



Finance, Risk, Audit &
Compliance Committee

Terms of Reference

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Mission Statement

“The Pre-Hospital Emergency Care Council protects the public by independently specifying, reviewing, maintaining and monitoring standards of excellence for the safe provision of quality pre-hospital emergency care”

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Introduction:

The Compliance, Finance, Risk & Audit Committee derives its authority from Council and its statute-based ability to create Committees of Council, viz.

SI 109 of 2000, PHECC, Article 22

- 1. Council may establish committees to assist and advise Council in relation to the performance of its business.*
- 2. Membership of a committee established by Council may include persons who are not members of Council.*
- 3. Any committee so appointed shall act subject to such directives as may be given by Council and any expenditure of monies by such committee shall be subject to the approval of Council.*
- 4. Any committee so appointed may be paid Travel and Subsistence allowances in accordance with such scales as may be from time to time be approved by the Minister.*

General/Generic Terms of Reference for Committees of Council:

These generic Terms of Reference will be the same for all Committees of Council and are included in the TORs for each Committee.

1. Advise Council or make recommendations on policies within the Committee's Terms of Reference. Implementation of such policies shall be a matter solely for the Executive of PHECC, in consultation with Council.
2. Give assurances, where required, to Council on matters pertaining to the risks to, and the integrity of, the governance processes in PHECC.
3. Propose new members to their Committee and these will be approved and appointed by Council, whether from Council itself or externally resourced, mindful of State directives on gender balance and other matters.
4. Have a lay representation of at least 30% of their number. For avoidance of doubt, "lay" means persons not regulated by PHECC either in the past or presently.
5. Chairs of Committees should normally be members of Council, except in the case of the Compliance and Audit Committee, where it may need to be a suitably qualified external person (per the C&AC Charter [2017], approved by Council)
6. Chairs of Committees shall be appointed by the Chair of Council.
7. An informal working group may be formed for a specific purpose and with Council's prior approval of its formation and terms of reference.
8. Chairs of Council Committees shall not act as a Chair of an informal working group.

9. Committees shall review their Terms of Reference at least annually and may propose changes to Council, which may approve any such changes. The proposed changes will also be subject to review by the Compliance & Audit Committee.
10. Minutes of Committee proceedings should be laid before Council as quickly as practicable after meetings are held in a format agreed with Council.
11. Committees should meet not less than once per quarter. Committees should agree with the Chair of Council and the Executive appropriate levels of Secretarial and other support to the Committee.
12. Committee members are expected to observe a 100% attendance record, but in any event, it should not be less than 75%. This is subject to exceptional circumstances.
13. Quorums for meetings should be decided by the Committees based on actual numbers appointed. The quorum should normally be based on 50% of the number of persons on the Committee plus one or nearest whole number.
14. No membership substitution shall be allowed.
15. All proceedings of Committees shall be confidential, and all papers shall be returned to PHECC at the end of members' terms.
16. Decisions regarding advices, or recommendations to Council, made by Committees shall be either by consensus or majority vote. The Chair will have an additional casting vote in the case of a tied vote. If there is a significant minority dissenting vote, that shall also be recorded and reported to Council.
17. Performance of the Committees shall be reviewed each year with an independent external review every three years. These reviews should take place in the context of the review of the Council's effectiveness.
18. The structure and number of Council Committees should also be subject to a Periodic Review as required by the DPER Governance Guidelines (Aug 2016)

Specific Terms of Reference for the Compliance, Finance Risk & Audit Committee [FRACC]:

SI 109 of 200, PHECC, Article 25 requires that:

- (1) *The Council shall keep all proper and usual accounts of all monies received or expended by the Council including an income and expenditure account and a balance sheet and, in particular, shall keep all such special accounts as the Minister may from time to time direct.*
- (2) *The financial year of the Council shall be the period of twelve months ending on the 31st day of December in any year and for the purposes of this provision the period*

commencing on the establishment day and ending on the 31st day of December 2000 shall be deemed to be a financial year.

- (3) *A statement of accounts of the Council for each financial year shall be prepared and after such preparation be subject to audit by the Comptroller and Auditor General under section 5 of the Comptroller and Auditor General (Amendment) Act 1993 (No. 8 of 1993).*

In addition to compliance with the above, the Council has established FRACC as a Committee of the Council to support them in their responsibilities for issues of risk, control, financial sustainability, governance, and compliance.

1. Accordingly, The FRACC will aspire to
 - maintain the financial sustainability of PHECC.
 - keep oversight of the internal control system.
 - minimise corporate risk through the risk matrix management reporting system.
 - minimise the risk to PHECC personnel through PHECC's Health & Safety policies.
 - optimise the level of organisational response to compliance requests.
2. The FRACC will formally report in writing to Council and will provide Council with an Annual Report and Financial Statements.
3. The FRACC will give assurances to Council from time to time regarding:
 - the adequacy of the system of Internal Control
 - the management of risk (including Health & Safety)
 - the financial sustainability
 - accounting policies, and financial statements
 - preparation of an annual budget
 - monitoring financial compliance, VFM and performance against budget
 - monitoring and assessing corporate governance
 - statutory compliance requirements for PHECC
 - Internal and external audits and subsequent reports
4. FRACC will also periodically review its own effectiveness and report the results of that review to the Board.
5. FRACC may co-opt additional members to provide specialist skills, knowledge and experience and procure specialist ad-hoc advice at the reasonable expense of PHECC.
6. The representative of internal audit and OCA's Audit Manager will have free and confidential access to the Chairperson of the FRACC.
7. The Executive will provide FRACC with;
 - latest management accounts setting out both income and expenditure.
 - a report summarising any significant changes to the organisation's strategic risks and a copy of the corporate risk matrix.
 - reports on the management of health and safety matters
 - proposals for the terms of reference of internal audit
 - the internal audit strategy.
 - a progress report from Internal Audit summarising, findings, recommendations and the internal auditor's annual opinion and report.

- a progress report summarising work done by OCAG in the course of the external audit and emerging findings.
 - a report on any proposals to tender for audit functions, where appropriate.
 - a report on co-operation between internal and external audit; and
 - the organisation's risk management strategy
 - management assurance reports new or emerging developments in compliance or good governance practice
8. Annual Work Programme for FRACC:
- Annual report to Council including review of the Internal Control System
 - Internal Audit Work Programme and Activity
 - Engagement with the Office of the Comptroller [OCAG] and the external audit
 - Review of the OCAG Management Letter
 - Review of Management Accounts
 - Review of Risk Matrix
 - Review of Health & Safety Policy and Practice

Please note:

1. It is strongly recommended that the Chair of FRACC be a qualified accountant (preferably) or a very experienced financial manager. This will mean that (at present) the Chair of FRACC is not a Council member. If this is the case, the Chair of FRACC will be invited to present at Council meetings as required – probably four times per year – but is not a member of Council.
2. The PHECC practice of having a staff member as a member of FRACC is not recommended as best practice and will not be continued.
3. It is proposed that FRACC membership will be composed of 6 members, three Council members, and three external members (one of which will be the Chair) and one of the external members will be an appointee/invitee from the Department of Health.
4. The Director, Deputy Director, Finance Manager and HR Manager may be asked to attend FRACC meetings to address specific issues



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