**COUNCIL OF GOVERNORS’**

**AUDIT AND GOVERNANCE COMMITTEE**

**PROPOSED TERMS OF REFERENCE**

**Constitution**

The Audit and Governance Committee is a committee of the Council of Governors. It has no

delegated power to make decisions on behalf of the Council.

**Purpose:**

The Committee is responsible to the Council of Governors for the following:

* Working with the Board of Directors’ Integrated Audit and Governance Committee (IAGC) to establish the criteria for the appointment, re-appointment or removal of the Trust’s external auditors, including the method for monitoring the quality of the external audit as set out in HEFMA NHS Audit Committee Handbook.
* Presenting to the Council of Governors the procurement process that it has followed for the appointment of the external auditors, the results of the procurement processes and recommendations.
* Receiving the external auditor’s plan and work timetable for the year, to review the external auditor’s performance and review any year end audit recommendations.
* Receiving the internal auditors plan, work timetable and annual report, for information only.
* Seek assurance from the Chair of the IAGC that internal control processes are in place and working effectively.
* Working with the Trust Secretary to ensure the Trust’s Constitution complies with latest legislation and NHS I guidance.
* Considering any locally proposed amendments to the EKHUFT Constitution.
* Reviewing the effectiveness of NED engagement with Council Committees and Working Groups and report conclusions to the Council.
* Consider proposals for changes to policies relating to the Council of Governors and make recommendations to Council.

**Frequency of Meetings:**

Meetings of the Committee will be held quarterly.

**Membership and attendance:**

The Committee will consist of six Governor members appointed every May for a one year period.

Membership will be voluntary and based on skills and interest. Committee members will agree the Chairmanship of the Committee each year at their first meeting after appointment.

All governors will have the right to attend Committee meetings and participate in discussions. Only members of the Committee will have voting rights.

**Quorum:**

The Committee shall be quorate when at least four members are present. Virtual attendance at meetings is accepted.

**Support:**

The committee will be supported administratively by the Corporate Secretariat and receive

professional advice from the Group Company Secretary.