

Bowls England

Management Audit and Review Committee

Terms of Reference

Mission:

To protect the interests of the Members of Bowls England by ensuring that effective controls, safeguards and processes are in place.

1. Membership

- 1.1 The Management Audit and Review Committee (hereinafter referred to as 'The Committee') shall comprise four members who shall be elected by the Members of each of the four Bowls England geographic groups plus the Bowls England Independent Director – see Section 7
- 1.2 In Year One, the East and West Regional Representatives shall be elected to serve for a period of one year
- 1.3 In Year One, the North and South Regional Representatives shall be elected to serve for a period of two years
- 1.4 In all further years, members shall be elected to serve a two-year term by rotation
- 1.5 The Independent Director shall facilitate the Management Audit & Review Committee
- 1.6 The Chair of the Committee shall be appointed by the Members of the Committee at its first meeting in any one year

2. Independence and Qualification

- 2.1 No Board Members or Employees may be elected to the Committee
- 2.2 All Elected Members of the Committee must be affiliated members of Bowls England, nominated by their County Association and elected by their geographic group (see 7.1)

3. Proceedings of the Committee

- 3.1 The Committee shall meet in person a maximum of three times per year
- 3.2 Three Members of the Committee may request a meeting if they consider one is necessary or expedient
- 3.3 A quorum shall be three members of the Committee in attendance
- 3.4 All reasonable efforts shall be made to give notice of meetings of the Committee to all members and invitees and to arrange meetings so that all members and invitees are able to attend

- 3.5 Only members of the Committee shall be entitled to attend a meeting of the Committee. Attendance by non-members shall be at the discretion of the Chair of the Committee
- 3.6 Members of the Committee may participate in or hold a meeting of the Committee by means of conference telephone or other similar communications equipment so that all persons participating in the meeting can hear and speak to each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Committee duly convened and held with such persons physically present

4. Responsibility and Authority

- 4.1 The Committee shall have responsibility for audit of the Company's activities from a financial and non-financial perspective
- 4.2 It shall monitor the effectiveness of the Company's internal control, internal audit and risk management systems
- 4.3 Monitor the Company's financial reporting process
- 4.4 Monitor and make recommendations to the Board as to:
 - 4.4.1 The Company's risk profile
 - 4.4.2 The Company's ISO and Investors in People certification.
 - 4.4.3 The contents and implementation of the Company's:
 - a) whistle blowing policy
 - b) data protection policy
 - c) health and safety policy
 - d) other policies specified by the Board
 - 4.4.4 Investigate on behalf of the Board any financial or administrative matter within its terms of reference that may put the Company at risk
 - 4.4.5 Examine reports of any relevant investigations and advise the Board accordingly
 - 4.4.6 Satisfy itself that adequate risk management mechanisms are in place
 - 4.4.7 Investigate and review any other matters if required to do so by the Board
- 4.5 The Committee is authorised to:
 - 4.5.1 With the consent of the Board Chair, require the Chief Executive to attend all or part of a meeting
 - 4.5.2 With the consent of the Chief Executive, require any member of staff other than the Chief Executive, to attend all or part of the meeting
- 4.6 The Committee shall be empowered to:
 - 4.6.1 Determine that necessary policies and procedures are in place and appropriately administered to ensure good governance
 - 4.6.2 Ensure all processes and decisions are as transparent as possible
 - 4.6.3 Make a formal report on the findings of reviews and to make appropriate recommendations to the Board as necessary

5. Voting

- 5.1 All members of the Committee shall have one vote
- 5.2 In the event of an equality of votes, the Chair shall hold the casting vote

6. Accountability

- 6.1 In connection with these functions, the Committee Chair may meet with the Board Chair and/or Directors as and when either of them requires
- 6.2 The powers delegated to the Committee may be revoked by the Members at any time
- 6.3 Deliberations of the Committee shall be reported regularly to the Board and any recommendations shall be reported to the Board and/or Members as soon as possible

7. Nominations

- 7.1 Nominations for the Management Audit and Review Committee will be made in accordance with Section 2.2. Nominations must be made in writing and signed by an authorised Officer of the County Association, and sent together with an appropriate CV to the Chief Executive no later than the Monday of Standard Week 36 each year.
- 7.2 Each member will serve for two years (subject to recall by nominating Geographical Group)
- 7.3 Elections, if required, will be through the County Associations forming the Group and ratified at the Bowls England Annual General Meeting
- 7.4 Should a vacancy occur during a year it shall be filled by consensus among the County Associations forming that Group until the following Annual General Meeting, when the position will be added to the rotation list and will be voted on by the County Associations forming that Group