

**Role Descriptor: External Adviser to the RCN Group Audit Committee**

**Title: External Adviser**

**Reporting To: RCN Group Audit Committee**

**Basis:** External Advisers are initially shortlisted via an external company. An internal panel, normally comprising the staff lead, the Chair of the Committee and an independent participant then make the final selection decision.

**Time commitment (including meetings):** The estimated time commitment for an External Adviser on the Group Audit Committee is 8 – 10 days per year. The Group Audit Committee meets at least 4 times per year in person, hybrid or online. The majority of these meetings are online, but in-person meetings are held at RCN HQ Cavendish Square, London.

**Ad hoc meetings of the Committee** may be required between planned meetings for timely discussion and/or decision making.

**Each year** External Advisers are invited to attend the RCN AGM and one meeting of Council, either in person or online.

**Expenses:** External Advisers may reclaim all travelling and similar expenses in line with the RCN expenses policy.

**Eligibility:** External Advisers are appointed in accordance with the RCN Appointments Policy and Processes. Eligibility requirements are based on a set criteria informed by the role descriptor.

**Purpose of the role:**

The Group Audit Committee is a crucial element of the governance structure and operates under the delegated authority of the RCN Council. The Committee has an RCN Group wide remit and provides RCN Council, RCNi Board and RCN Foundation Board with assurance that systems and procedures agreed by Council and the Boards of RCNi and RCN Foundation to manage risks and monitor performance, and implemented by the Executive Team, are being adhered to with areas of weakness addressed.

In carrying out its responsibilities, the Committee has the right to request that other Committees, Boards and/or Forums take action or provide information and documentation when required.

As members of the Group Audit Committee, External Advisers have a key governance role in helping to shape and inform the work of the Group Audit Committee and fulfil its terms of reference. The purpose of this role is to:

- Provide independent and objective specialist knowledge and skills.

- Contribute to specific pieces of work/projects as appropriate and working with Council and Committee members to help them to develop their knowledge and understanding of the work of the Group Audit Committee.

As members of the Group Audit Committee, External Advisers have a general duty to work with other committees, Boards and regions where applicable.

External Advisers should not involve themselves in the day-to-day operations of the RCN, but may, from time to time, work with RCN staff members to achieve results. When representing the RCN in a public space in their capacity as an RCN External Adviser, they should ensure that their actions do not bring the RCN and profession into disrepute, and they should take care not to take public positions contrary to those of the RCN.

Key responsibilities of the role include:

- Reviewing the Group's internal control systems and the policies and processes for identifying and assessing business risks and the management of those risks by the management of the Group.
- Seeking assurance from the Executive Team that adequate consideration has been given to the key risks to the Group and that appropriate alternative strategies have been developed where appropriate.
- Recommending the annual internal audit programme to Council.
- Periodically reviewing the effectiveness of the internal audit contract and reporting findings and recommendations to Council for decision.
- Ensuring appropriate oversight of the strategic risk register and management of the risks.
- Reviewing internal audit reports on the effectiveness of the systems for internal financial control, financial reporting and risk management.
- Reviewing the Group's procedures for handling allegations from whistle-blowers; agreeing the process for the annual reporting of whistleblowers; and reviewing reports of whistleblowing incidents.
- Overseeing the tender process for, and appointment of, external auditors for the Group; recommending the appointment to Council and the Boards; and reviewing the performance and the effectiveness of the external auditors and external audit process.
- Pre-approving any fees in respect of non-audit services provided by the external auditor.

- Reviewing the findings of the external auditors and the external auditor's management letter and management response
- Scrutinising and challenging where necessary the annual financial statements before recommending them to Council as a true and fair view
- Accepting collective responsibility for the decisions reached by Committee.
- Attending Committee meetings, reading meeting papers in advance, being actively engaged in meetings, and participating constructively in Committee discussions.
- Bringing impartiality and objectivity to meetings and decision-making, and, providing expertise and contributing to the creation and maintenance of an inclusive and open culture.
- Maintaining up-to-date declaration of interests for publication on the website
- Fostering and maintaining constructive working relationships with fellow Committee members and members of Council and its Executive Team to ensure that roles are understood and responsibilities are met.
- Upholding the values, decisions and policies of the RCN, acting with integrity and committing to the highest standards of behaviour as set out in the RCN Respect Charter and Code of Conduct.
- Demonstrating a strong commitment to equity, diversity and inclusion (EDI).
- Undertaking other specific activities on behalf of the RCN as discussed and agreed with the Chair of the Group Audit Committee, Chair of Council and the Chief Executive & General Secretary. This could include but is not limited to:
  - Sitting on Member Resolution Panels
  - Advising other committees on areas of expertise

**Person specification:**

External Advisers must be able to demonstrate the following skills, knowledge and values.

1. some understanding of nursing and health issues across the UK and internationally.
2. an understanding and knowledge of membership organisations.

3. an active commitment to the RCN Respect Charter, EDI and the Nolan Principles.
4. sound knowledge and understanding of the principles and practicalities of effective governance in a large organisation, including regulatory frameworks and legal compliance.
5. sound knowledge, understanding and experience of strategy development and financial and risk management.
6. a willingness and ability to devote the necessary time and effort.
7. a readiness to take and be accountable for decisions.
8. previous scrutiny committee experience up to Board level is desirable.
9. integrity and commitment to act in the best interests of the RCN without regard to personal interest or benefit.
10. objectivity, fairness, independence of mind, integrity, wisdom, discretion, and good judgement.
11. the ability to give direct and honest opinions and add value to decision making by offering different perspectives and constructive suggestions.