

KINGSTON UNIVERSITY
Board of Governors

Audit Committee

Terms of Reference

1.0 MEMBERSHIP

The Committee and its Chairman shall be appointed by the Board of Governors and must consist of members with no executive responsibility for the management of the institution. There shall be not less than three members of the Board appointed to the Committee. At least one member shall have a background in finance, accounting or auditing. A quorum shall be two Board members. The Board may, if it considers it necessary or desirable, appoint as Committee members persons who are not members of the Board who have particular expertise, but persons who are members of firms providing audit, banking, insurance or other services to the University may not be so appointed. No member of the Committee shall be a member of the Finance Committee. The Committee's Chairman shall be appointed by the Board at its first meeting in each year after 20 November.
(Board Minute 113.0/1993 refers)

2.0 CURRENT MEMBERS (as at January 2011)

Robert Green Chair
Tony Beadle
Bruce Fraser
John Ripley

3.0 QUORUM

Two Board Members
(Board Minute 113.0/1993 refers)

4.0 CLERK

Clerk to the Governors
(Board Minute 113.0/1993 refers)

5.0 NORMALLY IN ATTENDANCE

Finance Director
Deputy Finance Director
Head of Internal Audit
Senior Manager, Internal Audit
Head of Secretariat
Minuting Secretary

(The Vice-Chancellor normally attends the October meeting which considers the Financial Statements and External Auditors' report and management letter)

6.0 MEETINGS

The Committee meets at least three times per year.

7.0 TERMS OF REFERENCE

The duties of the Committee shall be:

- 1 To advise the Board on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.
- 2 To discuss with the external auditors before the audit commences the nature and scope of the audit.
- 3 To discuss problems and reservations arising from interim and final audits and any matters the external auditors may wish to discuss (in the absence of management, where necessary).
- 4 To consider and advise the Board on the appointment and terms of engagement of the internal audit service and Head of Internal Audit if any.
- 5 To review the internal audit plan, to consider major findings of internal audit investigations and management's response and to promote co-ordination between the internal and external auditors.
- 6 To keep under review the effectiveness of the risk management arrangements, internal control systems and, in particular, to review the external auditors' Management Letter, the Annual Internal Audit Report and management responses.

- 7 To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness and that the processes for reviewing value for money are sound and operating effectively.
- 8 To receive any relevant reports from the National Audit Office, HEFCE or other organisations.
- 9 To give an opinion on the University's systems for the management and quality assurance of data.
- 10 To oversee the institution's policy on fraud and irregularity, including being notified of any action taken under that policy.
- 11 To monitor the performance and effectiveness of external and internal auditors and to notify them in person accordingly.
- 12 To consider the annual financial statements including the auditors' formal opinion, the statement of members' responsibilities and the corporate governance statement.
- 13 To monitor at regular intervals the implementation by management of recommendations arising from internal audit reports, external audit reports and management letters.
- 14 To oversee arrangements made by the Vice-Chancellor for the internal audit service and the external auditors to examine the Kingston University Students' Union (KUSU) accounting records, as appropriate.
- 15 To consider the Audited Accounts of KUSU and make recommendations on them to the Board.
- 16 To advise the Vice-Chancellor, as appropriate.
- 17 To report, as appropriate, to the Board of Governors.