

INFORMATION FOR PERSONS MAKING AN EXPRESSION OF INTEREST

Background, Role Description and Specification

The Broadcasting Authority of Ireland (BAI) is seeking expressions of interest from experienced and qualified persons to offer their services in the role of External Member of the BAI Finance, Audit and Risk Committee.

The purpose of the BAI Finance, Audit and Risk Committee is to assist the Authority in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and its process for monitoring risk and compliance with laws and regulation.

This is a non-executive and voluntary role within the BAI oversight framework to ensure the Authority's compliance with governance and public sector best practice.

Interested candidates should have no conflict of interests and should be available/ willing to offer their services on *pro bono* terms.

Background and Introduction

The Broadcasting Authority of Ireland was established on 1st October 2009 to regulate content across all broadcasting, assuming the roles previously held by the Broadcasting Commission of Ireland (BCI) and the Broadcasting Complaints Commission (BCC). The Broadcasting Act 2009 sets out a range of general and specific objectives for the BAI.

More details about the BAI, including annual statutory financial statements and annual reports are published on www.bai.ie.

Finance, Audit and Risk Committee

The Code of Practice for the Governance of State Bodies requires that Irish State bodies establish Audit Committees to provide management and Boards charged with governance of public bodies with an independent and objective source of assurance on matters relating to financial reporting, internal controls, risk management, internal and external audit and whistle-blowing

Specific to the Broadcasting Authority of Ireland, the oversight Audit Committee is known as the Finance, Audit and Risk Committee (FAR). Each member of the FAR is appointed to serve a critical role in ensuring the Broadcasting Authority of Ireland has effective and robust processes in place regarding internal control, risk management, financial management and governance arrangements. The current Committee was established in 2015.

A copy of the Committee members' roles and responsibilities is attached in Appendix 1. The BAI Finance, Audit and Risk Committee is appointed by the Authority.

External Audit

The Financial Statements of the Broadcasting Authority of Ireland and the Broadcasting Fund are audited annually by the Comptroller and Auditor General.

Internal Audit

Internal audit is provided by a qualified firm of Internal Auditors, appointed by way of competitive tendering.

Qualifications

It is required that the appointee will have an accounting and/or auditing qualification. Further qualifications or experience in corporate governance, while not essential, would be desirable.

Experience

It is essential that the appointee will have **relevant** experience that would demonstrate her/his competency to effectively discharge the role of an Audit Committee member of a Public Body. The appointee should have a record of achievement in interpretation and/or audit of accounts and in discharging a financial role in either a private or public sector body. Prior experience of public sector financial and governance frameworks is not an essential requirement but could be an advantage.

Independence

A member of the Finance, Audit and Risk Committee should not have any personal or professional interest or relationship which could conflict with the unbiased discharge of the role. She/he will not be a member of the Executive. The appointed person is expected to bring an independent eye to the oversight role of the Committee.

Fee

No fee is payable; the appointment is *pro bono*.

Expenses

Travel and subsistence expenses for attendance at Finance, Audit and Risk Committee meetings will be paid, in accordance with rates set from time to time by the Department of Public Expenditure and Reform.

Frequency of Meetings

The Finance, Audit and Risk Committee is expected to meet at least five (5) times per annum.

Selection Process, Time Frame and Criteria

Process

Expressions of interest will be assessed by a BAI panel which will include the Chairperson of the Authority. Shortlisted candidates will be asked to attend a meeting with the panel.

An appointment will be made jointly by the Chairperson of the Authority and the BAI Chief Executive.

Time frame

It is envisaged that informal contacts will be made after the deadline of 17th July 2017 with a view to identifying and interviewing interested persons the week of 24th July 2017. A programme of induction will take place before the appointee's first meeting with the Finance, Audit and Risk Committee.

Criteria for Selection

The criteria for selection for appointment are:

- Relevant experience and qualifications, including independence and judgment;
- Availability and capacity to meet requirements of the role;
- Other relevant experience.

APPENDIX 1

BAI FINANCE, AUDIT AND RISK COMMITTEE ROLE AND RESPONSIBILITIES OF MEMBERS

The role of the Finance, Audit and Risk Committee is to be a source of independent advice and support to the Chief Executive and the Authority in the performance of their duties and in fulfilling their responsibilities with regard to governance, finance and internal controls.

Each Finance, Audit and Risk Committee member should:

Attendance and Professional Judgment

- Meet the minimum attendance at audit committee meetings (suggested: 75%).
- Review the information pack provided in advance of meetings.
- Participate constructively at the meetings.
- Treat all briefings as confidential unless advised otherwise.
- Have the capacity for independent thought and judgment, and be willing to act diligently.
- Committee members who are existing public servants are reminded to remain conscious of their responsibility as a member of the Finance, Audit and Risk Committee rather than representing the industry or the organisation or sector in which they work.

Internal Audit

- Approve Internal Audit Charter.
- Consider appropriateness of internal audit independence, expertise, experience, professional standards, scope of work and access.
- Appoint Internal Auditors through competitive tendering.
- Approve internal audit plan and receive regular progress reports.
- Review reports issued by Internal Auditors following their audit.
- Assess the service provided by the Internal Auditors.

External Audit

- Consider the management letter and other reports by the external auditor (Comptroller and Auditor General).
- Arrange a meeting with external auditors at least once a year without executive being present.

Protected Disclosure

- Consider effectiveness of anti-fraud and anti-corruption policies and staff awareness of same.
- Consider the adequacy of whistle-blowing arrangements.

Control Environment and Control Mechanism

- Consider the appropriateness and adequacy of the statement of internal financial control.
- Consider the adequacy of financial controls.

- Consider whether the system of internal reporting gives early warning of control failures and emerging risks.
- Provide advice to the Chief Executive regarding the suitability and robustness of BAI's internal control systems and procedures.
- Ensure that the internal audit plan provides for regular review of BAI's internal control systems and procedures.

Annual Statutory Financial Statements

- Review first draft financial statements prior to approval by Authority, submission to the parent department (Department of Communications, Climate Action and Energy) and audit by external auditors.
- Prior to financial statements being signed off, consider accounting policies applied, completeness of accounts, anti-fraud policy, reporting of losses, issues of regularity, probity and propriety and responses to issues raised by the external auditor.
- Consider whether the financial statements present fairly the financial position of the body.
- Review letter of representation before issue.

BAI specific functions

- Review other audits conducted in BAI such as for example on the Broadcasting Funding Scheme, Sectoral Development etc.
- Decide whether matters before it should be escalated to the level of the Authority for review, consideration and/or decision.

Investigative Powers

- Investigate any matters within the Terms of Reference of the Committee, as well as the resources it needs to do so and full access to information.