

Board of the Assisted Human Reproduction Regulatory Authority

Audit, Risk and Governance Committee

Terms of Reference

Version Control

Version Number	Purpose of Revision	Amended	Approved
0.1	Initial Draft		
0.2	Revisions prior to Board consideration	01/07/2026	
1.0			

1. Background and Purpose

The Audit, Risk and Governance Committee (“the Committee”) is established to support the Board of the AHRRA in fulfilling its responsibilities for:

- **Financial oversight**
- **Internal control and audit assurance**
- **Risk management**
- **Governance and compliance**
- **Value-for-money and stewardship of public funds**

The Committee provides independent oversight and assurance to the Board that AHRRA is operating in accordance with:

- The **Health (Assisted Human Reproduction) Act 2024**
- The **Code of Practice for the Governance of State Bodies**
- Public financial procedures and relevant circulars
- Best practice in audit, risk, and financial governance

2. Authority

The Committee is an advisory committee and is authorised by the Board to:

- Review and challenge the adequacy of AHRRA’s financial management, internal controls, and risk systems.
- Review draft financial statements and recommend them for Board approval.
- Oversee the internal audit function, including approving the annual internal audit plan.
- Review reports from internal and external auditors and monitor implementation of recommendations.
- Oversee the development and maintenance of the corporate risk register.
- Request any information, reports, or explanations from AHRRA management.
- Seek external professional advice where necessary, subject to Board approval.

The Committee does **not** have executive powers or decision-making authority beyond those explicitly delegated by the Board.

3. Functions and Responsibilities

3.1 Financial Oversight

The Committee will:

- Review and recommend approval of annual budgets, financial plans, and forecasts.
- Monitor financial performance, variances, and expenditure against budget.
- Review financial controls, procurement practices, and compliance with public financial procedures.
- Oversee financial reporting processes and ensure accuracy, completeness, and transparency.
- Review the draft financial statements prior to submission to the C&AG for audit.
- Review the audited financial statements, including any audit adjustments and if considered appropriate, to recommend same to the AHRRA Board for approval.
- Monitor compliance with the Public Spending Code and value-for-money obligations.

3.2 Internal Control and Governance

The Committee will:

- Review the effectiveness of internal control systems, including financial, operational, ICT, and data governance controls.
- Monitor compliance with statutory obligations, governance codes, and internal policies.
- Oversee the development and review of key governance frameworks (e.g., financial procedures, risk management policy, internal control framework).
- Review management's response to control weaknesses and ensure timely remediation.

3.3 Internal Audit

The Committee will:

- Approve the internal audit charter and annual internal audit plan.
- Review internal audit reports, findings, and recommendations.
- Monitor management's implementation of internal audit recommendations.
- Assess the performance, independence, and resourcing of the internal audit function.

3.4 External Audit

The Committee will:

- Establish and understand the Comptroller & Auditor General's (C&AG) audit approach, including areas of risk identified by the C&AG for particular audit attention.
- Review the scope, findings, conclusions and recommendations in management letters from the C&AG.
- Monitor management's response to external audit recommendations.
- Ensure coordination between internal and external audit activities.

3.5 Risk Management

The Committee will:

- Oversee the development and maintenance of AHRRA's **Corporate Risk Register**.
- Review risk appetite, risk management policies, and risk reporting.
- Monitor key strategic, operational, regulatory, ICT, and financial risks.
- Ensure that risk mitigation actions are implemented and effective.
- Provide assurance to the Board on the adequacy of AHRRA's risk management framework.

3.6 Assurance to the Board

The Committee will:

- Provide regular assurance reports to the Board on financial governance, internal control, audit, and risk.
- Escalate significant issues, emerging risks, or control failures.
- Contribute to the Board's annual governance statement and assurance processes.
- Monitor arrangements concerning protected disclosures, fraud prevention, business continuity and other matters properly falling within its assurance remit.

4. Membership

4.1 Composition

The membership of this committee will comprise of at least **5** members and will include:

- **At least one Board member**, who will act as Chair.
- Members with expertise in:
 - Audit and financial management
 - Risk management
 - Public administration or governance
 - Legal or regulatory compliance (desirable)

4.2 Appointment

- Members are appointed by the Board for a defined term (typically 3 years).
- The Board may appoint external independent members to strengthen expertise.
- The CEO, Director of Corporate Affairs and Head of Finance will attend **in attendance**, but not as members.
- Internal and external auditors may attend as required.

4.3 Conflicts of Interest

- Members must declare any actual, potential, or perceived conflicts.
- Members with a conflict will recuse themselves from relevant discussions or decisions.

5. Meetings

- The Committee will meet **at least four times per year**, with additional meetings as required.
- A quorum will consist of **the Chair plus at least two other members**.
- Papers will be circulated at least **five working days** in advance.
- Minutes will be recorded, approved, and submitted to the Board.

6. Reporting

The Committee will report to each Board meeting through:

- A written report summarising key issues, decisions, and recommendations.
- Escalation of significant risks, control failures, or financial concerns.

An **annual report** will summarise:

- Internal and external audit activity
- Risk management developments
- Financial governance issues
- Key findings and recommendations
- Committee self-assessment outcomes

7. Review of Terms of Reference

- The Committee will review these Terms of Reference **annually**.
- Amendments require Board approval.

8. Secretariat

AHRRR staff will provide secretariat support, including:

- Agenda and paper circulation

- Minute-taking
- Record-keeping
- Tracking of actions and recommendations

9. Data Protection and Confidentiality

- Members must comply with all applicable data protection legislation.
- Committee papers and discussions are confidential unless otherwise agreed by the Board.

Date Approved by AHRRA Board:

DD/MM/YYYY

Date Approved by Audit, Risk and Governance Committee:

DD/MM/YYYY