

Risk Committee

Terms of Reference

November 2021

Risk Committee Terms of Reference

## Introduction

The Risk Committee (the “Committee”) is a Committee of Goalball UK.

The Committee has been established to support the Board in its responsibilities for issues of risk, control and governance.

The Committee is authorised by the Board to seek any information it requires from any employee or contractor of Goalball UK in order to perform its duties.

## Composition

The Committee shall consist of up to five members, at least one of which shall be a non-executive member of the Board and one of which shall be the CEO.

No more than one non-executive Board member may be a member of both the Finance Operations Group and the Risk Committee.

The Committee will be chaired by a nominated non-executive Board member. In the absence of the Chair, the Committee may nominate another non-Executive Board Member to deputise in their absence.

## Reporting

Where reasonably possible, minutes of each Committee Meeting together with an updated risk register will be tabled at the subsequent Board meeting and, where necessary, the Chair of the Committee will provide a report to the Board on any substantive matters of importance and any material issues or concerns.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year.

## Responsibilities

### The Committee will advise the Board on:

1. The strategic processes for risk, risk appetite, control and governance, and the principal and emerging risks that Goalball UK is willing to take in order to achieve its long-term objectives.
2. The adequacy of management response to issues identified by risk activity, including external audit’s management letter.
3. Assurances relating to the corporate governance requirements for the organisation.
4. Proposals for tendering for purchase of non-audit services from contractors who provide audit and risk advisory services.
5. Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
6. Other policies required to manage risk, risk appetite, control and governance.

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

## Rights

The Committee may, with the approval of the Board:

1. Co-opt additional member/s to provide specialist skills, knowledge, and experience; any such positions will be reviewed one year after their appointment.
2. Appoint independent non-Board member/s for a period of three years, which may be extended for further periods (normally up to three years), subject to the approval of the Board.
3. Procure specialist ad-hoc advice at the expense of Goalball UK, subject to budgets agreed by the Board.

## Access

The External Auditor will have free and confidential access to the Chair of the Committee

## Meetings

The Committee will meet at least three times a year. The Chair of the Committee may convene additional meetings as he or she deems necessary.

The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

The Committee may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

The Board may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee’s advice.

Meeting papers will be circulated no later than five (5) working days ahead of each meeting.

## Quorum

A minimum of three members of the Committee must be present for the meeting to be deemed quorate.

## Resolutions and Voting

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 Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote and the Chair a casting and deliberative vote if required.

## Terms of Reference and Committee Effectiveness

The Committee’s terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills and any changes considered necessary must be approved by the Board.