

## WEA Audit and Risk Committee Terms of Reference

**Last Updated:** December 2023

**Approved by Board of Trustees:** 10 July 2025

### Purpose of the Committee

In line with the mission, vision and values of the Association, the Audit & Risk Committee shall provide assurances to Trustees that WEA has appropriate financial, governance and management structures in place to support the proper stewardship and application of public and voluntary funds, and of WEA's compliance with its obligations as a provider of adult and further education, as a UK registered company, as a public sector education provider, and as a charity registered in England and Scotland.

The Audit & Risk Committee is a standing committee of the Board of Trustees and required as a condition of public funding.

### Membership and Attendance

The membership of the Audit & Risk Committee will be as follows:

- A minimum of 3 Trustees appointed by the Board of Trustees (excluding the Chair of Trustees), one of whom shall be Chair;
- 3 to 6 lay members with the relevant skill, experience or expertise, appointed on the recommendation of the Governance & Nominations Committee and in line with the WEA Governance Recruitment and Succession Planning Policy.

At least one member of the Committee should be a qualified accountant.

The Chief Finance Officer and the Director of Governance & Purpose shall act as the nominated leads from the Leadership Team and will normally be in attendance at meetings. The Chief Executive/General Secretary and other members of WEA's Leadership Team may be invited to attend meetings of the Committee from time to time, as appropriate. The internal auditor and/or external auditor may also be invited to attend meetings of the Committee from time to time, as appropriate.

Secretariat shall be provided by the Director of Governance & Purpose or their nominated representative.

Observers may attend Committee meetings at the discretion of the Chair and in accordance with observer guidelines.

### Quorum

A quorum for a Committee meeting shall be a simple majority of those Committee members entitled to vote on the business of the meeting including at least two Trustees.

### Meetings and Notice

#### The WEA

4 Luke Street, London, EC2A 4XW

T. 020 7426 3450 E. [national@wea.org.uk](mailto:national@wea.org.uk) W. [wea.org.uk](http://wea.org.uk)

The Audit & Risk Committee will meet on a minimum of a quarterly basis, though will, in agreement with the Chair, consider the necessity of meeting more often when required. These meetings will be coordinated with the Trustee and Committee calendar so that the Committee's work can dovetail with that of the other Trustee Committees and the Board of Trustees.

Written notice of each meeting, an agenda and supporting papers shall normally be circulated no later than seven working days before the date of the meeting.

### **Reporting**

The Board of Trustees will receive minutes of Audit & Risk Committee meetings and will be notified of any key issues through summary update reports to be delivered by the Chair of the Audit & Risk Committee at meetings of the Board of Trustees from time to time. An annual report on risk shall be made to the Board of Trustees in July (to accompany the Business Plan and Budget), accompanied by the full corporate risk register for review and approval. The Committee shall also deliver a written report annually to the Board of Trustees in December (to accompany the Annual Report & Accounts) covering the period of the previous financial year and to assure the Board of Trustees that the Committee continues to fulfil its delegated remit.

### **Powers**

The Audit and Risk Committee has the power to:

- investigate any activity within its terms of reference;
- obtain legal or other independent professional advice on any matter within its remit; and
- request that such advisors attend meetings as necessary.

The Committee shall also have unrestricted access to WEA personnel.

### **Responsibilities**

#### **Risk Management**

1. To review the corporate risk register having considered recommendations from other Business Committees of the Board of Trustees in relation to risks specific to each Committee's remit on a quarterly basis to provide assurance to the Board of Trustees that appropriate actions are taken to secure improvement where necessary.
2. To review the risk appetite and risk management policy annually.
3. To inform Trustees of any major and/or emerging risks.
4. To promote a positive risk culture across the Association, including to seek out and learn from examples of best practice.
5. To ensure that appropriate due diligence is undertaken on major contracts, mergers, acquisitions, disposals, capital development or investments, and that permissions are sought and secured from Charity Commission, OSCR, and/or DfE where required.

#### **Internal Control, Internal and External Audit**

6. To review the effectiveness of WEA's financial and other internal control systems.
7. To advise the Board of Trustees on the appointment or removal of external auditors and their remuneration.
8. To agree the nature and scope of internal and external audits in consultation with those auditors.

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9. To consider, in consultation with the external auditors, any statements to be annexed to the audited financial statements (including the auditor's report) and/or any statement provided by Trustees on the governance of WEA.
10. To consider any reports submitted by the internal or external auditors and monitor the implementation of any recommendations;
11. To monitor annually the performance and effectiveness of the internal and external auditors;
12. To review business continuity plans across the Association .
13. To meet at least annually with the external auditors and separately with the internal auditors in the absence of any staff.

#### Annual Report and Accounts

14. To oversee the preparation of the Annual Report & Financial Statements.
15. To satisfy itself that the financial statements have been properly prepared, applying appropriate accounting standards, estimates, and judgments.
16. To review the external auditor's management letter and management response.
17. To present and recommend to the Board of Trustees the adoption and signing of the Annual Report & Financial Statements.

#### Health and Safety

18. To recommend to the Board appropriate Health and Safety policies for approval, ensuring statutory compliance and adherence to best practice.
19. To monitor compliance with relevant legislation including receiving and considering reports from the Health & Safety Committee, reporting to the Board on a regular basis.

#### Other

20. To undertake any other tasks or functions as may be determined in the WEA Scheme of Delegation or by the Board of Trustees.

21. Policy Delegation (as approved by the Board of Trustees December 2024)

Compliance / Policies	Proposes	Reviews/ Recommends	Receives/Accepts	Approves	Monitors
Managing conflicts of interest and related party transactions policy	CoSec	A&R	---	Board	CoSec
Risk appetite and risk management policy	LT	A&R	--	Board	A&R
Whistleblowing policy & procedures	CoSec	A&R	---	Board	---
Anti-bribery and corruption policy	CoSec	A&R	---	Board	---
Fraud prevention policy & response plan	LT	A&R	Board	A&R	LT
Data protection policy	LT	A&R	Board	A&R	LT
Environmental & Sustainability policy	LT	A&R	---	Board	LT
Business continuity policy	LT	A&R	---	Board	LT
Reporting Serious Incidents policy	LT	A&R	---	Board	LT
Gifts & Hospitality Policy	LT	A&R	---	Board	A&R

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The WEA is a charity registered in England and Wales (no. 1112775) and in Scotland (no. SC039239). The Workers' Educational Association is a company limited by guarantee registered in England and Wales (Company Number 2806910). Registered Office address is 4 Luke Street, London, EC2A 4XW.

## **Review of the Terms of Reference**

The committee shall, at least once a year, review its own performance and Terms of Reference to ensure they remain relevant and appropriate.

# **Charity Governance Code**

The practice of governing more visibly linked to the principles in the Charity Governance Code was highlighted by Stone King in their recent external governance review. The Board is responsible for all aspects of the Code but relies on its committees to guide and inform how we demonstrate our adherence to it. The principles in the Code link to this committee's work:

[4. Decision making, risk and control — Charity Governance Code](#)

### **Decision making, risk and control**

4. Principle: The board makes sure that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are set up and monitored.

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