

## TERMS OF REFERENCE: WIRRAL EVOLUTIONS LTD: AUDIT AND RISK SUB COMMITTEE

Headings		Terms
1	Purpose	The Audit and Risk Sub Committee <b>purpose is to ensure the Company remains compliant in accordance with Financial Conduct Authority (FCA) 'The Code' standards</b> and is authorised by the Board to investigate any activity within its terms of reference
2	Accountability	The Audit and Risk Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference
3	Reporting	The Committee shall report to the Board on how it discharges its responsibilities and draw to attention any issues that require Board action in a timely manner
4	Principles	Each member agrees to work co-operatively to achieve the objectives of Wirral Evolutions Ltd adopting the following principles: <ul style="list-style-type: none"> <li>✚ Foster openness and productive debates amongst members</li> <li>✚ Apply independent thinking and objectivity</li> <li>✚ Promote continuous improvement and celebrate achievements</li> <li>✚ Embrace the values of inclusion and equality</li> <li>✚ Uphold Wirral Evolutions Ltd code of conduct principles in section 2</li> </ul>
5	Roles and responsibilities	<p><b>Financial Standards</b></p> <ul style="list-style-type: none"> <li>✚ To receive and review reports from internal and external audit, and officers of the Company</li> <li>✚ To seek assurance that there are effective internal control arrangements in place</li> <li>✚ To monitor the integrity of the financial statements and review the annual accounts, prior to submission to the Board</li> <li>✚ To oversee that there is a framework for accountability in place</li> <li>✚ Internal audit and external audit have direct access to the Chair of the Committee</li> </ul> <p><b>Management of Risk</b></p> <ul style="list-style-type: none"> <li>✚ To review the Management of Risk policy annually and make recommendations to the Board</li> <li>✚ To ensure that action is taken on risks and highlight any issues to the Board in a timely manner</li> </ul>
6	Membership, Recruitment and Selection	<ul style="list-style-type: none"> <li>✚ The Committee shall be appointed by the Board from its independent, Non-Executive Directors and shall consist of no less than two voting members not including the Chair of the Board</li> <li>✚ One of the members of the Committee will be appointed as Chair of the Committee by the Board</li> <li>✚ The Finance Manager and internal/external audit representatives will attend meetings</li> <li>✚ Other Non-Executives/managers may be invited to attend, particularly when the Committee is discussing areas of risk that call upon certain expertise or are relevant to a service area or Committee</li> <li>✚ Co-opted individuals may be recruited in response to specific challenges or opportunities to support the purpose of the Committee</li> <li>✚ Two voting members of the Committee will be required for quoracy</li> </ul>
7	Remuneration of membership	<ul style="list-style-type: none"> <li>✚ Remuneration forms part of the Non-Executive Directors contract</li> <li>✚ Travel and other reasonable expenses can be reimbursed in accordance with Wirral Evolutions expenses policy located in HR Rules and Regulations in section 4</li> </ul>
8	Declaration of interest and confidentiality	<ul style="list-style-type: none"> <li>✚ All members are too adhere with the Company's declaration of interest policy in section 4</li> </ul>
9	Administration and reporting arrangements	<ul style="list-style-type: none"> <li>✚ The Committee will meet at least three times a year at a suitable location</li> <li>✚ The Board, Audit and Risk Committee, internal audit or external audit may request an additional meeting</li> <li>✚ Agendas will be prepared and distributed by Business Support one-week prior to the meeting. Action notes will be prepared and distributed by Business Support, two weeks post the meeting</li> <li>✚ The Terms of Reference will be reviewed annually by the Board</li> </ul>