



## **Audit Committee Terms of Reference**

**Approved by Ard Chomhairle on 08/07/2020**

### **1. Overview**

The purpose of the Audit Committee is to assist Ard Chomhairle to fulfill its audit and oversight responsibilities in relation to its financial reporting obligations, internal control systems, risk management systems and external audit functions.

This will ensure that the Association is compliant with:

- Sport Ireland's Code of Practice for Good Audit of Community, Voluntary and Charitable Organisations (CVC)
- Sport NI audit requirements
- Donor and commercial partner requirements
- Good practice for non-profits in general
- Legislative and Regulatory requirements

### **2. Membership**

1. The Audit Committee is a committee of Ard Chomhairle
2. The Terms of Reference of the Audit Committee must be approved and ratified by Ard Chomhairle
3. The committee shall be comprised of no more than five members.
4. Appointments to the Audit Committee will be nominated by the Uachtarán and ratified by Ard Chomhairle. Uachtarán shall nominate the Committee Chair subject to ratification by Ard Chomhairle. However in putting forward candidates for ratification by Ard Chomhairle, the Uachtaran must ensure that no nominee will have sat for more than 6 consecutive years on the same committee. No more than three external members may sit on the Audit Committee. External members will be appointed based on their expertise. External members of the Committee must be independent on appointment and may not be current or former members of the Camogie Association. If they cease to be independent, they will be obliged to step down at the next Committee meeting.

5. Appointments to the committee will be for a period of three years and will take place on a three-yearly cycle to coincide with incoming Uachtarán taking office. In making appointments to the committee, Ard Chomhairle shall ensure there is adequate continuity from one three year cycle to another. At least 50% of the Audit Committee members should continue from one Uachtarán's three-year cycle to another to assist continuity and in retaining Association memory.
6. Only members of the committee have the right to attend committee meetings. However, other individuals such as the Ard Stiurthóir, Finance Manager, other members of management and external advisers may be invited to attend for all or part of any meeting on an ex-officio basis, as and when appropriate. Ex-officio attendees will not have any voting rights.
7. In the event that a committee member resigns before the end of his / her term, Uachtarán will have the power to co-opt a replacement(s).

**Note** – To be considered as an independent member of Ard Chomhairle, he / she must not have:

- a. Had any professional or other contractual relationship with the Association at any time over the last five years
- b. Been employed by the Association at any time
- c. Had any familial relationship with any current Ard Chomhairle member or member of staff
- d. Been in receipt of any fees or income from the Association at any time over the last five years
- e. Been a member of the RMC for the last 5 years.

### **3. Secretary**

1. The secretary shall be appointed by the committee. The secretary of the committee will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration of all matters on the agenda.

### **4. Quorum**

1. The quorum necessary for the transaction of business shall be at least three. For a meeting to be considered quorate the Chair must be present.

### **5. Meetings**

1. The committee shall meet at least twice a year and otherwise as required.

### **6. Notice of meetings**

1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than seven working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time. The Chair can waive the notice period, providing a majority of the committee agree.

## **7. Minutes of meetings**

1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance
2. Draft minutes of committee meetings shall be circulated promptly to all members of the Audit Committee. Once approved, minutes should be made available in physical form or through a link to a digital repository to all other members of the Ard Chomhairle.

## **8. Annual Congress**

1. The committee chair should attend and report to the Annual Congress on his / her stewardship of the Audit Committee for the previous twelve months and to answer any member's questions on the committee's activities.

## **9. Duties**

### **9.1 Financial reporting**

1. The committee shall monitor the integrity of the financial statements of the Camogie Association including its annual reports, management accounts and other formal statements relating to its financial performance. It shall review and report to Ard Chomhairle on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.
2. In particular, the committee shall review and challenge where necessary:
  - a. the application of significant accounting policies and any changes to them;
  - b. the methods used to account for significant or unusual transactions where different approaches are possible;
  - c. whether the Camogie Association has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements; and

- d. all material information presented within the financial statements, including the corporate audit statements relating to the audit and to risk management.
3. Where the committee is not satisfied with any aspect of the proposed financial reporting by the Camogie Association it shall report its views to Ard Chomhairle

## **9.2 Narrative reporting**

1. Where requested by Ard Chomhairle the committee should review the content of the annual report and accounts and advise Ard Chomhairle whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for members to assess the Camogie Association's performance, business model and financial strategy.

## **9.3 Internal controls and risk management systems**

The committee shall review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement.

## **9.4 Compliance**

1. The committee shall review the Association's financial systems and controls receive reports on non-compliance from the Ard Stiurthóir as and when required

## **9.5 Internal audit**

1. The committee shall from time to time consider whether there is a requirement for an internal audit or compliance function to monitor the adherence to the financial policies and internal controls of the Association.

## **9.6 External Audit**

The committee shall:

1. Consider and make recommendations to the Ard Chomhairle to be put to member's approval at Annual Congress, in relation to the appointment, re-appointment and removal of the Association's external auditor;
2. Develop and oversee the selection procedure for the appointment of the audit firm, ensuring that all tendering firms have access to all necessary information and Association nominees during the tendering process;
3. If an external auditor resigns, investigate the issues leading to this and decide whether any action is required;
4. Oversee the relationship with the external auditor. In this context the committee shall:

- a. Approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted;
  - b. Approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
5. Assess annually the external auditor's independence and objectivity taking into account relevant Irish law and good practice in this regards
6. Satisfy itself that there are no relationships between the auditor and the Camogie Association (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
7. Agree with Ard Chomhairle a policy on the employment of former employees of the company's auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;
8. Monitor the auditor's processes for maintaining independence, its compliance with relevant Irish law, regulation and other professional requirements
9. Assess annually the qualifications, expertise and resources, and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;
10. Evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor's communications with the committee;
11. Develop and recommend to Ard Chomhairle the Association's formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements.
12. The policy should include consideration of the following matters:
  - a. Threats to the independence and objectivity of the external auditor and any safeguards in place;
  - b. The nature of the non-audit services;

- c. Whether the external audit firm is the most suitable supplier of the non-audit service;
  - d. The fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
  - e. The criteria governing compensation;
13. Meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, meet with the external auditor without management being present, to discuss the auditor's remit and any recommendations / issues arising from the audit
14. Discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team
15. Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
- a. A discussion of any major issues which arose during the audit;
  - b. The auditor's explanation of how the risks to audit quality were addressed;
  - c. Key accounting and audit judgements;
  - d. The auditor's view of their interactions with senior management; and
  - e. Levels of errors identified during the audit;
16. Review any representation letter(s) requested by the external auditor before they are signed by the Treasurer;
17. Review the management letter and management's response to the auditor's findings and recommendations;
18. Review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee.

## **10. Reporting responsibilities**

- 1. The committee chair shall report to Ard Stiúrthóir on its proceedings after each meeting on all matters within its duties and responsibilities
- 2. The committee chair shall report annually to Ard Stiúrthóir on the status of the Association's audit, its policy and processes against best practice and relevant code

3. The committee shall make whatever recommendations to Ard Stiúrthóir it deems appropriate on any area within its remit where action or improvement is needed

## **11. Other matters**

The committee shall:

1. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required
2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members
3. Review its terms of reference annually and make recommendations for any changes to the Governance Committee
4. Arrange for periodic reviews of its own performance and, at least annually to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Arid Chomhairle for approval

## **12. Authority**

1. The committee is authorised by Ard Chomhairle to obtain, at the Associations expense, outside legal or other professional advice on any matters within its terms of reference subject to prior approval by Ard Chomhairle.

**Dated Terms of Reference Approved by Ard Chomhairle 08/07/2020**