Independent Football Regulator

Audit and Risk Assurance Committee

Terms of Reference (ToR)

Purpose

1. The Board has established an Audit and Risk Assurance Committee (ARAC) as a Committee of the Board. It will support them in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's (Chief Executive Officer (CEO)) needs and reviewing the reliability and integrity of these assurances.

Membership

2. The members of the ARAC are:

    a. Non-executive Board members: Dame Helen Stephenson (ARAC Chair); Mark McCafferty

    b. Independent external members: Stuart Fisher (appointed 24/11/2025, eligible for renewal on 24/11/2026)

    c. The ARAC will be chaired by Dame Helen Stephenson.

    d. The ARAC will be provided with a secretariat function by the IFR Governance team.

Reporting

3. The ARAC will formally report orally to the Board and Accounting Officer after each meeting, with minutes of meetings copied to the Board for information.

4. The ARAC will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

5. The ARAC will advise the Board and Accounting Officer on:

    a. The strategic processes for risk, control and governance and the Governance Statement.

    b. The accounting policies, the accounts and the annual report of the IFR, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.

    c. The planned activity and results of both internal and external audit.

    d. Adequacy of management response to issues identified by audit activity, including external audit's management letter.

    e. Assurances relating to the management of risk and corporate governance requirements for the IFR.

f. (Where appropriate) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services.

g. Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.

h. The ARAC will also periodically review its own effectiveness and report the results of that review to the Board.

Rights

6. The ARAC may:

   a. Co-opt additional members on a time-limited basis to provide specialist skills, knowledge and experience.

   b. Procure specialist ad-hoc advice at the expense of the IFR, subject to budgets agreed by the Board.

Access

7. The Head of Internal Audit and the representative of External Audit will have free and confidential access to the Chair of the ARAC.

Meetings

8. The ARAC will meet at least four times per year. The Chair of the ARAC may convene additional meetings, as they deem necessary.

9. A minimum of three members of the ARAC [including the chair] will be present for the meeting to be deemed quorate.

10. ARAC meetings will normally be attended by the Accounting Officer, the Head of Finance, Head of Governance, Chief Operating Officer, Head of Internal Audit, a representative of External Audit and an observer from DCMS [whilst in receipt of government funding]. Attendees do not count towards the quorum.

11. The ARAC may ask any other officials of the IFR to attend to assist it with its discussions on any particular matter.

12. The ARAC may ask any or all those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. These proceedings must still be minuted.

13. The Board or Accounting Officer may ask the ARAC to convene further meetings to discuss particular issues on which they want the Committee's advice.

Information Requirements

14. For each meeting, the ARAC will be provided (well ahead of the meeting) with:

    a. A report summarising any significant changes to the IFR's strategic risks and a copy of the strategic risk register.

    b. A written/verbal progress report from the Head of Internal Audit summarising:

        i. Work performed (and a comparison with work planned).
        ii. Key issues emerging from the work of internal audit.
        iii. Management response to audit recommendations.
        iv. Changes to the agreed internal audit plan.
        v. Any resourcing issues affecting the delivery of the objectives of internal audit.

    c. A progress report (written/verbal) from the external audit representative summarising work done and emerging findings (this may include, where relevant to the IFR, aspects of the wider work carried out by the NAO, for example, Value for Money reports and good practice findings).

    d. Management assurance reports.

    e. Reports on the management of major incidents, "near misses" and lessons learned.

15. As and when appropriate, the Committee will also be provided with:

    a. Proposals for the terms of reference of internal audit/the internal audit charter.

    b. The internal audit strategy.

    c. The Head of Internal Audit's Annual Opinion and Report.

    d. Quality assurance reports on the internal audit function.

    e. The draft accounts of the IFR.

    f. The draft Governance Statement.

    g. A report on any changes to accounting policies.

    h. External audit's management letter.

    i. A report on any proposals to tender for audit functions

    j. A report on co-operation between internal and external audit.

    k. The IFR's risk management strategy.

    l. A copy of the report of every internal audit assignment.

    The above list suggests minimum requirements for the inputs which should be provided to the ARAC.