

ROLE PROFILE FOR: CHAIR OF AUDIT COMMITTEE

A. Responsibilities

- The Chair of a Committee has the same general responsibilities as a Board Member, as set out in the Board and Committee Member Code of Conduct.
- To Chair meetings of the Audit Committee.
- To foster good working relationships and communication among all Committee Members and between the Board, the Executive Leadership Team and the Internal/External Auditors.
- To provide independent, effective leadership of the Committee and lead the Committee in fulfilling its duties set out in its Terms of Reference.

1) General Duties

- To ensure the necessary balance of skills and experience is present amongst the Committee Members, if necessary raising any related concerns with the Chair of the Board.
- To uphold the Rules and approved policies applicable within RBH.
- To be responsible for the effective conduct of Committee meetings, ensuring that resolutions are properly put and necessary decisions made.
- To ensure that all Committee Members are given the opportunity to express their views and that appropriate standards of behaviour are maintained in accordance with a Code of Conduct approved by the Board.
- To deal with paperwork associated with the function of chairing meetings, including overseeing the agenda.
- To take decisions in between meetings as delegated by the Board, in line with agreed policy and established practice, in consultation with the relevant Board members, committees, panels, the Chief Executive or other Directors as appropriate.
- To ensure annual Committee Member appraisals and Committee effectiveness are conducted.
- To work with relevant employees to ensure that Committee training needs are considered and are suitably met.
- To approve the minutes of their Committee meeting
- To ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently.
- To ensure an open and frank relationship between the Committee and the internal and external auditors.
- To ensure that the Committee has an opportunity to meet in closed sessions without management present with the internal and external auditors.



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- To provide advice to the Representative Body on the appointment of external auditors.
- To preside over investigations of misconduct made against the Chair of the Board.
- To support the RBH Board Chair/ Deputy Chair for grievances relating to either the RBH Board Chair or Deputy Chair.
- To form part of the People and Remuneration Committee to consider grievances and/or complaints if this concerns the Chair or a member of the People and Remuneration Committee.

B. Time Commitment

- Above the time commitment of their regular duties as a Non-Executive Director, the Chair of a Committee may be required to dedicate additional time to ensure the Committee fulfils its terms of reference and any other duties as required by the Society.
- The Audit Committee Chair may also be required to attend extra sessions with Auditors.

C. Eligibility

The Audit Committee Chair must be a Non-Executive Director appointed by the Board. He/she cannot be the Chair of the Board or the Chair of the People and Remuneration Committee.