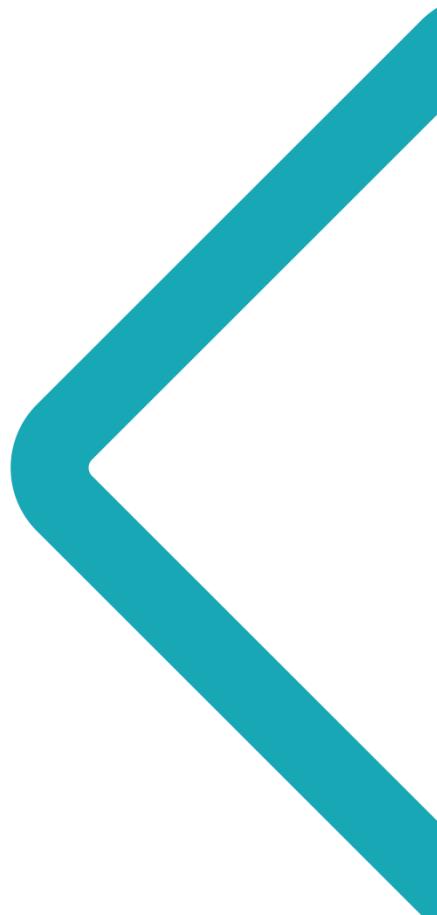


# **NHS Cheshire and Merseyside Integrated Care Board**

## **Audit Committee**

### **Terms of Reference**



**Document revision history**

<b>Date Approved by Board</b>	<b>Version</b>	<b>Revision</b>	<b>Comment</b>	<b>Author / Editor</b>
01.07.22	1.0	Initial ToRs		Ben Vinter
29.09.22	1.1	Refreshed TORs following first meeting of the Audit Committee		Matthew Cunningham
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add date	1.3	Updated TORs to reflect best practice improvements following review against HFMA NHS Audit Committee Handbook		Matthew Cunningham

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## Audit Committee Terms of Reference

### Executive Summary

The Audit Committee ('Committee') provides independent, objective assurance to the Integrated Care Board (the Board or ICB) on the fitness and effectiveness of the ICB's:

- Governance, risk management and internal control (including Board Assurance Framework and three-lines model).
- Internal audit, external audit and counter fraud arrangements.
- Financial reporting (incl. annual report & accounts and AGS).
- Information governance, data quality and cyber security oversight.
- Freedom to Speak Up / raising concerns frameworks.
- System (ICS) risk oversight and collaborative assurance with partner committees

### 1. Establishment and Authority

- 1.1 The Committee is established by the ICB as a Committee of the Board as a non-executive committee under the ICB Constitution, Standing Orders (SOs), Standing Financial Instructions/Prime Financial Policies (SFIs/PFPs) and Scheme of Reservation & Delegation (SoRD). It operates with no executive powers other than those expressly delegated by the Board in these TOR
- 1.2 These Terms of Reference (ToR), which must be published on the ICB website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Board.
- 1.3 The Committee is authorised to:
  - Seek any information within its remit from any ICB employee or member; all are directed to co-operate.
  - Obtain independent professional advice as required and commission reviews/investigations or task-and-finish sub-groups.
  - ensure access for Internal Audit, External Audit and Local Counter Fraud Specialists (LCFS) to the Committee Chair
  - investigate and approve any activity as outlined within its terms of reference
  - commission any reports it deems necessary to help fulfil its obligations
  - obtain legal or other independent professional advice and secure the attendance of advisors with relevant expertise if it considers this is necessary to fulfil its functions. In doing so the Committee must follow any procedures put in place by the ICB for obtaining legal or professional advice
  - create task and finish sub-groups in order to take forward specific programmes of work as considered necessary by the Committee's members. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitution, standing orders and Scheme of Reservation and Delegation (SoRD) but may/ not delegate any decisions to such groups.
  - commission, review and approve policies where they are explicitly related to areas within the remit of the Committee as outlined within the TOR, or where specifically delegated to the Committee by the ICB Board.
- 1.4 For the avoidance of doubt, the Committee will comply with the ICB Standing Orders, Standing Financial Instructions and the SoRD.

## 2. Purpose

### 2.1 The purpose of the Committee is to:

- provide the ICB Board with independent, objective assurance that the ICB's systems of governance, risk management and internal control are designed and operating effectively across all activities supporting the delivery of statutory duties, strategic objectives and stewardship of public funds.
- protect the interests of patients, the public and taxpayers by ensuring truth and fairness in reporting, effective risk assurance, and proportionate controls.

## 3. Roles and Responsibilities

### 3.1 Duties

The duties of the Committee will be driven by the organisation's strategic objectives and the associated risks. An annual programme of business will be agreed before the start of the financial year; however, this will be flexible to new and emerging priorities and risks.

The Committee's duty is to have oversight on and to assure the Board on:

- Integrated Governance and Systems Risk
- Internal Audit
- External Audit
- Other Assurance Functions
- Counter Fraud
- Financial Reporting
- Freedom to Speak Up
- Information Governance
- Conflicts of Interest
- Management and Communication.

Providing assurance involves:

- **Triangulating multiple sources** of appropriate internal and external information, including:
  - Data analysis and contract performance intelligence
  - Patients', service users' and carers' reports, surveys, complaints, and concerns
  - Evidence from key system leaders
  - Other intelligence agreed to be important and reliable.
- **Remedial action:** Where assurance cannot be provided in part or in full, to provide the Board with details of remedial actions being taken and or being recommended.
- **Considering efficacy and efficiency:** Things are not only in place, but the right things are being done in the right way to achieve the right objectives, which support the ICS aims.

### 3.2 Integrated governance, risk management and internal control

The Committee seeks reports and assurance from directors and managers as appropriate, concentrating on the systems of integrated governance, risk management and internal control, together with indicators of their effectiveness, namely:

- **Integrated Governance:** receives assurance around the adequacy and effectiveness of the integrated governance, risk management and internal controls that are present across the whole of the ICBs activities as evidenced by key indicators that focus specifically on the ICB's activities, contributions or controls which support the achievement of its objectives, and to highlight any areas of weakness to the Board

- **Financial Management:** to ensure that ICB financial systems and governance are established which facilitate compliance with:
  - DHSC's Group Accounting Manual, including scope, management, patient and public involvement and continuous improvement
  - principles and guidance established in HMT's Managing Public Money
- **Assurance Processes:** to review the adequacy and effectiveness of the assurance processes that indicate the degree of achievement of the ICB's objectives, the effectiveness of the management of principal risks by sound processes
- **Risk Management:** to receive assurance that the risks that relate to the achievement of the ICBs objectives are managed well. The Committee has a role to review the Board Assurance Framework (BAF) and underlying risk management system; test the completeness and reliability of controls and assurances (including independent sources), and the delivery of actions to close gap. The ICB has adopted the three-lines model to triangulate assurance (management; oversight/compliance; internal audit; plus external regulators) and to identify duplication or omission
- **Improvement:** receives assurance that the ICB identifies opportunities to improve governance, risk management and internal control processes across the ICB.

### 3.3 Internal audit

The Committee appoints, monitors and evaluates that there is an effective internal audit function that meets the Global Sector Internal Audit Standards (GSIAS) and provides appropriate independent assurance to the Board. This will be achieved by:

- **Strategy and Plan:** the Committee considering the provision of the internal audit service and the costs involved, reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework. The Committee will ensure that the ICB has an internal audit Charter that is prepared in accordance with the GSIAS
- **Major Audit Findings:** the Committee considering the major findings of internal audit work, including the Head of Internal Audit Opinion, (and management's response), and ensure coordination between the internal and external auditors to optimise the use of audit resources. The Committee is also responsible for monitoring timely and effective implementation of agreed actions and arbitrate disagreements between auditors and management.
- **Resources:** the Committee receives assurance:
  - that the audit resources are optimised through coordination between the internal and external auditors
  - that the internal audit function is adequately resourced and has appropriate standing within the organisation and
  - through monitoring the effectiveness of internal audit and carrying out an annual review.

The Committee has the authority, as delegated by the Board, to approve Internal Audit plans and any changes to the provision or delivery of related services.

### 3.4 External audit

The Committee appoints and monitors an effective external audit function and the external audit process and provides appropriate independent assurance to the Board. The Committee does this by:

#### **Appointment and Performance:**

- the Committee ensures that the ICB has appointed an External auditor in accordance with the Local Audit and Accountability Act 2014
- the appointment and performance of the external auditors is monitored and reviewed, including the cost of the audit and any issues of resignation and dismissal
- review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process

- market testing exercise for the appointment of an auditor is conducted at least once every five years, with a recommendation from the Committee being made to the Board with respect to the appointment of the auditor
- reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

**Scope:**

- discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan
- discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee and

**Report**

- reviewing all external audit reports, including to those charged with governance (before its submission to the Board) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

The Committee has the authority, as delegated by the Board, to approve External Audit plans and any changes to the provision or delivery of related services.

### 3.5 Other assurance functions

The Committee is authorised to review the findings of assurance functions in the ICB, and to consider the implications for the governance of the ICB. This includes the authority to:

- review the work of other committees in the ICB, whose work can provide relevant assurance to the Audit Committee's own areas of responsibility.
- the Committee may request deep dives from other ICB Committees on risk or controls relevant to the BAF
- review the assurance processes in place in relation to financial performance of the ICB including the completeness and accuracy of information provided and where appropriate to advise the ICB of any assurance considerations for wider system working.
- review the findings of external bodies and consider the implications for governance of the ICB. These will include, but will not be limited to:
  - reviews and reports issued by arm's length bodies or regulators and inspectors: e.g., National Audit Office, Select Committees, NHS Resolution, CQC; and
  - reviews and reports issued by professional bodies with responsibility for the performance of staff or functions (e.g., Royal Colleges and accreditation bodies).
- Oversee compliance with constitutional documents (Standing Orders, SFIs/PFPs, SoRD), including culture of compliance and safe decision-making. If, for any reason, the ICBs Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the board for action or ratification and the Audit Committee for review. Where a decision to suspend the ICBs Standing Orders has been approved by the Board, a separate record of matters discussed during the suspension shall be kept and made available to the Audit Committee for review of the reasonableness of the decision to suspend the Standing Orders.
- **Urgent Decisions by the Board:** any urgent decisions made by the Chair and Chief Executive, or relevant lead Director, on areas normally reserved to the Board, will need to be reported to the Board for formal ratification and to the Audit Committee for oversight.

### 3.6 Counter fraud

The Committee is authorised to:

- approve the ICBs counter-fraud and security management arrangements
- review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans, provide direct access and liaison with

those responsible for counter fraud, review annual reports on counter fraud, and discuss NHSCFA quality assessment reports, and ensure that these are scrutinised and challenged where appropriate.

The Committee is responsible for:

- ensuring that the ICB has adequate arrangements in place for counter fraud, bribery and corruption (including cyber security) that meet NHS Counter Fraud Authority's (NHSCFA) standards and shall review the outcomes of work in these areas.
- ensuring that the counter fraud service submits an Annual Report and Self-Review Assessment, outlining key work undertaken during each financial year to meet the NHS Standards for Commissioners; Fraud, Bribery and Corruption.
- reporting concerns of suspected fraud, bribery and corruption to the NHSCFA
- ensure that the ICB monitors and complies with any Directions issued by the Secretary of State for Health on fraud and corruption.

### **3.7 Freedom to Speak Up/Raising Concerns**

The Committee is authorised to seek assurance on the Freedom to Speak Up arrangement for the ICB, namely:

- Arrangements for raising concerns:** To review the adequacy, effectiveness and security of the ICB's arrangements for its employees, contractors and external parties to raise concerns, in confidence, in relation to financial, clinical management, or other matters, and monitor that staff who speak up are protected from detriment. The Committee will receive regular reports from the ICB FTSU Guardian(s)
- Investigation and Action:** The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

### **3.8 Information Governance (IG), data quality and Cyber Security**

The Committee is authorised to seek assurance on the information Governance arrangements and compliance within the ICB, namely:

- Timeliness of data:** The Committee will receive regular updates on IG compliance (including uptake & completion of data security training), data breaches, data quality and any related issues and risks.
- Reports:** The Committee will receive and review:
  - the annual Senior Information Risk Owner (SIRO) report,
  - the submission for the Data Security & Protection Toolkit (DSPT)
  - reports on audits to assess information and IT security arrangements, including the DSPT audit
  - and any other relevant reports and action plans
- Cyber Security:** assure oversight of cyber security risk management (policy, capability, alert response), commissioning additional assurance where material

The Committee will also be required to provide assurance to the Board that there is an effective framework in place for the management of risks associated with information governance.

### **3.9 Financial reporting**

The Committee is authorised to seek assurance on the financial reporting arrangements of the ICB, namely:

- To monitor the integrity of the financial statements of the ICB and in-year reporting, and any formal announcements relating to its financial performance.
- To ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.
- To review the annual report and financial statements (including accounting policies) before submission to the Board focusing particularly on:

- the wording in the Annual Governance Statement, ensuring consistency with the Committees view of internal control, and other disclosures relevant to the Terms of Reference of the Committee
- changes in accounting policies, practices and estimation techniques
- unadjusted misstatements in the Financial Statements
- significant judgements and estimates made in preparing of the Financial Statements
- significant adjustments resulting from the audit
- letter of representation; and
- qualitative aspects of financial reporting.
- **Losses and Special payments:** the Committee will receive reports regarding losses and special payments (including bad debts to be written off).
- **Prime Financial Policies:** the Committee will receive reports where the ICBs prime financial policies are not complied with, which will include full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance. The Committee has the authority to ratify the reports or refer on for further action.
- **Retrospective expenditure:** any breaches in relation to expenditure approval will be reported to the Audit Committee
- **Standing Financial Instructions:** to receive reports on incidences where there has been a failure to comply with the ICBs Standing Financial Instructions, which will include full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance. The Committee has the authority to ratify the reports or refer on for further action.
- **Tender waivers:** to receive reports on tender waivers as approved by the ICBs Finance, Investment and Resources Committee.

### 3.10 Conflicts of Interest

The Committee shall seek assurance that that the ICB's policy, systems and processes for the management of conflicts, (including gifts and hospitality and bribery) are effective. The Committee shall do this by:

- **Reports:** receiving reports relating to non-compliance with the ICB policy and procedures relating to conflicts of interest.
- **Annual Review:** receive and consider an annual review of the ICBs Conflicts management arrangements
- **Representation:** ensuring there are robust Conflicts of Interest Guardian arrangements are in place and communicated to staff and all stakeholders. The Chair of the Audit Committee will be the nominated Conflicts of Interest Guardian for the ICB.

### 3.11 Management and Communication

The Committee is authorised to seek assurance on the quality of decision making and communications by:

- **Management:** The Committee can:
  - request and review reports and assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
  - request specific reports from individual functions within the ICB as they may be appropriate to the overall arrangements.
  - receive reports of breaches of policy and normal procedure or proceedings, including such as suspensions of the ICB's standing orders, in order provide assurance in relation to the appropriateness of decisions and to derive future learning.
- **Communication:** The Committee has the authority:
  - To co-ordinate and manage communications on governance, risk management and internal control with stakeholders internally and externally.

- To develop an approach with other committees, including supporting the ICB with the Integrated Care Partnership, to ensure the relationship between them is understood.

#### **4. Membership & Attendance**

The Committee members drawn from the Non-Executive members of the ICB Board and shall be appointed by the Board in accordance with the ICB Constitution. Members will possess between them knowledge, skills and experience in accounting, risk management, internal, external audit; and technical or specialist issues pertinent to the ICB's business. When determining the membership of the Committee, active consideration will be made to diversity and equality.

Neither the Chair of the Board, nor employees of the ICB will be members of the Committee.

The Board will appoint at least three Non-Executive members to the Committee. At least one member must have recent and relevant financial experience (e.g., financial reporting/audit)

The Committee may also choose to appoint other individuals to be non-voting members of the Committee, for additional expertise/independence, drawn from:

- system lay persons or Non-Executive Directors.
- ICB Partner Board Members.

Only members of the Committee have the right to attend Committee meetings, however all meetings of the Committee will also be attended by the following individuals who are not members of the Committee:

- Director of Finance or their nominated deputy.
- Associate Director of Corporate Affairs and Governance, or their nominated deputy
- representatives of both internal and external audit.
- individuals who lead on Information Governance, risk management and counter fraud matters.

The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter.

The Chief Executive should be invited to attend the meeting at least annually.

The Chair of the ICB may also be invited to attend one meeting each year in order to gain an understanding of the Committee's operations. The Chair of the ICB Board can also agree attendance to additional meetings via discussion with the Committee Chair.

All members of the Committee will receive an induction, covering the key areas of the Committees responsibilities. Committee members will have access to relevant training to support development, including briefings from Auditors, HFMA and NAO).

#### Attendance

Where an attendee of the Committee (who is not a member of the Committee) is unable to attend a meeting, a suitable alternative may be agreed with the Chair.

#### Access

Regardless of attendance, External Audit, Internal Audit, Local Counter Fraud and Security Management providers will have full and unrestricted rights of access to the Audit Committee and to the Chair of the Committee in between meetings.

## **4. Meetings**

### **5.1 Leadership**

In accordance with the constitution, the Committee will be chaired by a Non-Executive Member of the Board appointed on account of their specific knowledge skills and experience (audit / finance / governance) making them suitable to chair the Committee.

The Chair of the Committee shall be independent and therefore may not chair any other ICB committees. They will be mindful of their role should they participate in any other committee.

Committee members may appoint a Deputy Chair.

The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these ToR.

### **5.2 Quorum**

For a meeting to be quorate a minimum of two Non-Executive Members of the ICB Board are required, including either the named Chair or the Deputy Chair of the Committee. ICB Board members must form the majority of the membership at a meeting of the Committee.

If the named Chair, or Deputy Chair, are both unable to attend a meeting, and the meeting is required to proceed on the agreed date, then a suitably experienced ICB Non-Executive member will Chair the meeting with a second ICB Non-Executive Member attending. Where these quorum requirements are unable to be met the meeting date will be rearranged.

If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

If on an occasion a Committee meeting is due to start but the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken. Alternatively, the meeting can be called to a halt and an agreement reached to rearrange an additional meeting.

### **5.3 Decision-making and voting**

Decisions will be taken in accordance with the Standing Orders and within the authority as delegated to the Committee. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication. Decisions will be recorded and formally minuted and ratified at a subsequent formal meeting of the Committee.

### **5.4 Frequency**

The Audit Committee will meet at least four times a year and arrangements and notice for calling meetings are set out in the Standing Orders. Additional meetings may take place as required.

The Board, ICB Chair, Chief Executive or Chair of the Committee may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Meetings of the Committee with members only present, alongside representatives from Internal and External Audit, will be arranged following each formal meeting of the Committee

### **5.5 Administrative Support**

The Committee shall be supported with a secretariat function which will include ensuring that:

- the agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead. Papers for the meeting will be issued ideally five working days in advance of the date the meeting is due to take place and no later than 4 working days
- attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements
- records of conflicts of interest, members' appointments and renewal dates. Provide prompts to renew membership and identify new members where necessary
- good quality minutes are taken in accordance with the ICBs standing orders and Corporate Standards Manual and agreed with the chair. Keep a record of matters arising, action points and issues to be carried forward
- the Chair is supported to prepare and deliver reports to the Board
- the Committee is updated on pertinent issues/ areas of interest/ policy developments
- action points are taken forward between meetings and progress against those actions is monitored.

## **5. Accountability and Reporting Arrangements**

The Committee is accountable to the Board and shall report to the Board on how it discharges its responsibilities.

The minutes of the meetings shall be formally recorded by the secretary and submitted to the Board in accordance with the Standing Orders.

The Chair will provide assurance reports to the Board at the subsequent meeting of the Board following a meeting of the Audit Committee and shall draw to the attention of the Board any issues that require disclosure to the Board or require action. Minutes and assurance reports of a confidential nature from the Audit Committee will be reported to a subsequent meeting of the Board in private.

The Audit Committee will provide the Board with an Annual Report, timed where possible to support finalisation of the accounts and the Annual Governance Statement. The report will summarise its conclusions from the work it has done during the year specifically commenting on:

- the fitness for purpose of the assurance framework
- the completeness and 'embeddedness' of risk management in the organisation
- the integration of governance arrangements
- the appropriateness of the evidence that shows the organisation is fulfilling its regulatory requirements and
- the robustness of the processes behind the ICBs approach to the review and scrutiny of provider quality accounts
- performance of internal/external Audit and Counter Fraud
- committee effectiveness, lessons learned and forward priorities.

## **6. Behaviours and Conduct**

### ICB values

Members will be expected to conduct business in line with and uphold the Nolan Principles, the ICB values and objectives

Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitution, Standing Orders, and Standards of Business Conduct Policy.

### Equality and diversity

Members must demonstrably consider the equality and diversity implications of decisions they make.

## **7. Review**

The Committee will conduct an annual self-assessment, against recognised checklists (HFMAS/NAO tools) so as to review its effectiveness, with an improvement plan developed and monitored by the Committee.

Every 3-5 years an external effectiveness review (or earlier if the Board deems necessary) will be commissioned.

An annual skills & diversity matrix for Committee members will be reviewed by the Committee.

These terms of reference will be reviewed at least annually and earlier if required. Any proposed amendments to the terms of reference will be submitted to the ICB Board for approval.