Candidate Brief

Royal College of Veterinary Surgeons (RCVS)
Audit and Risk Committee - Chair
and two members

C0402 / C0403

April 2012

Managing Director
Sarah Thewlis
sat@thewlisgraham.com
Dear Candidate,

I am delighted that you have expressed an interest in applying to be a member of the Royal College of Veterinary Surgeons’ Audit and Risk Committee. I hope that you will find the following information in this candidate pack and the information on our website www.rcvs.org.uk useful.

The Council is establishing an Audit and Risk Committee and are seeking 3 committee members, one of which is to be the Chair.

If this is an opportunity of interest to you and you believe that you have the necessary skills and experience, we would very much like to hear from you. Thewlis Graham Associates, who are working with us, will be happy to discuss these roles with you further and answer any questions.

Yours sincerely,

Dr Jerry Davies
President
CANDIDATE BRIEF

This document contains:

A) An introductory letter from the President, Dr Jerry Davies
B) A brief description of the work of the Royal College of Veterinary Surgeons (RCVS)
C) The RCVS Council and Committees
D) Information about the RCVS Audit and Risk Committee
E) Appointment Details – Audit and Risk Committee Members
F) The recruitment timetable
G) Appendices;
   I) Remit of the Audit & Risk Committee
   II) Qualities required for the role of Audit & Risk Committee Member
   III) Values

B) The Royal College of Veterinary Surgeons

The RCVS was established in 1844 by Royal Charter to be the governing body of the veterinary profession. Our statutory duties are currently laid out in the Veterinary Surgeons Act 1966.

The RCVS safeguards the interests of the public and animals by ensuring that only those registered with us can carry out acts of veterinary surgery. We protect the health and welfare of animals committed to veterinary care through regulation of the educational, ethical and clinical standards of veterinary surgeons and veterinary nurses, thereby protecting the interests of those dependent on animals, and assuring public health.

Three organisations in one:

In effect the RCVS is made up of three distinct organisations:

A statutory regulator: undertaking the statutory responsibilities set out in the Veterinary Surgeons Act 1966, we maintain a register of veterinary surgeons eligible to practise in the UK; set standards of veterinary education; and, regulate professional conduct;

A 'Royal College': we exercise powers under our Royal Charter to award Fellowships, Diplomas and Certificates to veterinary surgeons, veterinary nurses and others, and act as an informed and impartial source of opinion on veterinary matters; and,

RCVS Charitable Trust - a separate charity established to promote and advance the study and practice of the art and science of veterinary surgery and medicine, by providing the RCVS Library and Information Service and a range of grants largely to support educational and research activities.

C) RCVS Council and Committees

Our statutory and Charter duties are steered and governed by a Council of 42 members that meets three times a year.

The breakdown of Council members is as follows:

24 members: elected to Council by the profession itself (in May of each year)
14 members: two nominated to Council by each of the seven UK Veterinary Schools
4 members: appointed by the Privy Council
Council is supported by a system of Committees. Our policy issues put forward by working parties or the secretariat go first to Committees for recommendation and, if recommended, on to Council for approval or rejection.

The terms of reference are laid out in the General Administration Bye-Laws 2009. Some decisions are delegated to Committees, but Council does receive reports of all Committees.

You can find further information about the RCVS on our website www.rcvs.org.uk.

D) Information about the RCVS Audit & Risk Committee

The Council is establishing an Audit & Risk Committee to support the Council by reviewing the comprehensiveness and reliability of assurances and internal controls in meeting the Council’s responsibilities. The composition of the Committee will be:

3 non RCVS Council Members (1 to be Chair)
1 Veterinary Surgeon Council Member
1 Lay Council Member

The Committee’s remit is at Appendix I.

E) Appointment Details – Audit and Risk Committee Members

It is expected that the committee will meet formally 3-4 times per year. The total time commitment is expected to be about 6 days per year for committee members. Meetings are usually held in London. Further information about the position and person specification are located at Appendix II.

Loss of Earnings Allowance
- Committee members will receive a Financial Loss Allowance payment (if applicable) based on the number of days or half day’s spent on College business. The allowance is set at a daily rate of £300.00 or the actual earnings lost. An additional day’s Financial Loss Allowance will be reclaimable for preparation work for each meeting.
- There is no stationery/computer consumables allowance.
- Committee members are eligible to claim reimbursement of overnight subsistence of up to £175.00 per night, 1st class rail fare or economy air fare.

Please note: The policy in relation to RCVS subsistence and expenses will be reviewed shortly.

Appointment and tenure of office
- Initial appointment to the Audit & Risk Committee will be until 2016. No Committee member may serve for more than eight years in total.
- Re-appointment can be made at the end of the first period of appointment for a further period of up to four years, subject to satisfactory performance and the needs of the RCVS. However, a degree of change is often sought and there should therefore be no expectation of automatic re-appointment.
- Applicants should be willing to undertake training as provided or arranged by the RCVS.
- You should be aware that this post is an office holder rather than an employed position.

Training
An induction covering the duties, stakeholders, vision and strategy, governance arrangements and key issues of the RCVS and the role of the committee will be provided.
Standards in public life
You will be expected to demonstrate high standards of corporate and personal conduct. All committee members are required to uphold the RCVS’s values and to subscribe to a Code of Conduct, both of which incorporate the principles set out by the Committee on Standards in Public Life – see Appendix III.

Conflict of Interests
You should note particularly the requirement to declare any conflict of interest that arises in the course of committee business and the need to declare any relevant business interests, positions of authority or other connections with organisations relevant to the business of the Royal College of Veterinary Surgeons.

F) Recruitment Timetable

<table>
<thead>
<tr>
<th>Timeline</th>
<th>Activity</th>
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<tbody>
<tr>
<td>Monday 21 May</td>
<td>Closing date for applications from both search and advertising.</td>
</tr>
<tr>
<td>21 May - 15 June</td>
<td>Thewlis Graham Consultant interviewing of interested candidates.</td>
</tr>
<tr>
<td>Week commencing 18 June</td>
<td>Thewlis Graham Associates submits longlist of potential candidates and later that week holds review meeting with client, to agree shortlist.</td>
</tr>
<tr>
<td>Tuesday 26 June</td>
<td>Client interviews – Chair</td>
</tr>
<tr>
<td>Wednesday 27 June</td>
<td>Client interviews – Committee Members</td>
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Please apply with a CV and covering letter by 5pm, Monday 21 May 2012 to Sarah Thewlis, Thewlis Graham Associates at mail@thewlisgraham.com quoting reference C0402: Chair. Reference C0403: Members.

Excluded applications:
Applications cannot be considered from current or former members of the Council of the RCVS.

Other factors which will affect an applicant’s suitability include, but are not limited to:

- Criminal convictions or outstanding criminal charges
- A finding of impaired fitness to practise by any regulatory body
- Disqualification from a profession or as a company director
- Bankruptcy
- Dismissal, other than by reason of redundancy, from any paid employment.

Applicants must disclose full details if any of the above applies to them.

Appointments are made on the basis of merit and suitability.

The RCVS is an equal opportunity employer.
Conclusion

This is an excellent opportunity to use your skills and experience within the Audit and Risk Committee within a prestigious Royal College, the RCVS.

For a confidential conversation please contact Sarah Thewlis at Thewlis Graham Associates on 0207 850 4781.

Sarah Thewlis
Managing Director
Appendix I

RCSV – Audit and Risk Committee Members

Remit of the Audit & Risk Committee

1. Constitution

1.1 The Council is establishing an Audit and Risk Committee to support the Council by reviewing the comprehensiveness and reliability of assurances and internal controls in meeting the Council’s oversight responsibilities. The Committee is a non-executive committee and has no executive powers except as set out in these Terms of Reference.

1.2 Under the Council’s Scheme of Delegation, the Committee has delegated authority to:

   a) Monitor the Council’s risk management arrangements

   b) Approve the internal audit programme

   c) Advise the Council on the comprehensiveness and reliability of assurances and internal controls, including internal and external audit arrangements, and on the implications of assurances provided in respect of risk and control.

1.3 The Committee may request the attendance of any employee or member, as set out in section 6 of these Terms of Reference, and may incur expenditure for the purpose of obtaining advice in terms of section 8 below.

2. Accountability and Reporting

2.1 The Committee is accountable to the Council. The minutes of each Audit and Risk Committee meeting shall be circulated to the Council. The Committee shall report to the Council annually on its work.

2.2 The Committee may also submit separately to the Council its advice on issues where it considers that the Council should take action. Where the Committee considers there is evidence of ultra vires transactions or evidence of improper acts, the Chair of the Committee should raise the matter at a formal Council meeting.

3. Membership

3.1 The Committee, including its Chair, is appointed through arrangements agreed by the Council. The Committee shall have five members, but may operate with fewer while a vacancy exists, provided the quorum is maintained. The Committee members shall include 1 Veterinary Surgeon Council member, (excluding the RCVS President and Vice Presidents) and including at least one lay member of RCVS Council and three lay members with appropriate audit and risk management experience. The Chairman shall be a Lay Member.
4. Remit

4.1 The duties of the Committee are as follows:

*Governance, Risk Management and Internal Control*

4.2 The Council is the governing body of the RCVS and determines the governance policy and framework for the organisation. The Committee supports the Council by reviewing and advising the Council on the operation and effectiveness of the arrangements which are in place across the whole of the Council's activities that support the achievement of the Council's objectives. In particular, the Committee will review the adequacy of:

a) All risk and control related disclosure statements, together with any accompanying internal audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Council;

b) 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;

c) The policies for ensuring compliance with relevant regulatory, legal, governance and code of conduct requirements;

d) The policies and procedures for all work related to fraud and corruption.

4.3 In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions. It will also seek reports and assurances from Department Managers as appropriate, concentrating on the over-arching systems of governance, risk management and internal control together with indicators of their effectiveness.

4.4 In reviewing risk management arrangements, the Committee should draw attention to areas where:

a) risk is being appropriately managed and controls are adequate (no action needed)

b) risk is inadequately controlled (action needed to improve control)

c) risk is over-controlled (resource being wasted which could be diverted to another use)

d) there is a lack of evidence to support a conclusion (if this concerns areas which are material to the organisation’s functions, more audit &/or assurance work will be required).
Internal Audit
4.5 The Committee shall:

a) Ensure that there is an effective internal audit function that complies with any applicable standards and provides appropriate independent assurance to the Council, Audit and Risk Committee, Chief Executive and Registrar;

b) Consider the appointment of the internal auditors, the cost of the service and any questions of resignation or dismissal and make appropriate recommendations to the Council;

c) Ensure that the Manager of Human Resources makes adequate resource available to the internal audit function;

d) Review the internal audit strategy, operational plan and work programme;

e) Consider the major findings of internal audit work, and management’s response;

f) Ensure co-ordination between the internal and external auditors;

g) Annually review of the effectiveness of internal audit.

External Audit
4.6 The Committee shall:

a) Consider the appointment and performance of the external auditor, the audit fee and any questions of resignation or dismissal and make appropriate recommendations to the Council;

b) Discuss and agree with the external auditor, before the audit commences, the nature and scope of the audit as set out in the external audit plan and their local evaluation of audit risks;

c) Review the work and findings of the external auditor, consider the implications and management’s responses to their work;

d) Review all external audit reports, including agreement of the annual audit letter before submission to the Council and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.

Financial Reporting
4.7 The Committee shall:

a) review the annual financial statements, focusing particularly on:
i. The statement on internal control and other disclosures relevant to the Terms of Reference of the Committee;

ii. Changes in, and compliance with, accounting policies and practices;

iii. Unadjusted mis-statements in the financial statements;

iv. Major judgmental areas;

v. Significant adjustments resulting from the audit.

b) Ensure that the systems for financial reporting to the Council, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Council.

5. Quorum

5.1 A quorum shall be three members of the Committee.

6. Attendance

6.1 Only Committee members shall be entitled to attend meetings of the Committee. The Chief Executive and/or the Registrar, Head of Finance and representatives from the internal auditors shall normally attend meetings. Representatives from the external auditors shall attend meetings as required for relevant items. The President and other Council members may attend meetings at the invitation of, or with the agreement of, the Chair of the Committee.

6.2 The Committee may request any employee or member to attend a meeting to assist with its discussions on any particular matter or to provide any information it may reasonably require in order to fulfil its remit. All employees and members are directed to co-operate with any reasonable request made by the Committee.

6.3 The Committee may ask any or all non-members to withdraw for all or part of a meeting if it so decides. In such an instance, the Chair shall ensure that a proper record is made of the meeting.

7. Access

7.1 The senior representatives of internal audit and external audit shall have free and confidential access to the Chair of the Committee. At least once a year, the Committee should provide an opportunity to meet privately with the external and internal auditors.

8. Authority

8.1 The Committee is authorised by the Council to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
8.2 The Committee may obtain legal or other independent professional advice and secure the attendance of external advisers with relevant experience and expertise if it considers this necessary, within the budget approved by the Council.

9. Secretariat

9.1 The Chief Executive and/or Registrar shall ensure that appropriate secretariat support is provided to the Chair and Committee.

10. Frequency of Meetings

10.1 The Committee shall meet not less than three times a year. The external or internal auditors may request a meeting if they consider that one is necessary.
Qualities required for the role of Audit & Risk Committee Member

Experience and knowledge

To help you decide if you wish to be considered for appointment to this role, we have listed below the criteria that will be applied when assessing applicants. To be considered, you must be able to demonstrate that you have the qualities, skills and experience to meet the criteria.

Candidates will need to provide evidence in their application form of relevant knowledge and experience. In particular, we are seeking candidates with:

- Relevant experience at a senior (executive or non-executive) level eg. board level or equivalent
- Understanding and knowledge of effective, proportionate risk management
- Experience of a non-executive role on an audit committee.
- General understanding of and interest in regulation, professional bodies and the veterinary profession.

Competencies

Once your application has been assessed, if you are shortlisted for interview, you will also need to demonstrate that you have the competencies required to be effective in this demanding role. Some examples of how these may be tested and met at interview are shown below.

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<thead>
<tr>
<th>Competence</th>
<th>Evidence</th>
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<tbody>
<tr>
<td>Public interest and accountability</td>
<td>• Commitment to the Nolan Principles of Public Life</td>
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<tr>
<td></td>
<td>• Overriding commitment to promoting high professional standards</td>
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<tr>
<td></td>
<td>• Willing to maintain and uphold accountability</td>
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<tr>
<td></td>
<td>• A high level of probity, integrity, discretion and fairness and the ability to maintain confidentiality</td>
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<td></td>
<td>• Able to uphold the principles of effective corporate governance</td>
</tr>
<tr>
<td>Competence</td>
<td>Evidence</td>
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| Intellectual flexibility, sound judgement and motivation | • Thinks clearly, analytically and creatively  
• Considers the bigger picture as well as detail  
• Weighs up other people’s ideas  
• Has own ideas  
• Objective - able to analyse complex information and situations before reaching a conclusion. Willing to modify thinking in the light of new information or dialogue  
• High levels of motivation and a willingness to constantly review and improve performance  
• Tests and probes constructively and effectively to achieve the best outcomes for the RCVS’s regulatory and statutory functions |
| Effective influencing and communication               | • Can influence and persuade others using well reasoned arguments  
• Capacity to give and take advice  
• Respects the views of others  
• Debates cogently, using evidence to support views  
• Open to change |
| Strategic direction                                   | • Commitment to the aims and objectives of the RCVS, without being unduly influenced by individual interest groups |
| Effective team working                                | • Builds constructive relationships and works effectively in a team  
• Understands and maintains the separation between the non-executive and executive function |

**Chair**
In addition to the responsibilities and competencies of the members, the Chair is responsible for ensuring that the committee fulfils effectively and adequately its responsibilities. They will have a key role in managing effective working relationships: within the committee, with the College Council, staff and executive and relevant external advisors.
The appointed candidate will have previous experience at a senior leadership level and proficiency of chairing meetings. They will have a proven track record of building alliances and working relationships with a wide range of stakeholders and a good understanding and experience of audit and risk within a variety of settings.
Appendix III

Values

1. The Nolan principles of public life:

   (1) Selflessness
   Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

   (2) Integrity
   Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

   (3) Objectivity
   In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

   (4) Accountability
   Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

   (5) Openness
   Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

   (6) Honesty
   Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

   (7) Leadership
   Holders of public office should promote and support these principles by leadership and example.

   These principles apply to all aspects of public life. The Committee has set them out here for the benefit of all who serve the public in any way.

   [Excerpt from the Nolan Committee’s First Report on Standards in Public Life, 1995]

2. Good corporate behaviour – constructive challenge internally, speaking with a single voice externally.
3. Good personal behaviour – courtesy, listening and respect in dealings with each other, with the organisation’s staff, and with stakeholders.

**Code of Conduct for Council members and RCVS associates**

Currently under review.

**RCVS Core Values**

- **Fair.** We have the legal power to regulate and must behave fairly and impartially. We manage the interface between the profession and the public. To maintain the trust of both, we must always act without fear or favour.

- **Open.** Justice must not only be done, but be seen to be done. So our Council meetings and Disciplinary Committee hearings are held in public and we publish our procedures and decisions. Our activities are open and so are we.

- **Understanding.** We show clear understanding of our field of operations; equally we aim to understand the needs of our wider audience.

- **Forward thinking.** We have a long past, but are more interested in where we are going. We seek to ensure that the veterinary profession, and the College itself, is always fit for purpose, and that veterinary standards move with the times.

- **Accountable.** We occupy a position of trust and as a public body we must be answerable for our actions. We must be willing to provide reasons for our decisions and keep our governance under review.

- **Consistent.** People will look to us for guidance and they will not expect us to be contradictory. We must act as custodians for the standards of the profession and apply them with consistency.
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