



Trade Remedies  
Authority

## **Terms of Reference**

### **TRA Audit and Risk Assurance Committee**

#### **Purpose**

The purpose of the Audit and Risk Assurance Committee is to support the Accounting Officer (the Chief Executive) and the Board in their responsibilities for issues of risk, control and governance. The Committee will review the adequacy of audit arrangements (internal and external) and the reliability and integrity of assurances in respect of risk and control.

#### **Membership**

The members of the Audit and Risk Assurance Committee are:

- Chair of the Committee
- One Non-Executive Member
- Up to two Independent External Members (each for an initial term of two years)

In the absence of the Chair, the other non-executive member of the Committee will act as Chair for that meeting.

The Audit and Risk Assurance Committee may:

- Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience,
- Procure specialist ad-hoc advice at the expense of the organisation subject to budgets agreed by the Board.

#### **Attendance**

Audit and Risk Assurance Committee meetings should routinely be attended by:

- the Accounting Officer;
- the Director of Corporate Services;
- the Head of Finance;

## OFFICIAL Information

- the Risk Manager;
- the Head of Internal Audit;
- a representative of External Audit;
- and a representative of the Department for Business and Trade (only for matters relating to consolidation of accounts).

### **Access**

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

### **Reporting and effectiveness**

The Audit and Risk Assurance Committee will formally report in writing to the Board and Accounting Officer after each meeting.

The Committee will provide the Board and Accounting Officer with an Annual Report, timed to support completion of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

The Committee will undertake an annual evaluation of its performance in line with corporate governance best practice.

### **Responsibilities**

The Audit and Risk Assurance Committee will advise the Board and Accounting Officer on:

- the organisation's strategic processes for risk, control and governance and the Governance Statement;
- the accounting policies;
- the annual report and accounts;
- levels of fraud and error identified;
- planned activity and results of both internal and external audit;
- the adequacy of management response to issues identified by audit activity, including External Audit's management letter (if needed);
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- (where appropriate) proposals for tendering for Internal Audit services or for purchasing non-audit services from contractors who provide audit services;
- anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

The Audit and Risk Assurance Committee will:

- recommend the annual accounts to the Board;
- undertake a deep dive (at least annually) on the most critical risks, to confirm how TRA prevents and mitigates them;
- review the effectiveness of the Committee annually.

## **Meetings**

The Audit and Risk Assurance Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings, as they deem necessary.

At least two members of the Committee must be present for the meeting to be deemed quorate. One of these must be a non-executive member.

If Committee members are not able to attend a meeting, they must send their apologies in advance to the Board Secretariat. A Committee member must not be absent from more than two consecutive meetings without the prior agreement of the Chair.

The Committee may ask any other official of the TRA to attend to assist it with its discussions on any 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.

The Board or Accounting Officer may ask the Committee to convene further meetings to discuss issues on which they want the Committee's advice.

## **Agenda and Minutes**

An agenda for each Audit and Risk Assurance Committee meeting should be sent at least seven days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity. The Committee Secretary will maintain a list of future agenda items for the year ahead.

The Committee Secretary or such other person present will take the minutes of the meeting and record all Committee decisions. The minutes of a meeting should be confirmed as a correct record at the next meeting and published on the TRA gov.uk page (subject to the exclusion of confidential information).

The Board will review the terms of reference for the Committee annually, to ensure their continued effectiveness.

## Declaration of Interest

If a member has a personal interest in any agenda item, they should notify the Chair (or another member in the case of the Chair having an interest) in advance of the meeting and declare the nature of the interest at the meeting before the matter is discussed.

In accordance with the provisions of the Code of Conduct, the Chair will decide whether the member may remain present at the meeting for the discussion on that item and any decision taken. The minutes of the meeting should record the declaration of interest, its nature and whether the individual concerned left the room for the discussion.

## Conduct

Members of ARAC must, in carrying out their respective responsibilities, work to the highest personal and professional standards and will:

- follow the [“Seven Principles of Public Life”](#) set out by the Committee on Standards in Public Life;
- follow the principles set out in the [Cabinet Office Code of Conduct for Board Members of Public Bodies \(“Code”\)](#); and
- be expected to endorse and exemplify the TRA values of integrity, expertise, transparency and inclusion.

When handling information either provided or created in the course of the TRA’s work, members must comply with the TRA’s information security policies, procedures and guidance and ensure that the confidentiality of the information is maintained and that it is protected from unauthorized disclosure or access.

Members should take care not to discuss or comment on potential or ongoing investigations in public, including via social media, without the prior agreement of the TRA.

Members should raise any concerns that they have about the propriety of the ARAC or any member confidentially with the ARAC Chair. Members should raise any concerns that they have about the propriety of the ARAC Chair with the Chair of the Board.

## **Transparency**

The TRA is committed to openness and transparency in relation to the conduct of its affairs and is subject to the provisions of the Freedom of Information Act 2000. Information about the Board and its committees can be found on [TRA.gov.uk](https://tra.gov.uk). Members must act in accordance with TRA guidelines and policies relating to these matters.

**Updated March 2023**