

Audit & Risk Committee – Terms of Reference

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1. Purpose

The Audit & Risk Committee is a committee of the Board of Governors of Oxford International Education & Travel (OIET) (the “Board”). Its purpose is to provide independent assurance to the Board on the adequacy and effectiveness of OIET’s governance, risk management, internal control and value-for-money arrangements, and to support the Board in meeting the requirements of the Office for Students (OfS), including those relevant to Fee Cap registration.

The Committee has no executive powers but may make recommendations to the Board and escalate matters of concern as appropriate.

2. Authority

The Audit & Risk Committee is authorised by the Board to:

- Investigate any activity within its Terms of Reference;
- Seek any information it requires from employees, officers, contractors or advisers of OIET
- Obtain independent professional advice at OIET’s expense, subject to agreed budgetary limits
- Require the attendance of any officer, governor, external auditor or internal auditor at their meetings.

3. Membership

3.1 The Committee shall comprise at least three members, one of whom shall be an independent governor.

3.2 The Chair of the Board shall not be a member of the Committee. The Committee Chair shall be appointed by the Board and shall be an independent governor with recent and relevant financial, legal or audit experience.

3.3 At least one member of the Committee shall have significant, recent and relevant financial experience. Collectively, members shall have experience of higher education, and regulated-sector governance, risk management and assurance.

3.4 Committee members shall be renewable subject to Board approval.

3.5 The Clerk to the Board of Governors shall act as Secretary to the Committee.

3.6 Members for 25-26

- i. Chair – Glynn Stanfield (NED)
- ii. Laura Guga-Voyce
- iii. Harry Lees-Buckley

4. Attendees

4.1 The following shall normally attend meetings by invitation:

- iv. Senior Executive
- v. The Chief Financial Officer

- vi. Manager of Compliance
- vii. External Auditor.

4.2 The Committee may meet privately with the internal and/or external auditors without executive management present at least once per year.

5. Quorum and Meetings

5.1 The quorum shall have one independent member and at least one other member.

5.2 The Committee shall meet at least three times per academic year. Additional meetings may be convened at the request of the Committee Chair, the Board, the internal auditor or the external auditor.

5.3 Meetings may be held in person or virtually in accordance with OIET's governance arrangements.

6. Responsibilities

The Audit & Risk Committee shall undertake the following responsibilities on behalf of the Board.

6.1 Financial Reporting

Review the annual financial statements before submission to the Board, focusing on:

- The consistency of accounting policies and practices
- Significant accounting judgements and estimates
- The clarity, completeness and transparency of disclosures
- The going concern assessment and any related disclosures
- Compliance with applicable accounting standards, and OfS requirements.
- Recommend the financial statements to the Board for approval.

Specifically, the Committee will meet to review the end-of-year financial statements whilst still in draft and to sign off the OfS financial plan before it is submitted to OfS.

6.2 External Audit

- Review the external auditor's audit plan and ensure it is aligned to key risks
- Consider the external auditor's management letter and audit findings, and monitor management's response and implementation of agreed actions
- Assess annually the independence, objectivity and effectiveness of the external auditor, including the provision of non-audit services.

6.3 Internal Audit and Assurance

- Approve the internal audit strategy and annual internal audit plan, ensuring it is risk-based and aligned to OfS regulatory expectations
- Review internal audit reports, including significant findings, recommendations and management responses
- Monitor the timely implementation of agreed internal audit actions
- Consider the adequacy of internal audit resources, independence and effectiveness.

6.4 Risk Management and Internal Control

- Review the effectiveness of OIET's risk management framework and the principal risks facing the organisation, including academic, financial, operational, regulatory and reputational risks
- Review the risk register and recommend it to the Board
- Receive assurances on the design and operating effectiveness of internal controls
- Review reports on significant control failures, fraud, or suspected fraud, and management's response.

6.5 Value for Money

- Review arrangements for securing economy, efficiency and effectiveness in the use of resources
- Consider value-for-money reports and metrics, including those required by the OfS;
- Seek assurance that public and student funds are used appropriately and in accordance with regulatory expectations.

6.6 Regulatory Compliance and OfS Requirements

- Monitor compliance with OfS ongoing conditions of registration relevant to governance, management and financial sustainability
- Review assurances supporting Fee Cap registration, including governance effectiveness, financial viability and sustainability
- Consider any correspondence with the OfS relevant to the Committee's remit and recommend actions to the Board as necessary.

6.7 Fraud, Whistleblowing and Ethical Conduct

- Review the adequacy and effectiveness of policies and procedures relating to fraud prevention, whistleblowing and ethical conduct
- Receive reports on whistleblowing disclosures and ensure appropriate investigation and follow-up, maintaining confidentiality
- Oversee arrangements for responding to allegations of financial impropriety.

7. Reporting

7.1 The Committee Chair shall report to each meeting of the Board on the Committee's work, highlighting:

- Key issues considered
- Significant risks or control weaknesses
- Recommendations requiring Board approval
- Any matters where the Committee considers the Board's attention are required.

7.2 The Committee shall produce an annual report to the Board summarising its activities and its assessment of the effectiveness of OIET's governance, risk management and internal control arrangements.

8. Review of Terms of Reference

The Committee shall review these Terms of Reference annually and recommend any proposed changes to the Board for approval, taking account of changes in OfS regulation, charity law and best practice.

9. Alignment with Governance Framework

These Terms of Reference shall be read in conjunction with:

- The Board of Governors' Terms of Reference
- OIET's Scheme of Delegation (see appendix 1)
- The governance structure approved by the Board (See appendix 2).

Appendix 1: Schedule of Delegation

Oxford International Education and Training Ltd
Schedule of Delegation (Summary Table)

This Schedule of Delegation forms part of the Governance Framework of Oxford International Education and Training Ltd and should be read in conjunction with the Board of Governors Terms of Reference, Committee Terms of Reference and the Governance

Agreement with the Parent Company.

Area	Matter	Authority Holder	Limits / Conditions
Governance & Strategy	Mission, strategic vision, long-term academic & business strategy	Board of Governors	Reserved to Board
Governance & Strategy	Governance framework, ToRs, Schedule of Delegation	Board of Governors	Annual review
Academic Governance	Academic standards, quality, student outcomes (oversight)	Board of Governors	Assurance via committees
Academic Governance	Academic regulations and programme approvals	Academic Board	Within Board-approved framework
Finance & Risk	Annual budget and operating plan	Board of Governors	Subject to Parent approval
Finance & Risk	Financial controls and audit oversight	Audit & Risk Committee	Reports to Board
Senior Leadership	Appointment/removal of MD (Accountable Officer)	Board of Governors	Parent consent required
Operations	Day-to-day operational management	Managing Director / AO	Within approved plan
Chair's Action	Urgent decisions between meetings	Chair of the Board	Report to next meeting
Parent Reserved	Asset disposal \geq £100k, borrowing $>$ £10k, material contracts	Parent Company	Non-delegable

Appendix 2: Governance Structure

