

Terms of Reference

Audit Committee

1. Duties

The Audit Committee is to maintain, as far as possible, independence from the Council of Trustees, Executive Management Committee and Portland Press Limited Board of Directors.

The Audit Committee's remit will include:

- Oversight of strategic processes for risk, financial control and governance
- An annual review of the Group Risk Register, the outcomes of which will be reported to other Committees/Boards as detailed below
- Oversight of the adequacy of internal monitoring of financial controls, accounting policies, the external audit report and management responses to issues identified by audit activity, including external auditor's management letter and the Society's response. This process will be informed by a meeting with the external auditors
- Ensuring compliance with statutory requirements for financial matters and corporate governance
- Proposal to the Council of Trustees and the Members of the Biochemical Society of the appointment, remuneration agreement and terms of engagement of the external auditor
- Oversight of the independence, objectivity and effectiveness of the external auditors following the annual review of the audit process
- Oversight of the adequacy of arrangements for employees of the Society to raise concerns, in confidence, about possible wrongdoing in financial or other affairs
- Review and comment on the skills required by, and present on, the Council of Trustees and Portland Press Ltd Board

2. Membership

i. Number of Members

The Committee will have four (4) voting members, including the Chair.

The Honorary Treasurer, will attend the meeting, but will not be a voting member.

ii. Composition

The Committee will be composed as below:

- A member recruited from within/outside of the Biochemical Society with demonstrable expertise and skills related to the duties of the Committee. Where possible, this role will serve as Chair of the Audit Committee
- Three current Members of the Society, not otherwise appointed/elected to a Society Committee
- The Honorary Treasurer, where available, will attend the meeting and contribute to discussion, but will not be entitled to vote

Each voting position will carry a term of office of three (3) years.

Meetings of the Committee will be attended by members of Biochemical Society staff as appropriate, including the CEO, (Acting) Chief Operating Officer and (Acting) Head of Finance.

v. Election of members

Three (3) Members of this committee will be elected from the Biochemical Society Membership, and one (1) from outside of the Society if the skills and other requirements defined for this committee are not met.

Members will be elected/appointed in line with standard *Biochemical Society Election Procedures* as far as possible.

vi. Conduct

Members are required to adhere to the governance code of conduct, as found in the Biochemical Society Governance Handbook.

3. Meetings

i. Frequency of meetings

The Membership and Nominations Committee will meet a minimum of two (2) times per year, with additional business carried out electronically as far as possible. The Chairperson may convene additional meetings as s/he deems necessary. Attendance via telephone and/or video conferencing services is possible at the discretion of the Chair.

Members who are absent from two meetings in a row, may be asked by the Chair to reconsider their availability to serve on the Committee. Members who are absent from three meetings in a row, may be asked by the Chair to resign their position.

ii. Quorum

A quorum shall be two (2) members.

iii. Agenda and papers

An agenda, along with documentation/information/reports supporting the items under discussion will be circulated to members of the Committee, by email, a minimum of seven (7) calendar days before a meeting.

In the absence of return communication outlining errors in the delivery of email, the agenda and papers will be considered received by all parties unless otherwise notified.

It is essential that all papers are read and considered in advance of the meeting.

iv. Minutes

Formal minutes recording the proceedings of these meetings will be taken and distributed to the Chair for review within seven (7) days of the meeting taking place.

Final minutes will be circulated to all Committee members, and others in attendance, as close to three (3) calendar weeks after the meeting takes place as is practicable.

v. Decision Making

Where possible a general consensus identified by the Chair of the Committee will be sufficient to consider a matter passed, rejected or deferred.

Where consensus is not possible, all decisions will be made by a vote, with each Committee member holding one (1) vote. Where an equity of votes occurs, the Chair may cast an additional vote to finalise the decision, or may defer the decision for later action.

4. Reporting

i. Finance Committee

The Committee is required to report to the Finance Committee twice a year, in particular on matters regarding accounting standards compliance; statutory reporting; fraud and financial impropriety and risk.

ii. Executive Management Committee

The Committee is required to report to the Executive Management Committee twice a year, in particular on matters regarding accounting standards compliance; statutory reporting; fraud and financial impropriety and risk.

iii. Portland Press Ltd Board of Directors

The Committee is required to report to the Board of Directors of Portland Press Ltd twice a year, in particular on matters regarding accounting standards compliance; statutory reporting; fraud and financial impropriety and risk.

iv. Council of Trustees

This Committee is required to report to the Council of Trustees, both through its Chair and related Senior Staff, on matters relating to statutory annual reporting, risk, and skills requirements on Council of Trustees, Executive Management Committee and Portland Press Ltd Board.

v. Annual General Meeting

The Chair of this Committee is to attend the Annual General Meeting held in June/July of each year to represent this Committee. If this is not possible, a further member of the committee may be nominated to attend in their stead.

5. Ownership of Terms of Reference

These Terms of Reference are owned by the Council of Trustees and the Membership. Adjustment to the final agreed document must be made in consultation with the Biochemical Society Members at a General Meeting.

Last updated: 8 November 2016