees and terms of reference for the compliance review adviser.
- (xii) To request the external auditors/compliance review adviser to undertake specific audit projects and to inform the Board of Trustees of that intention.
- (xiii) To commission ad hoc investigations, if required, in conjunction with the Chief Executive, or Chairman of the Board, as appropriate.
- (xiv) Recommend compliance review adviser for appointment by the Board.
- (xv) When an external compliance adviser is appointed recommend the fees to be paid to the compliance review adviser, for approval by Board.
- (xvi) Recommend compliance review strategy to the Board for its approval.
- (xvii) Monitor occurrence of fraud & error

6. Meetings

Normally held four times a year. The main items to be considered at the meetings are:

February

- Register of recommendations
- Risk Register
- Review Trust's constitution, memorandum and articles, governance procedures and make recommendations
- Change in legislation or Charity Commission regulations

- Agree high level arrangements for AGM, including whether there is a need for any special resolutions
- Review and approve any changes to corporate policies
- Monitor boundary and consider if this has implications on membership
- Fraud & Error update

April/ May (joint with FIP Committee)

- Year end external audit clearance
- Draft statutory accounts
- Fraud and error update

Summer

- Review of any compliance review performed in year to date
- Register of recommendations
- Review of Committee Terms of Reference
- Review of processes & procedures
- Review and approve any change to corporate policies
- Risk Register
- Change in legislation or Charity Commission regulations
- Fraud & Error update

Autumn

- Review rest of compliance review work
- Register of recommendations
- Annual review of Board effectiveness
- Change in legislation or Charity Commission regulations
- Risk management policy review
- Risk register
- Review of requirement for compliance adviser and if appointed in year review of their annual report including plan for next year
- External auditor's audit plan
- Potential year end auditing issues
- Fraud & error update

The Audit & Governance Committee may meet the external auditor in private session at least once a year to ensure that there are no unresolved matters or concerns. This would normally occur following the audit. Both the compliance review adviser and external auditors have the right to meet with the Chairman of the Audit & Governance Committee to raise any matters which are not resolved satisfactorily with management.

The Chairman of the Committee may call additional meetings if necessary.

The Audit & Governance Committee may ask any other officials of the organisation to attend to assist it with its discussions on a particular matter.

7. Special Powers of the Non-executive members

As set out in the "specification for Non Executive member sitting on the Audit & Governance Committee", the non-executive members should be furnished with the same level of information as provided to Trustees, including Board packs, minutes of Committee meetings, etc. The non-executive members are also entitled to request ad hoc information from the executive or Trustees, to enable them to fulfil their role. Such requests for information should be made via the Chief Executive.

The non-executive members have the power to attend all board meetings and any committee or other meeting that is concerned with any aspect of the Trust's business at any time. Feedback from attendance would be provided at the next Audit & Governance Committee meeting under a standard agenda item to enable the Committee to consider any issues as deemed necessary.

At May 2017 Board it was agreed that the non-executive audit members would have involvement in the process of conflict management, such that the final step in any trustee failure to manage conflict of interests would fall under the auspices of the non-executive audit members. For more details refer to the updated Conflict Management Policy.

8. Proceedings at meetings

The proceedings at meetings will be carried out in accordance with the document "Instructions Regarding the Conducting of Meetings".

9. Performance Review

The Audit & Governance Committee will make recommendation to the Board as to whether the annual effectiveness review will relate to the Board only or the committees also. Following a request the Audit & Governance Committee will review its own performance against set criteria on an annual basis.

Reviewed & approved June / July 2019

Stratford-upon-Avon Town Trust

Specification for Non Executive member sitting on Audit & Governance Committee

Specified purpose for which support is required (the Specified Purpose)

- To ensure that a sound system of internal control is maintained
- Evaluate governance and risk management
- Ensure Trustees bring independent judgement to bear on issues of strategy, performance and resources including key appointments and standards of conduct
- Ensure that Audit & Governance Committee remains properly constituted and effective

Confidentiality

Confidential Information is all information of a confidential and commercially sensitive nature whether written, aural, in electronic or other form, given by the Trust to **the non-executive Audit & Governance Committee member**. It must only be used for the Specified Purpose as set out herein. It must not be disclosed in whole or in part to any third party or used for any other purpose without first obtaining the written consent of the Trust. All Confidential Information must be returned to the Trust immediately upon demand. The Audit & Governance Committee Member hereby undertakes to take all reasonable precautions to ensure that the Confidential Information (other than that which is currently in the public domain) is kept secure and safe to prevent unauthorised access. The Audit & Governance Committee member hereby agrees to notify the Trust immediately in the event of any unauthorised access to or distribution of the Confidential Information and to co-operate with the Trust to limit the actual or potential damage caused by such unauthorised disclosure.

Terms of reference for Audit Committee

To review the appropriateness of these.

Routine information to be received

- Board Pack (including minutes of Committee meetings and all Papers that go in the pack)
- Other papers as requested from time to time
- Minutes of any special/ad hoc working groups as required from time to time
- Committee diary
- Terms of Reference for all Committees
- Timetable of board meetings
- Any other Papers or formal reports as required from time to time

Reporting to

The full board on Audit & Governance Committee matters.

Reporting frequency

As necessary in accordance with Audit & Governance Committee requirements.

Powers

To attend all board meetings and any committee or other meeting that is concerned with any aspect of the Trust's business at any time.

Agreement to terms

I agree to the terms stated above

Signed

Date.....