

AUDIT GOVERNANCE AND RISK COMMITTEE TERMS OF REFERENCE

Last Updated: 7th March 2021

Last Approved by Board: 16th March 2021

1. COMPOSITION AND ATTENDANCE AT MEETINGS

The Audit Governance and Risk Committee (AGRC) is a sub-committee of the BF Board and as such shall be comprised solely of Directors of the Board.

The AGRC shall comprise at least three BF Directors (appointed by the Board, ensuring appropriate recent and relevant financial skills and experience are present). At least one Director will be Independent. The Chair of the Board should not ordinarily be a member of the audit committee.

The Chief Executive, Finance Director and a representative from England Fencing shall attend the meetings.

The AGRC will appoint a Chair from its members.

The Committee shall operate with a quorum of three directors.

No person other than the members of the Committee is entitled to be present at meetings but non-members may be invited by the Committee to attend.

2. ROLES AND RESPONSIBILITIES

The AGRC has particular responsibilities in relation to ensuring the adequacy of BF's financial reporting and internal controls.

Audit

- a) Ensure that BF publishes on the website audited annual accounts which:
 - comply with legal Requirements and recognised accounting standards;
 - give specific disclosure of income received from public investors and clearly account for the expenditure of such funding;
 - includes the remuneration (if any) paid to each of its directors
- b) Responsible for making a recommendation to the Board on the appointment, reappointment and removal of the external auditors
- c) Agree with the Board the level of remuneration of the external auditors

- d) Meet the external and internal auditors at least annually, without management, to discuss matters relating to its remit and any issues arising from the audits.
- e) Consult with auditors, reviewing with them all major points arising from the auditors management letters and the response thereto
- f) Review on the Board's behalf all recommendations and analysis of the auditors and advise the Board accordingly
- g) Monitor auditors' performance (to include any necessary discussions with them) and advise the Board accordingly.

Governance

- a) Advise the Board on all governance matters, to include BF structure and procedures and the appraisal of annual governance audit reports organised by Sport England
- b) Lead the implementation of the Governance Action plan to ensure that BF meet all governance standards required by BF funding bodies.

Risk Management

- a) Seek to satisfy itself that all internal controls and compliance environment within British Fencing is adequate, robust and effective including but not limited to performing an annual review of the risk management systems in place
- b) Regularly review the BF Risk Register, maintained on the AGRC's behalf by the CEO, and advise the Board and Executive team accordingly.

Budget and Financial Control

- a) Be entitled to receive information including management accounts, annual budgets and such further information in possession or control of the organisation regarding the financial condition and operations of the organisation
- b) On the advice of the BF CEO and Executive, recommend the annual budget to the Board; and monitor expenditure against budget, during the year, and advise the Board and/or Executive as appropriate;
- c) Review all management accounts and advise the Board accordingly
- d) Review any director statement in relation to financial position of BF before publication (including the Annual Report and Accounts) and as necessary take advice to be assured that the principles and policies adopted comply with statutory requirements and best practice accounting standards.
- e) Actively plan and monitor the financial position and performance of BF against the annually approved budget and at least a four-year financial forecast.

Legal and Compliance Control

Ensure that the Board members

- a) both individually and collectively understand the key legal and regulatory obligations (including those which are specific to sport national governing bodies) which affect the Board and BF; and

- b) BF has appropriate policies and procedures in respect of these obligations.

Financial Policies and Procedures

- a) Ensure that the Board adopts appropriate and proportionate finance policies and procedures
- b) Take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its directors, staff and volunteers (where relevant).
- c) Review and update all financial policies and procedures at least once every two years.

3. REPORTING

The AGRC Chair shall report formally to the Board on its proceedings after each AGRC meeting.

4. REVIEW OF TOR

The AGRC shall review annually its terms of reference and its effectiveness and shall recommend to the Board any changes required as a result of such a review.

5. FREQUENCY OF MEETINGS

The Committee will meet when appropriate, usually the week before Board Meetings. All AGRC meetings are convened by the AGRC Chair.

6. CURRENT COMPOSITION

4 Directors

Version History

Version Number	Date Updated	Updated by	Comments	Approved by NomCom/ AGRC	Approved by Board
vDraft	07/02/2017	GU	Updated in response to new UK Sport & Sport England Governance Code	04/07/2017	04/07/17 (approved)
V1.1	17/07/2017	GU	Changes after SE review	21/09/17	21/09/2017
V2.0	21/09/2017	GU	Removed change indicators and updated version number		21/09/2017
V2.0	-		Reapproved by Board		14/03/2019

V2.0	-		Reapproved by Board		17/03/2020
V2.1	07/03/2021	GU	Minor sp changes and re-approved by Board		16/03/2021