

Role descriptor and person specification for a co-opted member of the Audit & Risk Management Committee



Guildhall School is a vibrant, international community of young musicians, actors and production artists in the heart of the City of London.

Ranked as one of the top ten performing arts institutions in the world (QS World University Rankings 2019), and recently awarded top conservatoire in the [Complete University Guide Music League Table 2020](#), the School is a global leader of creative and professional practice which promotes innovation, experiment and research, with over 1,000 students in higher education, drawn from nearly 60 countries. Guildhall School is also the UK's leading provider of specialist music training at the under-18 level with nearly 2,500 students in Junior Guildhall and the Centre for Young Musicians, as well as a joint Creative Learning division with the Barbican which seeks to create inspiring arts experiences for all.

The Guildhall School of Music & Drama is provided by the City of London Corporation as part of its contribution to the cultural life of London and the nation. The Guildhall School of Music & Drama Board of Governors and its committees sit within the [committee framework](#) of the City of London.

Audit & Risk Management Committee

The Audit & Risk Management Committee is a committee of the Board of Governors of the Guildhall School of Music & Drama. It sits alongside the Finance & Resources Committee, the Remuneration & Nominations Committee, the Governance & Effectiveness Committee, and the Academic Assurance Working Group.

The responsibilities of the Audit & Risk Management Committee include:

- To advise the governing body on the appointment of the external auditors, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors.
- To discuss with the external auditors the nature and scope of the audits as they relate to the Guildhall School.
- To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, any other matters the external auditors may wish to discuss (in the absence of officers where necessary).

- To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit if applicable), the audit fee (where relevant), the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors.
- To review the internal auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. The committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the governing body as appropriate).
- To keep under review, the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' report, the internal auditors' annual report, and management responses.
- To monitor the implementation of agreed audit-based recommendations, from whatever source.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the OfS accounting officer, have been informed.
- To oversee the Guildhall School's compliance with the City of London's policy on fraud and irregularity, including being notified of any action taken under that policy.
- To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
- To receive any relevant reports from the National Audit Office, Office for Students (OfS) and other organisations.
- To monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to the governing body concerning their reappointment, where appropriate.
- To consider elements of the Guildhall School's annual financial statements for the year ending 31 July in the presence of the external auditors if necessary, including the auditors' formal opinion, the statement of Governors' responsibilities and the statement of internal control, in accordance with the OfS's Accounts Directions.
- To receive the Guildhall School's management accounts.

The Committee is authorised to carry out the following areas of work:

- To investigate any activity within its terms of reference.
- To seek any information it requires from any employee, with all employees directed to co-operate with any request made by the Committee.
- To obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Principal of the Guildhall School and/or Chairman of the Board of Governors.

- To review the audit aspects of the Guildhall School's draft Income & Expenditure Account for the year ending 31 July. These aspects will include the external audit opinion, the statement of Governors' responsibilities, the statement of internal control and any relevant issue raised by the external auditors. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control systems has been reviewed, and comment on this in its annual report to the Board of Governors.

Co-opted role descriptor

- a) Members are expected to play an appropriate part in ensuring that the business of the Audit & Risk Management Committee is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) Members are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Audit & Risk Management Committee as opportunity arises.
- c) Members are responsible for ensuring that the Committee fulfils its responsibilities ensuring that the performance of the School is adequately assessed against the objectives which the Board has approved.
- d) The School is a department of the City of London and Members have a responsibility for ensuring that the Board of Governors exercises efficient and effective use of the resources of the School both from the City and externally for the furtherance of its educational purposes and that proper mechanisms exist to ensure financial control and for the prevention of fraud.
- e) Members have a responsibility for ensuring that the Audit & Risk Management Committee acts in accordance with the School's *Instrument and Articles of Government*, with The Higher Education Code of Governance [CUC], with the Handbook for Members of Audit Committees in Higher Education Institutions [CUC], and with the City of London's internal rules and regulations. In the event of uncertainty, a member should seek advice from the Clerk (on City matters) or the Secretary and Dean of Students (on higher education matters).
- f) Members should endeavour to establish constructive and supportive but challenging working relationships with City of London employees (both in the School and centrally) but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the School.
- g) Members have a responsibility for ensuring that the Committee conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Members must at all times regulate their personal conduct as members of the Audit & Risk Management Committee in accordance with these standards.

- h) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures set out by the City of London. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Audit & Risk Management Committee may be, and may be seen to be, maintained.

Person specification

The Audit & Risk Management Committee is looking for **two** individuals with experience, preferably within a Higher Education or Arts Management context, in audit, risk management, accounting and materiality, and/or value for money frameworks.

Additionally, the individual should have:

- An active interest in higher education;
- An active interest in the creative arts
- A commitment to the Guildhall School as a world class, specialist higher education institution regionally, nationally and internationally;
- A commitment to the School's mission and vision;
- A commitment to promoting equality and diversity;
- A commitment to quality and enhancement;
- Strong communication skills;
- Critical listening, analytical and problem solving skills;
- The ability to work positively with others and to contribute as a member of a team;
- Time to commit to committee meetings and governor development activities.

The Guildhall School is committed to equal opportunities and welcomes applications from all sections of the community.

Practical matters

1. There are usually four committee meetings each year, two in the autumn term, one in the spring term and one in the summer
2. Appointment will be for a three-year term in the first instance, with a maximum of three terms. Reappointment for a second or third term will be on the recommendation of the Remuneration & Nominations Committee to the Audit & Risk Management Committee, who in arriving at a recommendation will consider the member's attendance and engagement at the committee.
3. Board and committee meetings are currently in the morning or early afternoon and last two hours.

4. Members are expected to attend all meetings of the committee or give timely apologies to the Clerk if absence is unavoidable.
5. Members of the Committee are not remunerated, but members may reclaim travelling and similar expenses incurred in attending meetings/events. Full details are available from the Clerk.
6. Members will be encouraged to engage in regular appraisal/review of the performance of the committee as established by the Board of Governors for the purpose.

November 2019