NHS
South Central
Ambulance Service
NHS Foundation Trust

Audit Committee Terms of Reference

1. Constitution

The Board of Directors ("the Board") hereby resolves to establish a formally constituted, standing committee of the Board to be known as the Audit Committee ("the Committee").

The Committee has no executive powers other than those specifically delegated to it via these terms of reference. The Standing Orders adopted by the Board are applicable to the Committee in as far as they are relevant.

2. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any information that it requires from any member of staff. All members of staff are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain legal or other independent professional advice and to secure the attendance of others from outside of the Trust with relevant experience and expertise if it considers this necessary. Any such advice must be commissioned in line with the trust's Standing Financial Instructions and related procedures.

3. Purpose of the Committee

The purpose of the Committee is to provide the Board with independent, objective assurance that the organisation operates effectively and has a system of internal control that enables it to meet its regulatory and statutory duties and achieve its strategic aims and objectives.

The Committee will function in accordance with the requirements of the NHS Code of Governance for Provider Trusts, the Trust's constitution, the NHS Audit Committee Handbook and relevant NHS England guidance.

4. Committee Membership

Membership of the Committee membership shall be appointed by the Board from amongst the Non-Executive Directors and shall consist of not less than three members. The Trust Chair shall not be a member of the committee.

Of the 3 Non-Executive Director members, one will be a member of the Trust's Quality and Safety Committee and one a member of the Finance & Performance

Committee, to reinforce the relationship between the committees in respect of seeking assurance over the management of risk and other relevant control issues.

Each Committee member shall meet the criteria for independence as set out in the Code of Governance for NHS Provider Boards and the Board will satisfy itself that the membership has sufficient skills to discharge its responsibilities effectively. The Board will ensure that at least one member of the Audit Committee has recent and relevant financial experience.

4.1 Attendees

Although not members, the following will be in regular attendance at the Committee:

- Chief Finance Officer
- Chief Governance Officer
- Internal Audit Representative
- External Audit Representative
- Counter Fraud Representative
- Trust Governors may also attend in an observational capacity with the prior agreement of the Committee Chair

Other executive directors and members of Trust staff will attend the committee at the invitation of the Chair when matters under discussion are relevant to their areas of responsibility.

Executive Directors are expected to attend when there is a report with a limited or no assurance conclusion relating to their areas of accountability.

5. Quorum

The meeting will be quorate when 2 members are present. The absence of any regular attendee listed in (4.1) will not affect meeting quoracy.

In the absence of a quorum, the meeting shall continue to be held, at the discretion of the Chair but no decisions shall be taken. Lack of quoracy will be reported to the Trust Board in the Committee Chair's report.

6. Frequency

The committee will meet at least 5 times per year and will hold one extraordinary meeting for the purposes of scrutinising and the Trust's Annual Accounts and Report and recommending their approval by the Board. Other meetings will be called as necessary if there is urgent business or the Committee Chair requests an additional meeting.

7. Reporting to the Board

The Committee Chair will report in writing to the Board at the Board meeting that follows the Committee meeting. This report will summarise the main points of

discussion and will draw attention to any issues that require Board or Executive action.

8. Sub-Groups

The Committee is authorised to establish short life task and finish Groups to support its work subject to terms of reference that shall be approved by the Committee but shall not delegate the powers conferred upon it by these terms of reference to any other body without the express authorisation of the Board.

9. Duties/Responsibilities

The Committee shall review the establishment and maintenance of an effective system of governance, risk management and internal control, across the whole of the trust's activities (both clinical and non-clinical) that support the achievement of the strategic objectives.

In particular, the Committee will review the monitor and scrutinise the following:

- All risk and control related disclosure statements, in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission Essential Standards, together with any accompanying Head of Internal Audit Assurance statement, external audit opinion or other appropriate independent assurances, prior to approval by the Board.
- The underlying assurance processes (BAF and risk register) that indicate the degree of achievement of the strategic objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- Policies for ensuring compliance with relevant regulatory, legal and regulatory requirements including the NHS Provider License, NHS Code of Governance for Provider Boards and relevant NHS England guidance.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by NHS Counter Fraud and Security Management Service.
- The Trust's Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation, making recommendations to the board for approval and reviewing any decisions to suspend the provisions outlined within these documents
- The Trust's Conflicts of Interest Policy and compliance with Registers of Interests, Gifts, Hospitality and Sponsorship
- Single Tender Waivers, losses and special payments
- The internal controls in place in any subsidiary company of the trust (e.g. South Central Fleet Services Limited)
- The governance arrangements and internal controls in place in relation to the

trust's Charity.

- The risk management framework to ensure that Trust policies, systems and processes are effective in the management of all risks within the Trust and escalating risks appropriately.
- The effectiveness of the arrangements by which Trust staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and control and related matters or any other matters of concern via the Freedom to Speak Up and other related processes.
- The accuracy of the data behind the reports received by the Committee and Board to gain assurance of robustness and quality.
- Compliance with the Trust's Policy Framework

In carrying out this work the Committee will primarily utilise the independent work of Internal Audit, External Audit and other assurance functions, but will not be limited to these. It will also seek reports and assurances from other Board committees, executive directors and managers as appropriate.

9.1 Internal Audit

The Committee shall ensure there is an effective, adequately resourced internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Committee, Chief Executive and the Board. This will be achieved by:

- Consideration of the provision of the Internal Audit service, the cost of the service and any questions of resignation and dismissal, including involvement in the selection process in the case of a change in provider
- Monitoring the performance of the internal audit function via agreed KPIs and undertaking an annual review of performance.
- Reviewing and approving the Internal Audit strategy, operational plan, reporting system, and more detailed programme of work, ensuring this meets the needs of the organisation. The includes approval of any in-year changes to the plan
- Consideration of the findings of internal audit work, the adequacy of management responses and monitoring the implementation of recommendations.

9.2 External Audit

The Committee shall review the work and findings of the External Auditor appointed by the Trust and consider the implications and management's responses to its work. This will be achieved by:

- Consideration of the appointment and performance of the External Auditor, as far as the rules governing the appointment permit.
- Discussion and agreement with the External Auditor, before the audit commences around the nature and scope of the audit as set out in the Annual Plan and ensure coordination as appropriate with other External Auditors in the local health economy.
- Review of the Annual Report and Accounts (ARA) before submission to the Board to determine their completeness, objectivity, integrity and accuracy.
- Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all external audit reports, including the report to those charged with governance, agreement of the Annual Audit Letter before submission to the Board and any work undertaken outside the annual audit plan together with the appropriateness of management response and monitor progress on the implementation of recommendations.
- Working with the Council of Governors to establish the criteria for appointing, re-appointing and removing external auditors and ensuring the Council meets it statutory duties in this regard.
- As a point of policy, any engagement of the external auditor to supply non-audit services will require the prior approval of the Committee.

9.3 Counter Fraud

The Committee shall ensure the appointment of a Local Counter Fraud Service (LCFS) provider with adequate qualifications, resources and appropriate standing within the Trust and will:

- Approve the Annual Work Plan at the start of each year and approve any in-year changes to planned activity
- Receive an update of Counter Fraud activity at each meeting and the Annual Report
- Receive assurances on effectiveness of the service

9.4 Other Assurance Functions

- The Committee will review the work of other Board Committees within the organisation that provides relevant assurance to the Committee's own scope of work. In particular, the Committee will rely on the assurance provided by other Committees in respect of specific risks in the BAF designated to them.
- In reviewing the work of the Quality and Safety Committee, and issues around clinical risk management, the Committee will seek to satisfy itself that there is an effective and robust clinical audit framework in place.

10. Delegation

By approval of these terms of reference the Board delegates the duties and responsibilities outlined in section 9 to the Committee.

11. Committee Effectiveness

The committee will review its own performance and these terms of reference on an annual basis and will prepare a report for the Trust Board, describing its work and proposing any changes to these terms of reference.

12. Administration

A member of the Corporate Governance Team will act as Committee Secretary and will agree the agenda with the Chair of the Committee, in conjunction with the Chief Finance Officer.

13. Review

These terms of reference will be reviewed in April 2027 unless there is a requirement to do so earlier.

Date of Audit Committee approval	29 May 2026
Date of Trust Board Approval	03 June 2026

Becky Murray, Chief Governance Officer