

**Item 9.3 APPENDIX 2**

Terms of Reference Activity	Considered	Comment
Approve Accounts	✓	The Committee has twice reviewed the Statement of Accounts and received representation from officers and progress reports from external audit.
Recommend Approval of the annual statement of accounts for TfN	✓	The Committee has recommended the approval of the Statement of Accounts to TfN Board.
Governance, risk and control	✓	<p>The Committee commissioned a number of internal audit reports throughout the year around key risks and financial controls. These included Contract Management, New Commissioning and Payment process, Income &amp; Debtor Management and the Risk Register Deep Dive. In addition, reports were also received from internal audit which covered Recruitment and Selection, Cyber Security and Investment Programme Assurance.</p> <p>The Committee has further received reports from officers around Constitution reviews, programme and operational performance, and financial reporting. The Committee continues to review these areas as standing items on its agenda.</p>
Review corporate governance arrangements against the Code of Corporate Governance and the good governance framework	✓	The Committee oversaw the annual governance review, receiving a number of progress reports and reviewed and commented on the draft Annual Governance Statement prior to its publication for the statutory public inspection period.
Review the Annual Governance Statement (AGS)	✓	The Committee reviewed and commented on the draft Annual Governance Statement prior to its publication for the statutory public inspection period.
Monitor the effectiveness of arrangements to secure value for money	✓	<p>The Committee notes that effective arrangements for the delivery of value for money are derived from an effective control framework.</p> <p>The Committee has commissioned a number of reports from internal audit over the course of the year to test that framework. Internal audit reports found that substantial assurance could be had from TfN processes. The Committee also gained assurance from</p>

		<p>the reports provided by internal audit concerning the cyber security and risk management.</p> <p>Taken together, these reports give the Committee comfort that TfN has embedded a culture of value for money and implemented processes to ensure that those principles are at the heart of decision making.</p>
<p>Be satisfied that the assurance framework adequately addresses risks and priorities including governance arrangements in significant partnerships</p>	<p>✓</p>	<p>TfN is engaged in two principal partnerships, the Rail North Partnership and the co-clienting arrangements for the delivery of the NPR Programme. In both cases TfN is in Partnership with the DfT. In 2019/20 the Committee undertook a review of the governance arrangements for the NPR programme, which resulted in a Memorandum of Understanding being developed with DfT that was presented to the TfN Board for approval in March 2020. The ongoing risks to the delivery of TfN objectives that arise from these co-client arrangements are reflected in the Corporate Risk Register Report, which is a standing item on the Committee agenda.</p>
<p>Monitor TfN's risk and performance management arrangements including review of the risk register, progress with mitigating action and the assurance map</p>	<p>✓</p>	<p>The Committee has received risk register reporting as a standing item over the course of the year. The Committee has also commissioned internal audit to independently review risk management arrangements via a deep dive of the register.</p> <p>The Committee requires delivery against internal audit management actions to be reported to it as a standing item to ensure recommendations are progressed.</p>
<p>Consider reports on the effectiveness of internal controls</p>	<p>✓</p>	<p>The Committee approved the internal audit work programme for 2021/22.</p> <p>Internal audit progress is a standing invitee to the Committee's sessions and are required to report on their programme reviews, actions against recommendations, and best practice that could be implemented.</p> <p>The Committee also consider progress reports from external audit which is also a standing item on the Committee's agenda. Representatives from both internal and external audit are present for the entire agenda.</p>

Monitor the anti-fraud strategy, risk-assessment and any actions

A review of the Anti-Fraud and Corruption policy was carried out by the Committee during 2021/22, as part of the consideration of the Annual Governance Statement.

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