

SWIM ENGLAND EAST REGION
(the “Company”)

Audit, Risk and Probity Committee
(the “Committee”)

Terms of Reference

Pursuant to Article 22.1.3 of the Company’s Articles of Association, the Board of Directors (Board) resolves to establish a Committee, to be known as the Audit, Risk and Probity Committee.

1. Membership

- 1.1. The Chairman of the Committee will be appointed, following recommendation from the Nominations Committee, from nominations received. Nominations will be invited from Swim England members who are members of a Swim England East Region club, and who are neither a Director nor a member of the Regional Operations Committee.
- 1.2. The Committee shall comprise of five members, consisting of one Member Nominated Director, one non-Director member of the Regional Operations Committee, the appointed Chairman and two further independent members, appointed following recommendation from the Nominations Committee, from nominations received.
- 1.3. The two further independent members must be Swim England members and a member of a Swim England East Region club.
- 1.4. Appointments shall be for a period of up to three years, extendable by no more than two additional three-year periods.
- 1.5. Only Committee members have the right to attend and vote at Committee meetings, but others may attend as detailed in 8.15.4.

2. Quorum

- 2.1. At least fifty per cent of Committee members must be present for a quorum. A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.2. In the event that the Committee is not quorate within 30 minutes of the published starting time, then the meeting will be postponed, and the Board will determine the date for the postponed meeting.

3. Meetings

- 3.1. The Committee shall meet at least two times a year, at appropriate times in the Company’s financial reporting cycle, and otherwise as required.

- 3.2. The Chairman of the Board and the Finance Director shall attend meetings, without voting powers, but may be excluded from the meeting at the Committee Chairman's discretion.
- 3.3. Outside the formal meeting programme, the Committee Chairman shall maintain a dialogue with the Chairman of the Board.
- 3.4. Arrangements should be put in place to ensure communication with Committee members, especially between meetings. Matters of concern should be brought to Committee members' attention. Members should receive the Swim England East Region publications and announcements, and the minutes of all Board and committee meetings.
- 3.5. Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conferences.

4. Notice of meetings

- 4.1. Meetings of the Committee shall be called by the Committee Chairman at the request of any of its members.
- 4.2. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed and meeting papers (if any), shall be forwarded to each member of the Committee or any other person required to attend, no later than five calendar days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chairman.

5. Minutes

- 5.1. The Committee shall minute proceedings and decisions of all meetings of the Committee, including recording the names of those present.
- 5.2. The existence of any conflicts of interest shall be recorded in the minutes.
- 5.3. The Committee shall report to the Board.

6. Conflicts of interest

- 6.1. The Committee should follow Swim England's Conflict of Interest policy at all times.
- 6.2. At the commencement of the meeting, the Committee members should also declare any direct or indirect interest that they or their spouse, partner or close family member has in matters on the agenda.

7. Resolutions and voting

- 7.1. Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed. Where a consensus cannot be agreed, the Committee Chairman may request a vote on a show of hands, in which case each voting member shall have one vote.

8. Responsibilities

- 8.1. Oversees compliance with Sport England's Code for Corporate Governance
- 8.2. Oversees the arrangements for the prevention of fraud/corruption within Swim England East Region
- 8.3. Oversees and considers the risk management process
- 8.4. Assists the Board, other Committees responsible to the Board, professional staff and team members (together known as 'Relevant Persons'), to avoid impropriety
- 8.5. Deals with matters relating to personal impropriety (alleged or perceived) by any Relevant Person in connection with all relevant matters
- 8.6. Establishes a culture where relevant issues are brought to the attention of the Audit Risk and Probity Committee for consideration, and ensures there is a mechanism in place for them to do so
- 8.7. Can request the attendance of officers, managers, and professional staff to discuss matters of audit, risk or probity
- 8.8. Investigates relevant issues and determines whether any breakdown in formal procedures has occurred, and reports to the relevant Committee, or to the Board, the outcome of its investigations and any recommended actions arising from those investigations
- 8.9. Brings to the attention of the relevant Committee, or the Board, at the earliest opportunity, any evidence of ultra vires transactions, improper acts, bribery, or other important matters
- 8.10. Reviews the schedule of delegated authority limits proposed by the Board
- 8.11. Determines, with advice from management and/or professional advisors, whether any incidents are deemed serious and should be reported to the Charity Commission or other Regulators
- 8.12. Makes recommendations which it feels appropriate from time to time to the Swim England East Region Members' Forum

- 8.13. Ensures appropriate disclosure as required by law, regulation or best practice - including in relation to corporate governance
- 8.14. Performs other activities related to these terms of reference as requested by the Board
- 8.15. The powers of the Committee include, but are not limited to:
 - 8.15.1. Investigating any matters and any activity within its terms of reference
 - 8.15.2. Obtaining professional advice as required
 - 8.15.3. Calling for documents and/or explanation from any persons within the jurisdiction of Swim England East Region - including employed staff, provided that their right to be dealt with under relevant disciplinary procedures is not prejudiced thereby
 - 8.15.4. Requiring the presence of any persons, to answer questions and to obtain such other evidence as the Committee may deem appropriate

9. Reporting responsibilities

- 9.1. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its responsibilities and powers.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee may produce a report on its activities, to be included in the Company's annual report.

10. Confidentiality

- 10.1. The Committee should not disclose the detailed substance of Committee papers or discussions.
- 10.2. Committee members should not make any press or media statements or comments in relation to the Committee's business.

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