



APPENDIX A

APPROVAL COPY FOR BOARD OF DIRECTORS, 21 MAY 2026

Audit and Risk Committee
Terms of Reference
2026-27

Version 1.0: 21 May 2026

DOCUMENT CONTROL INFORMATION

Document name	Audit and Risk Committee Terms of Reference
Version	1.0
Responsible Committee	Board of Directors
Responsible Director	Director of Corporate Services and Company Secretary
Document Owner (title)	Director of Corporate Services and Company Secretary
Document Lead (title)	Director of Corporate Services and Company Secretary
Approved By	Board of Directors
Date Approved	21 May 2026
Review Date	April 2027
Equality Impact Assessed (EIA)	Not applicable
Protective Marking	Not Protectively Marked

Our Strategy 2024-29

Our Purpose	To provide and co-ordinate safe, effective, responsive and patient-centred out-of-hospital emergency, urgent and non-emergency care, so all our patients can have the best possible experience and outcomes
Our Vision	Great Care Great People Great Partner
Our Values	Kindness Respect Teamwork Improvement
YAS Together	Care Lead Grow Excel Everyone

Our Bold Ambitions

Our Patients	Our ambition is to deliver exceptional patient-centred out-of-hospital emergency, urgent and non-emergency care, which is safe, kind and responsive, seamlessly integrating services and utilising technology to deliver a high-quality patient experience
Our People	Our ambition is to be a diverse and inclusive organisation with a culture of continuous improvement, where everyone feels valued, included, proud to work and can thrive
Our Partners	Our ambition is to be a collaborative, integral and influential partner across a joined-up health and social care network that works preventatively, reduces inequality and improves population health outcomes, supporting all our communities
Our Planet and Pounds	Our ambition is to be a responsible and sustainable organisation in the use of our financial and physical resources, reducing our environmental impact and ensuring the most effective use of all our resource

THE AUDIT AND RISK COMMITTEE

Reviewed by Committee	14 April 2026
Approved by Board of Directors	21 May 2026

THE AUDIT AND RISK COMMITTEE

Terms of Reference

1.0 CONSTITUTION

- 1.1 The Audit and Risk Committee (the Committee) is a standing Board Committee that has been formally constituted by the Board of Directors of the Yorkshire Ambulance Service NHS Trust (the Trust) in accordance with its Standing Orders (4.6.1)
- 1.2 The Scheme of Powers Delegated by and Reserved to the Board, the Scheme of Financial Delegations, and the Standing Financial Instructions of the Trust will apply to the work of the Committee.

2.0 AUTHORITY

- 2.1 The Committee is authorised by the Board of Directors to act within its terms of reference and will be provided with Trust resources to do so. All members of Trust staff are directed to co-operate with any request made by the Committee.
- 2.2 The Committee has no executive powers other than those set out in these Terms of Reference.
- 2.3 The Committee has the right of access to all information that it deems relevant to fulfil its duties. This may require any Trust colleague to attend a meeting of the Committee to present information or to answer questions on a matter under discussion.
- 2.4 The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary.
- 2.5 The Committee is authorised to meet via virtual / remote arrangements if it deems this to be necessary.
- 2.6 The Committee is authorised, in exceptional circumstances, to conduct discrete business outside its scheduled meetings where it is considered to be either not practicable or not necessary to convene a full meeting.

3.0 PURPOSE AND DUTIES

- 3.1 The purpose and duties of the Committee are consistent with the NHS Audit Committee Handbook (HFMA) and other relevant guidance for public sector audit and risk committees.
- 3.2 The purpose and duties of the Committee are to:

- Review the establishment and maintenance of an effective system of integrated governance, risk management, and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives.
- Ensure that there is an effective internal audit function that meets the Global Internal Audit Standards and provides appropriate independent assurance to the Chief Executive, to this Committee, and to the Board.
- Review the work and findings of the Trust's external auditors and consider the implications and management responses to their work.
- Review the work of other committees within the organisation whose activities can provide relevant assurance to this Committee. This will include the review of assurances provided to the Committee by the Quality Committee, the Finance and Performance Committee, and the People Committee.
- Review the findings of other significant sources of assurance, both internal and external to the Trust, and consider the implications of these for the governance, risk management, and internal control of the organisation.
- Satisfy itself that the organisation has adequate arrangements in place for countering fraud and review the outcomes of counter fraud work.
- Monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
- Ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board. A primary source of assurance in this regard shall be the Finance and Performance Committee.

4.0 RESPONSIBILITIES

4.1 Risk Management and Internal Control

4.1.1 The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management, and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the Trust's objectives. In particular, the Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements. In particular these will include the Annual Governance Statement, Board memoranda and self-certification statements to regulators as required, and declarations of compliance with the NHS Code of Governance, together with any accompanying Head of Internal Audit Opinion, External Audit opinion, and other appropriate independent assurance, prior to endorsement by the Board;
- Fitness for purpose of the Board Assurance Framework and the system of risk management in the organisation, the effectiveness of governance arrangements, and the appropriateness of evidence that shows how the organisation is fulfilling its regulatory requirements.

- The statements contained within the Quality Account, together with review of any associated external audit assurance opinion as directed by NHS England;
- The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks, and the appropriateness of the above disclosure statements;

4.1.2 In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management, and internal control, together with indicators of their effectiveness. This will be evidenced through the Committee's use of an effective assurance framework to guide its work and that of the audit and assurance functions that report to it.

4.2 Internal Audit

4.2.1 The Committee shall ensure that there is an effective internal audit function established by management that meets the required professional standards and which provides appropriate independent assurance to the Committee, to the Chief Executive, and to the Board. This will be achieved by:

- Consideration of the provision of an Internal Audit service, the tendering procedure for any change in audit provider, the cost of the audit service and any questions of resignations and dismissal of internal auditors;
- Review and approval of the Internal Audit strategy (where applicable), the annual Internal Audit plan, and more detailed programmes of work as required, ensuring that this is consistent with the audit needs of the organisation as identified in the assurance framework;
- Consideration of the major findings of internal audit work and management responses thereto, including seeking assurance regarding the timely and appropriate response to recommendations arising from internal audit work.
- Consideration of the Head of Internal Audit Opinion and management response thereto.
- Ensuring appropriate coordination between internal and external audit work to optimise the effective and efficient use of audit resource;
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and
- Undertaking an annual review of the effectiveness of Internal Audit.

4.3 External Audit

4.3.1 The Committee shall review the work and findings of the External Auditor and consider the implications of and management responses to their work. This will be achieved by:

- Through the establishment of the Auditor Panel in accordance with Standing Orders (4.6.2), recommend to the Board of Directors the appointment of the external auditor.
- Discussion and agreement with the External Auditor, before audit work commences, of the nature and scope of the annual audit as set out in the Annual Plan, and ensure coordination as appropriate, with other External Auditors in the local health economy;
- Discussion with External Auditors of their evaluation of audit risks and assessment of the Trust and associated impact on the audit fee;
- Ensuring appropriate coordination between internal and external audit work to optimise the effective and efficient use of audit resource;
- Approve the Annual Audit Plan and associated fees;
- Review all external audit reports, including agreement of the annual audit letter before submission to the Board and any work carried outside the Annual Audit Plan, together with the appropriateness of the management response to these;
- Consideration of the major findings of external audit work and management responses thereto, including seeking assurance regarding the timely and appropriate response to recommendations arising from external audit work.
- Development and implementation of a policy or other appropriate means of internal control regarding the engagement of the External Auditor to supply non-audit services, taking into account relevant ethical guidance and in context of the role of the Auditor Panel to advise the Board on the selection and appointment of the External Auditor;
- Undertake an annual review of the effectiveness of the External Auditor.

4.4 Other assurance functions

4.4.1 The Committee shall review the findings of other significant sources of assurance, both internal and external. These may include but are not limited to:

- Any reviews by the Department of Health and Social Care's Arm's Length Bodies or Regulators/Inspectors, e.g. the Care Quality Commission, NHS England.
- Any reviews by other government departments or regulatory bodies (e.g. Office of the Information Commissioner; Office of the National Guardian (Freedom To Speak Up); the Health and Safety Executive, Ofsted)
- Professional Bodies with the responsibility for the performance of staff (e.g. Royal Colleges, accreditation bodies etc.)

4.4.2 The Committee will review the work of other committees in the Trust, whose work can provide relevant assurance to this Committee's own scope of work. In particular, this will include the review of assurances provided to the Committee by the Quality Committee, the Finance and Performance Committee, and the People Committee.

4.5 Management reports and assurance

- 4.5.1 The Committee will request and review reports and assurances from directors and managers of the organisation regarding the overall arrangements for governance, compliance, risk management, and internal control.
- 4.5.2 The Committee may request specific reports from individual functions within the organisation as it may deem to be appropriate.

4.6 Financial reporting

- 4.6.1 The Committee will monitor the integrity of the financial statements of the organisation and any formal announcements relating to the Trust's financial performance.
- 4.6.2 The Committee will ensure that the systems for financial reporting to the Board of Directors, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board of Directors.
- 4.6.3 The Committee will review the Annual Report and Financial Statements before submission to the Board of Directors.
- 4.6.4 The Committee will review the Annual Governance Statement and other disclosures relevant to the terms of reference of the Committee.
- 4.6.5 The Committee will review changes in, and compliance with, accounting policies, practice, and estimation techniques, including the following:
- Unadjusted misstatements in the financial statements;
 - Significant judgements made in the preparation of the financial statements;
 - Significant adjustments resulting from the annual external audit;
 - The letter of management representation to external audit; and
 - Qualitative aspects of financial reporting.

4.7 Standing Orders and Standing Financial Instructions.

- 4.7.1 The Committee will:
- Seek assurance regarding the operation of, compliance with, and exceptions to, the organisation's Standing Orders and Standing Financial Instructions.
 - Consider any proposed changes to the organisation's Standing Orders and Standing Financial Instructions, prior to presentation to the Board of Directors for approval.
 - Review schedules of losses and special payments and make recommendations as required to the Board of Directors.

- Review retrospectively every decision to suspend the Standing Orders of the organisation.
- At least once every twelve months, review the Register of Interests of the Board of Directors as maintained by the Chief Executive.
- If so directed by the Board of Directors, conduct a detailed review of annual or period budgets including proformas prepared for the Department of Health and Social Care, but these are to be returned to the Board of Directors for approval.
- Receive reports from the Charitable Funds Committee regarding governance, risk management, control, audit, and financial reporting matters.

4.7.2 Consider any other matters of financial accountability, probity, compliance, and/or value for money as and when requested by the Board of Directors.

4.7.3 Other matters may be considered when directed to do so by the Board of Directors.

4.8 Counter Fraud

4.8.1 The Committee will:

- Satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery, and corruption, which meet the NHS Counter Fraud Authority (NHSCFA) standards, and shall review the quality of work in these areas,
- With regards to the local counter fraud specialist, review, approve and monitor counter fraud work plans, receiving regular updates on counter fraud activity, monitor the implementation of action plans and discuss NHSCFA quality assessment reports.

4.9 System for Raising Concerns

4.9.1 The Committee will:

- Review the effectiveness of the arrangements in place for allowing staff (and contractors) to raise in confidence concerns about possible improprieties in any area of the organisation (financial, clinical, safety, or workforce matters) and ensure that any such concerns are investigate proportionately, independently, and in line with the relevant policies. This will include, but is not limited to, the Trust's Freedom To Speak Up arrangements.

4.10 Regulatory Compliance: Governance

4.10.1 The Committee will:

- Review the organisation's reporting on compliance with the NHS provider license, NHS Code of Governance, and the fit and proper person test.
- Satisfy itself that the organisation's policies, systems, and processes for the management of conflicts (including gifts, hospitality, and bribery) are effective, including receiving reports relating to non-compliance with the policy and procedures relating to conflicts of interest.

5.0 RELATIONSHIPS

- 5.0 The Committee will seek the views of other committees to gain assurance on Trust systems to provide timely and on-going assurance regarding the effectiveness of systems of integrated governance, risk management and internal control within those Committees' areas of concern as per their respective terms of reference.
- 5.1 The Committee will oversee the relationship of the organisation with external and internal audit functions. It will seek their views on the Trust's systems of control and will consider the management response to the auditors' work.

6.0 MEMBERSHIP

- 6.1 The Membership of the Committee will be agreed by the Board of Directors.
- 6.2 Membership of the Committee will consist of three Non-Executive Directors (excluding the Chair of the Trust who will not be a member of the Committee):
- 6.3 The Board of Directors will appoint the Chair and the Vice Chair of the Committee.
- 6.4 Other than in exceptional and temporary circumstances neither the Senior Independent Director nor the Chair of any other assurance committee shall be the Chair of the Audit and Risk Committee.
- 6.5 The Deputy Chair of the Trust may be the Chair of the Audit and Risk Committee. In such circumstances, and in accordance with the NHS Code of Governance, the Trust will publish an explanation for this in its Annual Report.

7.0 ATTENDEES

- 7.1 Attendees of meetings of the Committee will include:
- Executive Director of Finance
 - One other Director, appointed by the Board of Directors
 - Company Secretary, if not already covered by the above appointments
 - A representative of the internal auditors
 - A representative of the external auditors
 - The local counter fraud specialist
 - Up to one associate Non-Executive Director, nominated by the Board.
- 7.2 The Executive Director of Finance will be the Lead Director for the Committee.
- 7.3 The Chief Executive and any other Executive Director may be invited to attend meetings of the Committee at the discretion of the Chair, particularly when the Committee is discussing areas of governance, risk or control that is the responsibility of that director.

- 7.4 Where reports of the internal auditors reflect 'weak assurance' or 'limited assurance' the relevant Executive Director should assume that their attendance at the next meeting of the Committee is required.
- 7.5 The Chief Executive shall attend meetings of the Committee as required, for instance to discuss with the Committee the Annual Governance Statement and to review each year's draft internal audit plan and the draft annual accounts.
- 7.6 Other Non-Executive Directors and Associate Non-Executive Directors may attend meetings of the Committee at the discretion of the Chair, particularly where such a Non-Executive Director is the Chair of another committee that provides assurance to the Audit and Risk Committee.
- 7.7 At least once a year the Committee will meet with each of the External and Internal Auditors without any Executive Director of the Board present.
- 7.8 Additional members of Trust staff or external attendees will be invited to attend as and when required to support the workings of the meeting.
- 7.9 An attendance record will be held for each meeting. The attendance record for each year will be published as part of the Trust's Annual Report and Accounts.

8.0 QUORUM

- 8.1 Meetings of the Committee will be declared quorate when at least two Committee members are present.
- 8.2 No business shall be transacted by the Committee unless a quorum is present.
- 8.3 Members are able to attend Committee meetings in person, by telephone, or by other electronic means.
- 8.4 Members in attendance by electronic means will count towards the quorum.

9.0 COMMITTEE ADMINISTRATION

- 9.1 The Committee will meet at least five times each year. These meetings will comprise four quarterly 'ordinary' meetings plus a fifth meeting to review the Trust's Accounts, Annual Report, and associated year-end documentation.
- 9.2 The Committee Chair, the External Auditor, or the Head of Internal Audit may request an additional meeting of the Committee if they consider this necessary, in order to allow the Committee to discharge all of its responsibilities.
- 9.3 Additional meetings will be convened by the Committee Chair as necessary. The Committee Chair will ensure that, if additional meeting(s) are held virtually, these must be recorded and the minutes reviewed and approved by the Board of Directors.
- 9.4 The Chair of the Committee and the Lead Director will meet to agree the agenda for each meeting. The agenda will be based on the Committee's Annual Work Plan plus any agreed additional items that may arise.

- 9.5 The Company Secretary or their nominated designate will support the Chair of the Committee and the Lead Director in the management of the Committee's business and for drawing attention to good practice, national guidance, and other relevant documents, as appropriate.
- 9.6 Notice of each meeting shall be made available to each member of the Committee no fewer than four clear working days before the date of the meeting in electronic form unless agreed otherwise by the Chair and the Lead Director.
- 9.7 Administrative support to the Committee shall be provided by the appropriate committee secretary, who will normally be a member of the Trust's corporate governance team (which fulfils the role of Trust secretariat). The committee secretary will take minutes and clearly record actions.
- 9.8 Items for inclusion on the agenda shall be submitted to the secretary no fewer than ten days prior to the meeting. Agendas may only be amended by the agreement of the Committee Chair and the Lead Director.
- 9.9 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 9.10 The committee secretary shall minute the proceedings of all Committee meetings and provide draft minutes within five working days, reviewed by the Lead Director and then approved by the Committee Chair within 10 working days of the meeting.
- 9.11 An urgent decision be taken by Chair after having consulted with at least one other Committee member and the Lead Director. The exercise of such powers by the Chair will be reported to the next formal meeting of the Committee.
- 9.12 In order to facilitate a more flexible decision-making process between formal meetings the Committee may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Committee.

10.0 REPORTING AND ACCOUNTABILITY

- 10.1 The Committee is accountable to the Board of Directors.
- 10.2 The Chair will report to the Board of Directors following each meeting on how it has discharged its responsibilities. The Chair of the Committee shall provide the Board with a Chair's assurance report following each Committee meeting, providing assurance, or highlighting risks or issues that require executive action. The approved minutes of Committee meetings shall be formally recorded and submitted to the Board.
- 10.3 The Committee will report to the Board annually on its work. The Annual Governance Statement, as part of the Trust's Annual Report, should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered and how these were addressed.
- 10.4 The Committee Chair shall attend the Annual General Meeting of the Trust to respond to any stakeholder questions on the Committee's activities.

11.0 MONITORING AND REVIEW

- 11.1 The Terms of Reference of the Committee will be reviewed at least annually by the Company Secretary and by the Committee. Following its review, the Committee will recommend the Terms of Reference to the Board of Directors for approval.
- 11.2 The Committee will undertake an annual review of its performance. This will usually be via an externally facilitated self-assessment by its members. Any agreed improvement actions will be monitored by the Committee and reported to the Board of Directors.