

Role Descriptor: RCN Group Audit Committee Chair

Title: RCN Group Audit Committee Chair

Reporting To: RCN Council, RCNi Board of Directors and RCN Foundation Board of Trustees

Basis: The Chair will serve a maximum of five years and will be an independent member. Any individual occupying the role of Chair shall be eligible for re-election in accordance with the *RCN Regulation on Terms of Office*.

Time commitment (including meetings): The estimated time commitment for the RCN Group Audit Committee Chair is a minimum of 16 days per year. This includes formal planned and ad hoc meetings, reading papers, providing support to the Chief Financial Officer and presenting risk and audit reports to Council.

The RCN Group Audit Committee meets at least 4 times per year, in person, hybrid or online. The RCN Group Audit Committee Chairs also has a standing invitation to attend RCN Council meetings and the RCN AGM and will, at some of these meetings, present the Audit Report. From time to time, they may also be required to attend meetings of the Boards of the RCN Foundation and RCN Publishing Limited (RCNi). The majority of these meetings are at RCN HQ Cavendish Square. Ad hoc meetings of the RCN Group Audit Committee may be required between planned meetings for timely discussion and/or decision making.

Expenses: The Group Audit Committee Chair may reclaim all travelling and similar expenses in line with the RCN expenses policy.

Eligibility: The eligibility requirements are based on a set criteria informed by the role descriptor. The Chair of the Group Audit Committee is appointed in accordance with the *RCN Appointments Policy and Processes* document.

Purpose of the Audit Committee:

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 a member of the Group Audit Committee, the independent Group Audit Committee Chair has a key governance role in helping to shape and inform the work of the Group Audit Committee and fulfil its terms of reference by:

- Providing independent and objective specialist knowledge and skills.
- Contributing 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.

Key responsibilities:

The RCN Group Audit Committee Chair fulfils a vital role in leading the committee to ensure it achieves its objectives, as set out in its terms of reference. They work closely with the Chief Financial Officer and Group Audit Committee members to ensure that the following areas of responsibility are met:

- 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 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 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

Purpose of the role:

In addition, the Group Audit Committee Chair has a governance leadership role in upholding the vision and purpose of the RCN. The purpose of this role is to:

- Chair all the meetings of the committee, ensuring they are run in a timely manner, are effective and achieve a balance between timekeeping and space for discussions, and that key decisions are made in line with RCN procedures.
- Be responsible for the areas set out in the committee's terms of reference and ensure that the work of the committee is consistent with its agreed remit and decisions taken within its authorised powers.

- Contribute to the creation and maintenance of an inclusive and open culture, ensuring that every Committee member is given an opportunity to contribute and that Committee discussions are fair and balanced.
- Ensure that decisions represent the collective views of the committee or in exceptional circumstances when consensus cannot be reached, a majority view.
- Have a second or casting vote in the event of an equality of voting.
- Work with the Governance Adviser to plan agendas for meetings, ensure that actions are followed through and check all minutes and other outputs from the committee to ensure they are an accurate reflection of the discussions, actions and decisions taken.
- Be responsible to members for the decisions the committee makes and the actions it takes, ensuring that the decisions taken are in accordance with the Scheme of Delegation and properly informed by members' views and to be a stabilising influence at moments of difficulty.
- In conjunction with the Chief Financial Officer, ensure the effective reporting of the committee's activities to its parent body including making, where appropriate, recommendations for action and to ensure that the parent body is informed of any issues/concerns.
- Foster and maintain constructive working relationships with fellow members of the committee and key members of staff including the RCN's Chief Financial Officer to ensure that roles are understood, responsibilities are met and that decisions taken by the committee are implemented.
- Undertake ad hoc work as the Chair of the committee such as attendance at other relevant meetings and events.

The RCN Group Audit Committee Chair 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 Group Committee Chair, 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.

Person specification:

The Group Audit Committee Chair should be able to demonstrate:

1. in-depth knowledge, understanding and experience of strategy development and financial and risk management.
2. some understanding of nursing and health issues across the UK and internationally.

3. an understanding and knowledge of membership organisations.
4. sound knowledge and understanding of the principles and practicalities of effective governance in a large organisation, including regulatory frameworks and legal compliance.
5. strong leadership and the ability to command respect with a readiness to take and be accountable for decisions.
6. An ability to chair meetings and to support the committee to make effective decisions.
7. experience of board membership and Audit Committee membership.
8. strong interpersonal skills and the ability to influence.
9. the ability to drive through change.
10. commitment to the role of Chair of the committee with a willingness and ability to devote the necessary time and effort.
11. integrity and commitment to act in the best interests of the RCN without regard to personal interest or benefit.
12. objectivity, fairness, independence of mind, integrity, wisdom, discretion, and good judgement.
13. the ability to give direct and honest opinions and add value to decision making by offering different perspectives and constructive suggestions.
14. an active commitment to the RCN Respect Charter, EDI and the Nolan Principles.