

## **The Audit Committee**

### **Annual Report**

**Financial Year 1 April 2018 to 31 March 2019**

## CONTENTS

Section	
1	Period covered by this report
2	Introduction
3	Terms of Reference for the Audit Committee
4	Meetings of the committee
5	Membership of the committee and attendance at meetings
6	Reports made to the Board of Directors
7	Work of the committee during 2018/19
8	Conclusion
Appendix 1	Terms of Reference for the Audit Committee

## **1 PERIOD COVERED BY THIS REPORT**

This report covers the work of the Audit Committee (the Board of Directors' primary governance committee) for the financial year 1 April 2018 to 31 March 2019.

## **2 INTRODUCTION**

The Audit Committee provides an independent and objective review of our internal controls. It seeks high-level assurance on the effectiveness of: the Trust's governance (corporate and clinical); risk management; and systems of internal control. It reports to the Board of Directors on its level of assurance.

The committee receives assurance from the executive team and other areas of the organisation through reports, both regular and bespoke. It validates the information it receives through the work of internal audit, external audit, counter-fraud, and where appropriate, clinical audit. Assurance is also brought to the committee through the knowledge that non-executive directors gain from other areas of their work, not least their own specialist areas of expertise; attending Board and Council of Governors' meetings; visiting services; and talking to staff.

Further information about the work of the committee can be found in Section 7 below.

Should our external auditors (KPMG) carry out any non-audit work, the Audit Committee has responsibility for ensuring that their independence is maintained. The committee will do this by reviewing and approving the scope of the work and the fees charged prior to the work being undertaken.

The substantive membership of the Audit Committee is made up three non-executive directors. The Chair of the Trust may not be a substantive member of the committee, but is invited to attend one meeting during the financial year. The other non-executive directors may be invited to attend on an ad-hoc basis, either when it is deemed appropriate for other non-executive directors to attend for a particular agenda item, or to ensure quoracy.

Further information about the membership of the committee can be found in Section 5 below.

## **3 TERMS OF REFERENCE FOR THE AUDIT COMMITTEE**

In July 2018 the committee reviewed its Terms of Reference (ToR) and found that only minor changes needed to be made. The revised Terms of reference were ratified by the Board of Directors in July 2018. The ToR relate to the work of the committee during 2018/19 and are attached to this report.

The committee also carried out a review of its effectiveness in July 2018 and concluded that there was a high level of effectiveness of the committee and that there were no areas of concern which it needed to bring to the attention of the Board.

#### 4 MEETINGS OF THE COMMITTEE

In respect of the period covered by this report the committee met on five occasions:

- 17 April 2018
- 21 May 2018 (extraordinary meeting for the year-end accounts, annual report, quality report and compliance statements)
- 17 July 2018
- 20 November 2018
- 22 January 2019

#### 5 MEMBERSHIP OF THE COMMITTEE AND ATTENDANCE AT MEETINGS

Membership of the Audit Committee is made up three non-executive directors.

The Chair of the Trust may not be a substantive member of the committee, but is invited to attend one meeting during the financial year. In 2018/19 the Chair attended the meeting in 20 November 2018.

The table below shows attendance for members of the committee for the period 1 April 2018 to 31 March 2019.

Attendance at Audit Committee meetings 2018/19

Name	17 April 2018	21 May 2018	17 July 2018	20 November 2018	22 January 2019
<b>Substantive non-executive director members</b>					
Martin Wright (chair of the committee)	✓	✓	✓	✓	✓
Margaret Sentamu	✓	✓	✓	X	✓
Helen Grantham	✓	✓	✓	✓	✓

During 2018/19 meetings of the Audit Committee were attended on a regular basis by the Chief Financial Officer; and the Associate Director for Corporate Governance.

Internal audit and counter fraud representation was provided by the NHS Audit Yorkshire. External audit representation was provided by the audit team from KMPG.

In addition to the officers that regularly attend the committee, invitations were extended to members of the executive team and senior managers who attended meetings to present papers and make assurances as required.

To ensure that committee members have the skills required to carry out their role on

the committee they have the opportunity to attend training courses. Some of these are provided by NHS Audit Yorkshire and they cover topics which are relevant specifically to members of the audit committees and also those which are relevant to the issues facing NHS organisations.

## **6 REPORTS MADE TO THE BOARD OF DIRECTORS**

The chair of the Audit Committee makes a report regarding the most recent meeting of the committee at the next scheduled Board of Directors' meeting. This report assures the Board of the main items discussed by the committee. Should it be necessary to make the Board aware of any matters of concern this will be done by the chair of the committee in that report, and an outline given of how the committee will take this forward. Where the matter is of significant concern the committee will ask for direction from the Board, or it may be that the Board takes a decision to receive reports directly.

During 2018/19 the chair of the committee made reports to the April, May, July, November and January Board meetings. These assured the Board on matters that the committee had considered. Whilst these matters were identified for onward reporting to the Board there were no matters of significant concern that the committee felt necessary to escalate to the Board.

Conversely where the Board wants greater assurance on a matter this can be referred to the Audit Committee.

In July 2018 the Board asked the committee to receive assurances on the action plan to come from the audit of the Commercial Procurement Collaborative (CPC) procurement process in relation to the Bowel Cancer Screening Programme. The committee received a report from the CPC in relation to progress against the agreed actions and was able to provide assurance to the November 2018 Board meeting on those actions that had been completed and those that were still progressing. The Audit Committee received final assurance on the outstanding actions at the January 2019 committee meeting and concluded its assurance on this plan.

In addition to the reports made by the chair of the committee this annual report also goes to the Board of Directors. Once received by the Board it will go to the Council of Governors as one method of providing assurance as to how the non-executive directors have held the executive directors to account for the performance of the Board. It also provides the Council with an outline of the work carried out by the external auditors (whom they appoint). The committee's Annual Report for 2017/18 was presented to the 3 July 2018 Council of Governors' meeting by Martin Wright.

## **7 THE WORK OF THE COMMITTEE DURING 2018/19**

For 2018/19 the chair and members of the Audit Committee confirm that the committee has fulfilled its role as the primary governance and assurance committee in accordance with its Terms of Reference, which are attached at Appendix 1 for information.

In 2018/19 the committee approved the work plans for both the internal and external auditors and the counter-fraud service. It received and reviewed both regular progress reports and concluding annual reports for the work of internal and external audit and the counter-fraud team. This allowed the committee to determine its level of assurance in respect of progress with various pieces of work and the findings. These reports have also provided assurance on the Trust's internal controls. The committee assessed the effectiveness of these functions by reviewing the periodic reports from the auditors and monitoring the pre-agreed key performance indicators.

Areas of work on which the committee received assurance during 2017/18 are set out below. Details of the work of the committee can be found in the minutes of its meetings which are available from the Associate Director for Corporate Governance ([chill29@nhs.net](mailto:chill29@nhs.net)).

#### **Quality Report:**

- At its May 2018 reviewed the Quality Report for 2017/18 before being presented to the Board of Directors for approval. It also received the audit report on the Quality Report for 2017/18 and was advised that there were no significant matters to report.

#### **Risk Management:**

- The Director of Nursing, Professions and Quality attended the committee to make assurances on the risk management system and the system for recording risks, noting that significant progress had been made in relation to these systems.

#### **Health and Safety:**

- The committee received assurances on the actions being taken to address the findings from a Health and Safety Executive Inspection that had taken place in 2018. A final report will be presented to the April 2019 meeting.
- It also asked to be assured on the management arrangements in respect of Health and Safety noting that an external consultant had been appointed to look in detail at these arrangements and make recommendations. The committee will continue to receive assurances on the sufficiency of the arrangements and the actions needed to strengthen these through 2019/20.

#### **Board Assurance Framework:**

- Received the Board Assurance Framework for assurance on both the content and the process.

#### **Annual Report and Accounts for 2017/18:**

- The Annual Report and Accounts for 2017/18 were reviewed prior to being presented to the Board of Directors for adoption in May 2018
- The ISA 260 (which is the report to those charged with governance on the annual accounts) was also received and the findings from the audit of the annual accounts discussed. It was noted that there were no matters of any significance to bring to the committee's attention by the auditors
- The Head of Internal Audit Opinion and the Annual Governance Statement were reviewed and found to be consistent
- Assurance was received on the process for the declarations required by

General Condition G6 and Condition FT4 (for foundation trust governance) of the NHS Provider Licence

- Reviewed the Corporate Governance Statement and the statement on training for governors and was assured of the process by which the declarations were made and the completeness of the evidence provided to support the statements
- Reviewed compliance with NHS Improvement's Code of Governance.

**Internal Audit, Counter-fraud:**

- Approved the Audit Annual Plan and the Counter Fraud Annual Plan for 2018/19
- Received assurances about the processes in place to tackle fraud and bribery
- Received internal audit progress reports on a regular basis to update the committee on the major findings, with assurance being provided on the actions taken to address any weaknesses in the systems of control
- The Internal Audit Annual Report was received which brought together all the findings from across the year
- Local Counter-fraud progress reports were received on a regular basis in respect of those cases that can be reported to the committee in order to update the committee on the major findings and any lessons learnt from individual cases
- The Counter-fraud Annual Report was also received which brought together to work from across the year.

In addition to the update reports received from Internal Audit the committee also received specific assurances from the lead executive directors in respect of "limited assurance" reports. For 2018/19 these were in respect of the audit on Delayed Transfers of Care (DToC) and Out of Area Placements and the audit of the Appraisal Process. The lead executive directors assured the committee on the actions being taken to address the recommendations and also on the progress against those actions.

**External audit:**

- Reviewed and approved the work plan for 2018/19 and the associated fee
- Received regular update reports about the work of the auditors and also information about changes within the health sector which will impact on the Trust
- Received details of relevant sector updates along with assurances on how the executive directors had implemented or taken account of the guidance contained in the update report.
- Reviewed the wording for the year-end Letter of Representation.

**Action Tracking:**

- Received regular reports in respect of progress with the implementation by managers of agreed audit recommendations and sought assurance on progress in particular with a number of old and outstanding actions. The committee also received specific assurance on the process for dealing with and monitoring outstanding actions, with particular reference to the role of the Executive Risk Management Group which has oversight of the actions.

**Registers:**

- The committee carried out a review of the Hospitality Register, the Sponsorship Register, register for the use of Management Consultants and the Losses and Special Payments Register, to ensure the appropriateness and completeness of the content.

**Tender and Quotation Exception reports:**

- Assurance received on the reasons for the Tender and Quotation procedures being waived during 2018/19.

**Other governance items:**

- Reviewed and approved changes to the Scheme of Delegation.

**Supported the Trust becoming a formal member of the NHS Audit Yorkshire Consortium**

- The committee received a report from the Chief Financial Officer (CFO) which set out the intention for the Trust to be a formal member of the NHS Audit Yorkshire consortium rather than a client. The committee noted the reasons for this, not least the financial benefits, and supported the decision of the CFO.

## 8 Conclusion

As the primary governance committee of the Board of Directors the Audit Committee preserved its independence from operational management by not having executive membership (although executive directors support the committee by providing information and context only).

It added value by maintaining an open and professional relationship with internal and external audit, counter-fraud and clinical audit. It carried out its work diligently, discussed issues openly and robustly, and kept the Board of Directors apprised of any possible issues or risks. The Audit Committee fulfilled its work programme for 2018/19 and provided assurances to the Board for any issues referred to it.

The chair of the Audit Committee considers that the committee has fulfilled its role as the Board of Directors' senior governance committee and provided assurance to the Board on the adequacy and effective operation of the organisation's internal control systems.

Members of the Audit Committee would like to thank all those who have responded to its requests during the year and who have supported it in carrying out its duties.

April 2019

**Martin Wright**

Chair of the Audit Committee



**AUDIT COMMITTEE****Terms of Reference****(Ratified by the Board of Directors - 28 July 2018)****1 NAME OF COMMITTEE**

The name of this committee is the Audit Committee.

**2 COMPOSITION OF THE GROUP / COMMITTEE**

The members of the committee and those who are required to attend are shown below together with their role in the operation of the committee.

**Members**

Title	Role in the committee
Non-executive director	Committee chair and responsible for evaluating the assurance given and identifying if further consideration / action is needed.
2 non-executive directors	Responsible for evaluating the assurance given and identifying if further consideration / action is needed.  Either of the routine non-executive members may chair if the chair of the committee is absent.

While specified non-executive directors will be regular members of the Audit Committee any other non-executive can attend the meeting on an ad-hoc basis if they wish and will be recognised as a member for that particular meeting and if necessary will count towards the quoracy.

**In attendance**

Title	Role in the committee	Attendance guide
Chief Financial Officer	Key responsibilities regarding audit and reporting	Every meeting
Internal Audit representation	Independent assurance providers	Every meeting
External Audit representation	Independent assurance providers	Every meeting
Local Counter Fraud representation	Independent assurance providers	Dependant on the agenda

Title	Role in the committee	Attendance guide
Associate Director for Corporate Governance	Committee support and advice	Every meeting

The chair of the Audit Committee shall be seen as independent and therefore must not chair any other governance committee either of the Board of Directors or wider within the Trust.

Executive directors and other members of staff may attend by invitation in order to present or support the presentation of agenda items / papers to the committee. In particular, executive directors will be invited to attend a meeting where a limited assurance report has been issued by Internal Audit and is on the agenda to be discussed.

The Chair of the Trust and the Chief Executive will be invited to attend the Audit Committee once per year.

### 3 QUORACY

**Number:** The minimum number of members for a meeting to be quorate is 2. Attendees do not count towards this number. If the chair of the committee is unable to attend the meeting, and if otherwise quorate, the meeting will be chaired by another non-executive director.

**Deputies:** Non-executive directors do not have deputies. Non-core non-executive directors may be asked to attend if there is a risk to the meeting not being quorate.

Attendees should nominate a deputy to attend in their absence. A schedule of deputies, attached at appendix 1, this should be reviewed at least annually to ensure adequate cover exists.

**Non-quorate meeting:** Non-quorate meetings may go forward unless the chair decides otherwise. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

**Alternate chair:** If the Chair of the Audit Committee is not available the meeting shall be chaired by one of the other non-executive directors.

### 4 MEETINGS OF THE COMMITTEE

**Frequency:** The Audit Committee will normally meet as required but will in any case meet no fewer than four times per year.

**Urgent meeting:** Any of the committee members may, in writing to the chair, request an urgent meeting. The chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner (for example at a Board meeting).

**Minutes:** The Associate Director for Corporate Governance will ensure there are minutes of the meeting and that appropriate support for the meeting is provided. The minutes will be provided to the Chair of the committee for checking.

The chair will give a verbal update to the Board of Directors which may be in advance of the Audit Committee formally approving the minutes of the prior meeting. This is to ensure any urgent information is reported promptly to the Board of Directors.

### **Private Sessions of the Committee**

At least once a year the committee will meet privately with representatives from internal audit and external audit.

At the discretion of the chair of the committee, it may also choose to meet privately with the Director of Finance and any other key senior officer in the Trust as may be required.

Members of the committee will also meet together in private at a frequency determined by the Chair.

## **5 AUTHORITY**

**Establishment:** In accordance with the NHS Act 2006 and the Code of Governance the Board of Directors is required to establish an Audit Committee as one of its sub-committees.

**Powers:** The committee is a non-executive committee of the Board of Directors and has no executive powers. The committee is authorised by the Board of Directors to seek assurance on any activity. It is authorised to seek any information or reports it requires from any employee, function, group or committee; and all employees are directed to co-operate with any request made by the committee.

The committee is authorised by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of persons outside the Trust with relevant experience and expertise if it considers this necessary.

**Cessation:** The Audit Committee is a standing committee in that its responsibilities and purpose are not time limited. While the functions of the Audit Committee are required by statute the exact format may be changed as a result of its annual review of its effectiveness.

In addition, the Trust should periodically review its governance structure for continuing effectiveness and as a result of such a review the Board may seek to alter the format or the number of non-executive director core members of the Audit Committee.

## **6 ROLE OF THE COMMITTEE**

### **6.1 Purpose of the Committee**

The purpose of the Audit Committee is to provide the Board of Directors with assurance that:

- Clinical, financial reporting, compliance, risk management, and internal control principles and standards are being appropriately applied and are effective, reliable and robust
- An effective governance framework is in place for monitoring and continually improving the quality of health care provided to service users to enable the Trust's strategic objectives to be achieved.

Objective	How the group / committee will meet this objective
We deliver great care that is high quality and improves lives	The Audit Committee has a core responsibility to scrutinise the Trust's governance arrangements to determine that these are operating effectively and that the Trust is able to provide high quality care through these arrangements.
We use our resources to deliver effective sustainable care	The Audit Committee exercises scrutiny of the annual financial reporting of the organisation; on-going financial health; and controls designed to deliver efficiency, effectiveness and economy for all Trust functions

## 6.2 Guiding principles for members (and attendees) when carrying out the duties of the group / committee

In carrying out their duties members of the group / committee and any attendees of the group / committee must ensure that they act in accordance with the values of the Trust, which are:

- We have integrity
- We are caring
- We keep it simple.

## 6.3 Duties of the group / committee

Notwithstanding any area of business on which the committee wishes to receive assurance the following shall be those items on which the committee shall receive assurance:

### Board Assurance Framework

- Be assured that the organisation has in place an effective Board Assurance Framework

- Be presented with the Board Assurance Framework and receive assurance that this presents the up to date position in respect of controls, assurances and that gaps are being addressed, and be assured as to the completeness of the information included in the Framework
- Use the Board Assurance Framework to inform the committee's forward work plan, in particular focussing on those gaps that pose a major risk to the organisation.

### **Quality Report**

- Be assured in respect of the process for delivering the Quality Report
- Be presented with the final version of the Quality Report before being presented to the Board
- Be presented with the audit opinion on the Quality Report and be advised as to the findings and be assured that the recommendations are being addressed by management and be assured that there are no (or otherwise) significant findings.

### **Risk Management**

- Receive assurance as to the Risk Management Process (including structures processes and responsibilities for managing key risks), including the process for capturing and reviewing high and extreme risks.

### **Health and Safety**

- Receive an annual report on health and safety management within the Trust.

### **Compliance and Disclosure Statements**

- Be assured of the action taken by officers who have operated outside of the tender and quotation procedures
- Be presented with notification of any waivers of the Standing Financial Instructions and Standing Orders (for the Board of Directors and Board of Governors) and be assured of their appropriateness.

### **Annual Accounts and Annual Report**

- Be presented with and review the main items / contentious items in the Annual Accounts, taking advice from the Chief Accounting Officer and the External Auditors as to accuracy, prior to advising the Board if the Accounts can be adopted
- Be presented with the ISA260 Report on the Annual Accounts and be assured as to the findings and the management actions agreed, also be assured that either there were no (or otherwise) significant findings
- Be presented with a periodic report setting out the progress against the recommendations made in the ISA 260 reports (pertaining to the last set of

annual accounts), and be assured as to progress against recommendations / action plans.

### **Annual Governance Statement and Head of Internal Audit Opinion**

- Be presented with the draft Annual Governance Statement and have an opportunity to input to the content
- Be presented with the final version of the Annual Governance Statement and be assured that it provides an accurate picture of the processes of internal control within the organisation
- Be presented with the Head of Internal Audit Opinion and be assured that this is an accurate assessment of the Trust and also be assured that the opinion is in accordance with the Annual Governance Statement.

### **Registers**

- Be presented with the Losses and Special Payments Report to be assured as to the appropriateness of payments made and that control weaknesses have been addressed
- Be presented with the Sponsorship Register to be assured that it is complete and that sponsorship received by the organisation / individuals is appropriate and has been applied for according to the procedure
- Be presented with the Hospitality Register to be assured that it is complete and that hospitality received by individuals is appropriate, proportionate, and unable to be considered an inducement and has been recorded according to the procedure
- Be presented with the register of Management Consultants to be assured that it is complete and that consultants have been appointed appropriately, and according to the procedure.

### **Internal Audit**

- The committee shall ensure there is an effective Internal Audit function established by management that meets mandatory NHS Internal Audit standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board of Directors. This will be achieved by:
  - Consideration of the provision of the Internal Audit service, the cost of the audit function and (where the service is provided in-house) any questions of resignation and dismissal
  - Review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation
  - Consideration of the major findings of Internal Audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources

- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing with the organisation.

## **External Audit**

- The committee shall review the work and findings of the External Auditor. In addition to this the committee will:
  - Make recommendations to the Council of Governors as to the appointment, reappointment, termination of appointment and fees of the External Auditor, and if the Council of Governors rejects the Audit Committee's recommendations, it will prepare an appropriate statement for the Board of Directors to be included in the Trust's Annual Report
  - Review the audit program of work and fees and discuss with the External Auditor, before audit work commences, the nature and scope thereof
  - Review External Audit reports together with the management response, and the annual governance report (or equivalent)
  - Consider whether it is appropriate and beneficial to the Trust for the External Auditor to undertake investigative and advisory work for the Trust.

## **Counter Fraud**

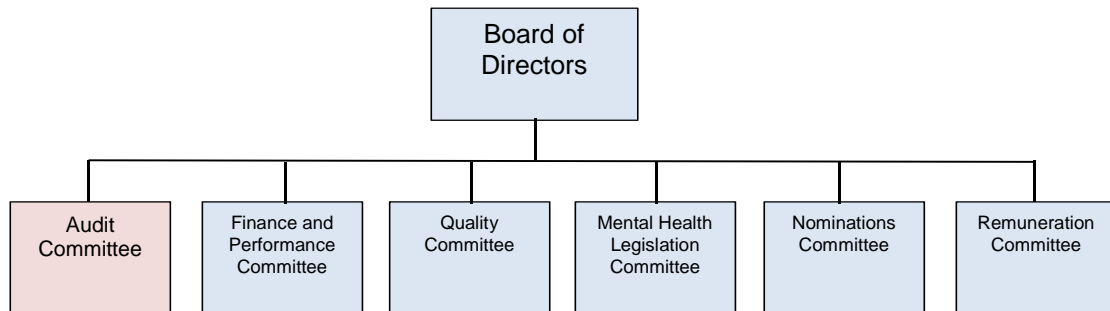
- The committee's responsibilities regarding counter fraud are governed by Section 47 of the Base Model Contract between Foundation Trusts and PCTs and Schedule 13 of this contract and the duties of the Audit Committee are set out in this contract specifically that:
  - The committee shall allow the Local Counter Fraud Specialist service (LCFSs) to attend Audit Committee meetings
  - The committee shall receive a summary report of all fraud cases from the LCFSs
  - The committee shall receive reports from the LCFSs regarding weaknesses in fraud related systems
  - The committee shall receive and review the LCFSs' Annual Report of Counter Fraud Work
    - The committee shall receive the LCFSs' annual work plan for comment.

## **7 RELATIONSHIP WITH OTHER GROUPS AND COMMITTEES**

The Audit Committee is the primary governance committee providing an overarching governance role, having a direct relationship with other Board sub-committees.

The Board sub-committees will provide one of the main sources of assurance to the Audit Committee. However, this assurance will be validated by the work of, and reports from other sources of assurance including, but not exclusively, Internal Audit, External Audit, Counter Fraud Services,.

The following is a diagram setting out the governance structure in respect of assurance:



## 8 DUTIES OF THE CHAIRPERSON

The chair of the group / committee shall be responsible for:

- Agreeing the agenda
- Directing the meeting ensuring it operates in accordance with the Trust's values
- Giving direction to the minute taker
- Ensuring everyone at the meeting has a reasonable chance to contribute to the discussion
- Ensuring discussions are productive, and when they are not productive they are efficiently brought to a conclusion
- Deciding when it is beneficial to vote on a motion or decision
- Checking the minutes
- Ensuring sufficient information is presented to the Board in respect of the work of the group / committee
- Ensuring the Chair's report is submitted to the Board as soon as possible.

It will be the responsibility of the chair of the Audit Committee to ensure that the committee carries out an assessment of the committee's effectiveness annually, and ensure the outcome is reported to the Board of Directors along with any remedial action to address weaknesses. The chair will also be responsible for ensuring that the actions to address any areas of weakness are completed.

In the event of there being a dispute between any groups in the hierarchy it will be for the chairs of those groups to ensure there is an agreed process for resolution; that the dispute is reported to the groups concerned and brought to the attention of the "parent group"; and that when a resolution is proposed that the outcome is reported back to the all groups concerned for agreement.

## 9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS



The terms of reference shall be reviewed by the committee at least annually, and then presented to the Board of Directors for ratification, where there has been a change.

In addition to this the chair must ensure the committee carries out an annual assessment of how effectively it is carrying out its duties and make a report to the Board of Directors including any recommendations for improvement.

**Schedule of deputies**

It may not be necessary or appropriate for all members (or attendees) to have a deputy attend in their absence. If this is the case please state below “no deputy required”.

<b>Full member (by job title)</b>	<b>Deputy (by job title)</b>
Not applicable as non-executive directors do not have deputies	

<b>Attendee (by job title)</b>	<b>Deputy (by job title)</b>
Chief Financial Officer	Deputy Director of Finance
Chief Operating Officer	Deputy Chief Operating Officer
Associate Director for Corporate Governance	Governance Officer