



**NA BUN-RIAGHAILTEAN
A' CHOMATAIDH SGRÙDAIDH IS DEARBHACHD**

**TERMS OF REFERENCE
AUDIT AND ASSURANCE COMMITTEE**

Air aontachadh le/Approved by: **Am Bòrd Stiùiridh – The Board**

Air aontachadh air/Approved on: **2019-12-11**

Ath-nuadhachadh a dhìth/Review due on: 10-2020

A' CHOMATAIDH SGRÙDAIDH IS DEARBHACHD	AUDIT AND ASSURANCE COMMITTEE
<p>NA BUN-RIAGHAILTEAN</p>	<p>TERMS OF REFERENCE</p>
<p>Tha am Bòrd Stiùiridh air Comataidh Sgrùdaidh is Dearbhachd a stèidheachadh mar Chomataidh den Bhòrd Stiùiridh gus taic a chumail ris na dleastanasan aige a thaobh chùisean co-cheangailte ri rianachd chunnartan, smachd agus riaghladh agus dearbhadh co-cheangailte ri sin tro phròiseas le sgrùdadh, ath-bhreithneachadh agus ceasnachadh cuideachail.</p> <p>Ballrachd</p> <ul style="list-style-type: none"> • Tha na buill den chomataidh nam Buill Bùird: Johan Nic a' Ghobhainn, Ailean Caimbeul agus Jennifer Gilmour • Bidh Johan Nic a' Ghobhainn na cathraiche air a' chomataidh • Bheir Ceann nan Seirbheisean Corporra taic rùnaireachd dhan chomataidh. <p>Ag aithris</p> <ul style="list-style-type: none"> • Bidh a' chomataidh ag aithris gu foirmeil ann an sgrìobhadh dhan Bhòrd agus dhan Oifigear Chunntachail às dèidh gach coinneimh. Mar as trice bidh lethbhreac de gheàrr-chunntas na coinneimh mar bhunait na h-aithris. • Bheir a' chomataidh Aithisg Bhliadhnail dhan Bhòrd agus dhan Oifigear Chunntachail, ann an ùine gu leòr gus crìoch a chur air na cunntasan agus air an aithris air riaghladh, le geàrr-chunntas air na co-dhùnaidhean aice bhon obair a rinn i tron bhliadhna. <p>Dleastanasan</p> <p>Bheir a' chomataidh comhairle dhan Bhòrd agus dhan Oifigear Chunntachail air:</p> <ul style="list-style-type: none"> • na pròiseasan airson rianachd chunnartan, smachd agus riaghladh agus air an aithris air riaghladh; • na poileasaidhean cunntasachd, na cunntasan, agus aithisg bhliadhnail na buidhne, a' gabhail a-steach a' phròiseas airson lèirmheas a dhèanamh air na cunntasan mus tèid an cur chun an luchd-sgrùdaidh, na mearachdan a thèid a lorg, agus litir-dhearbhaidh an luchd-stiùiridh dhan luchd-sgrùdaidh bhon taobh a-muigh; • na gnìomhan a tha fa-near dhan luchd in-sgrùdaidh agus dhan luchd-sgrùdaidh bhon taobh a-muigh agus toraidhean na h-obrach aca; 	<p>The Board has established an Audit and Assurance Committee as a Committee of the Board to support in their responsibilities for issues of risk management, control and governance and associated assurance through a process of scrutiny, review and constructive challenge.</p> <p>Membership</p> <ul style="list-style-type: none"> • The members of the committee are Board Members: Johan Smith, Allan Campbell, and Jennifer Gilmour • The committee will be Chaired by Johan Smith • The committee will be provided with a secretariat function by the Head of Corporate Services. <p>Reporting</p> <ul style="list-style-type: none"> • The committee will formally report in writing to the Board and Accountable Officer after each meeting. A copy of minutes of the meeting will usually form the basis of the report. • The committee will provide the Board and Accountable Officer with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year. <p>Responsibilities</p> <p>The committee will advise the Board and Accountable Officer on:</p> <ul style="list-style-type: none"> • the strategic processes for risk management, control and governance and the governance statement; • the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors; • the planned activity and results of both internal and external audit;

- iomchaidheachd freagairt an luchd-stiùiridh do chùisean a chaidh a chomharrachadh le obair sgrùdaidh, a' gabhail a-steach litir/aithisg riaghlaidh an luchd-sgrùdaidh bhon taobh a-muigh;
- èifeachdachd na h-àrainneachd smachd taobh a-staigh na buidhne;
- barantasan a thaobh riathanasan riaghladh corporra na buidhne;
- molaidhean airson seirbheisean in-sgrùdaidh a chur a-mach gu tairgse
- poileasaidhean an aghaidh foill, poileasaidhean an aghaidh bribeachd, poileasaidh airson draghan fhoillseachadh, agus ullachaidhean airson sgrùdaidhean sònraichte.

Nì a' Chomataidh ath-bhreithneachadh agus nì e ceasnachadh air na rudan a leanas far a bheil sin a dhìth:

- cunbhalachd nam poileasaidhean cunntasachd tron bhuidhinn air fad agus atharrachadh sam bith anns na poileasaidhean cunntasachd seo;
- na dòighean a thèid a chleachdadh airson cunntas a thoirt air gnòthaichean cudromach no neo-àbhaisteach far am faodadh diofar dhòighean-obrach a bhith ann;
- co-dhiù a tha a' bhuidheann air ìrean cunntasachd iomchaidh a leantainn agus air tuairmsean agus breithneachaidhean iomchaidh a dhèanamh, agus iad a' toirt fa-near do bheachdan an luchd in-sgrùdaidh agus an luchd-sgrùdaidh bhon taobh a-muigh.

Nì a' Chomataidh Sgrùdaidh is Dearbhachd ath-sgrùdadh gach bliadhna air an èifeachdas fhèin agus bheir iad cunntas air toraidhean an ath-sgrùdaidh sin dhan Bhòrd agus dhan Oifigear Chunntachail. Beachdaichidh Cathraiche na Comataidh air ath-sgrùdadh sam bith air Ballrachd le Cathraiche a' Bhùird.

Còraichean

Faodaidh a' chomataidh:

- buill a bharrachd a cho-thaghadh gus sgilean, fios agus eòlas sònraichte a thoirt dhan bhuidhinn;
- comhairle shònraichte fhaighinn air stèidh ad-hoc agus sin air a phàigheadh leis a' bhuidhinn, le ùmhlachd do chead buidseit bhon Bhòrd no bhon Oifigear Chunntachail.

Ruigsinneachd

Bidh cothrom aig an Neach In-sgrùdaidh agus aig riochdaire bhon luchd-sgrùdaidh bhon taobh a-muigh buidhinn ri Cathraiche na Comataidh gu saor agus gu dìomhair

- the adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
- the effectiveness of the internal control environment;
- assurances relating to the corporate governance requirements for the organisation;
- proposals for tendering for internal audit services
- anti-fraud policies, anti-bribery policies, whistleblowing policy, and arrangements for special investigations.

The Committee shall review and challenge where necessary:

- the consistency of, and any changes to, accounting policies across the organisation;
- the methods used to account for significant or unusual transactions where different approaches are possible;
- whether the organisation has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the internal and external auditors.

The Audit and Assurance Committee will also annually review its own effectiveness and report the results of that review to the Board and Accountable Officer. The Chair of the Committee will consider any review of Membership with the Chair of the Board.

Rights

The committee may:

- co-opt additional members to provide specialist skills, knowledge and experience;
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgetary approval by the Board or Accountable Officer.

Access

The Internal Auditor and the representative of External Audit will have free and confidential access to the Chair of the Committee.

Coinneamhan

Is iad seo na dòighean-obrach airson choinneamhan:

- coinnichidh a' chomataidh co-dhiù ceithir tursan sa bhliadhna. Faodaidh Cathraiche na Comataidh coinneamhan a bharrachd a chur air dòigh nuair a bhios seo iomchaidh na b(h)eachd.
- feumaidh dithis bhall den chomataidh aig a' char as lugha a bhith an làthair aig coinneamh airson cuòram.
- mar as trice, bidh an t-Oifigear Cunntachail, Ceann Roinn an Ionmhais, Ceann nan Seirbheisean Corporra, an Neach In-sgrùdaidh, agus riochdaire bhon Luchd-sgrùdaidh bhon Taobh A-muigh an làthair aig coinneamhan comataidh.
- faodaidh a' chomataidh iarraidh air oifigear sam bith eile aig a' bhuidhinn a bhith an làthair gus cuideachadh leis na còmhraidhean aca air cùis shònraichte sam bith;
- faodaidh a' chomataidh iarraidh air duine sam bith no a h-uile duine a bhios mar as trice a' frithealadh coinneamhan na comataidh, ach nach eil nam buill, a' choinneamh fhàgail gus an gabh cùisean sònraichte a dheasbad ann an dòigh fhosgailte is fhosgarra;
- dh'fhaodte gun iarr am Bòrd no an t-Oifigear Cunntachail air a' chomataidh coinneamhan a bharrachd a chur air dòigh gus beachdachadh air cuspairean sònraichte air a bheil iad ag iarraidh beachdan na comataidh.

Riathanasan fiosrachaidh

Airson gach coinneamh, thèid na leanas a thoirt dhan chomataidh:

- aithisg le geàrr-chunntas air atharrachadh susbainteach sam bith ann an Clàr-chunntartan na buidhne;
- aithisg adhartais bhon Neach In-sgrùdaidh a' toirt geàrr-chunntas air:
 - obair a rinneadh (agus coimeas ris an obair a bha air a planadh);
 - prìomh cheistean ag èirigh às an obair In-sgrùdaidh;
 - freagairt an luchd-stiùiridh do mholadh sgrùdaidh sam bith;
 - atharrachaidhean susbainteach air a' phlana sgrùdaidh;
 - ceist sam bith a thaobh stòrasan a tha a' toirt buaidh air lìbhrigeadh amasan in-sgrùdaidh;
- aithisg adhartais bhon riochdaire bhon Luchd-sgrùdaidh bhon Taobh A-muigh a tha a' toirt geàrr-chunntas air obair a rinneadh agus air na co-dhùnidhean a tha a' tighinn am bàrr;
- aithisg adhartais bho Bhuidheann-stiùiridh a' Phlana Leasachaidh

Meetings

The procedures for meetings are:

- the committee will meet at least four times a year. The Chair of the Committee may convene additional meetings, as he/she deems necessary;
- a minimum of two members of the committee will be present for the meeting to be deemed quorate;
- committee meetings will normally be attended by the Accountable Officer, the Head of Finance, the Head of Corporate Services, the Internal Auditor, and a representative of External Audit
- the committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- the committee 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;
- the Board or Accountable Officer may ask the committee to convene further meetings to discuss particular issues on which they want the committee's advice.

Information requirements

For each meeting the committee will be provided with:

- a report summarising any significant changes to the organisation's Risk Register;
- a progress report from the Internal Auditor summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from Internal Audit work;
 - management response to audit recommendations;
 - significant changes to the audit plan;
 - any resourcing issues affecting the delivery of Internal Audit objectives;
- a progress report from the External Audit representative summarising work done and emerging findings;
- a progress report from the Improvement Plan Steering Group.

<p>Nuair a bhios e iomchaidh, thèid na rudan a leanas a thoirt dhan comataidh cuideachd:</p> <ul style="list-style-type: none"> • aithisgean le fios as ùr air obair na buidhne bhon Oifigear Chunntachail; • am Plana In-sgrùdaidh bliadhnaile a tha a’ mìneachadh nam Bun-riaghailtean agus na Ro-innleachd • Beachd agus Aithisg Bhliadhnaile an Neach In-sgrùdaidh; • aithisgean dearbhachd càileachd air obair In-sgrùdaidh; • dreachd de chunntasan na buidhne; • an dreachd den aithris air riaghladh; • aithisg air atharrachadh sam bith air poileasaidhean cunntasachd; • An litir/aithisg stiùiridh aig an Luchd-sgrùdaidh bhon Taobh A-muigh; • aithisg air moladh sam bith gus seirbheisean sgrùdaidh a chur a-mach gu tairgse; • aithisg air co-obrachadh eadar an Neach In-sgrùdaidh is an Luchd-sgrùdaidh bhon Taobh A-muigh; • aithisg air na pròiseasan an aghaidh foill agus brìbearachd agus air mar a thathar a’ coileanadh nam pròiseasan sin; • aithisgean bho thùsan eile taobh a-staigh nan “trì loidhnichean dearbhachd” anns an Fhrèam Dearbhachd aig Bòrd na Gàidhlig. 	<p>As and when appropriate, the committee will also be provided with:</p> <ul style="list-style-type: none"> • business update reports from the Accountable Officer; • the annual Internal Audit Plan detailing Terms of Reference and Strategy • the Internal Auditor’s Annual Opinion and Report; • quality assurance reports on the Internal Audit function; • the draft accounts of the organisation; • the draft governance statement; • a report on any changes to accounting policies; • External Audit’s management letter/report; • a report on any proposals to tender for audit functions; • a report on co-operation between Internal and External Audit; • a report on the anti-fraud and anti-bribery arrangements and performance; • reports from other sources within the "three lines of assurance" in Bòrd na Gàidhlig’s Assurance Framework
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------