



COUNCIL AUDIT, RISK AND COMPLIANCE COMMITTEE CHARTER

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Contents

1. Introduction	3
2. Interpretation	3
3. Authority	3
4. Compliance	4
5. The CARCC Composition	4
6. Functions of the CARCC	4
7. Skills, Qualities and Experience of members	6
8. Standards of Behaviour	6
9. Confidentiality	7
10. Meetings of the CARCC : Operating Procedures	7
11. Maintaining Effectiveness: Evaluation of the CARCC	11
12. Reporting	11
13. Review	11

1. Introduction

Council has resolved to establish a Committee to be known as the Council Audit, Risk and Compliance Committee (CARCC). This charter sets forth the purpose, composition, responsibilities and authority of the CARCC.

2. Interpretation

In this Charter:

“**Act**” shall mean the Botswana Open University Act no 13 of 2017;

“**BOU**” shall mean Botswana Open University;

“**Chairperson**” shall mean the person appointed by Council to be the Chairperson of the Council Audit Risk and Compliance Committee;

“**The CARCC**” shall mean the Council Audit, Risk and Compliance Committee established under Statute 6.3.5;

“**Member**” shall mean the ARCC Member;

“**Management**” shall mean the Executive Management Team of the University;

“**Secretary**” shall mean the Secretary to Council appointed in accordance with Section 20 of the Act;

“**Statutes**” are legislative instruments of the University made by Council under Section 32 of the Act;

“**University**” shall mean Botswana Open University.

3. Authority

3.1 The Committee has authority to conduct or direct investigations into any matters within its terms of reference. The Committee has the right to seek independent professional advice at the expense of the University on any matter connected with the discharge of their responsibilities.

3.2 The Committee shall have unrestricted access to Management. The Committee shall also have the right to seek explanations and additional information from Management.

- 3.3 The Committee has authority to invite anybody from inside or outside the University who might bring clarity on any matter being discussed/considered as it deems fit.

4 Compliance

- 4.1 The Committee must at all times comply with the requirements which establish the legal and regulatory basis for governing and managing the University. These include:

- 4.1.1 The Act;
- 4.1.2 Statutes and any regulations or by-laws made pursuant to the Act;
- 4.1.3 Any other applicable legislation, regulations and standards including corporate governance codes of best practise, as well as Policies.

5 Composition of the CARCC

- 5.1 The CARCC as provided for under Statute 6.3.5 of the BOU Statutes comprises the following:
- 5.1.1 Three (3) external Council members nominated by Council, at least one of whom has recognized professional audit and/or risk management qualifications and experience, and one of whom shall be appointed by Council as Chairperson of the Committee;
 - 5.1.2 One non-Council member (not current University staff member) who is a reputable practising professional financial and/or risk management expert nominated by the Council Chairperson and approved by Council;
 - 5.1.3 Vice Chancellor;
 - 5.1.4 Deputy Vice Chancellor who is a member of Council.

6 Functions of the CARCC

- 6.1 The responsibilities of the Council Audit, Risk and Compliance Committee shall be to:

- 6.1.1 Review and recommend to Council policies pertaining to risk management, compliance management, fraud and corruption detection and prevention;
- 6.1.2 Assist Council in carrying out its IT governance responsibilities and ensure IT risks are adequately assessed and addressed;
- 6.1.3 Monitor compliance with relevant legislation, statutory instruments and regulations, Council directives and University ethical standards;
- 6.1.4 Review and recommend to Council the adequacy and effectiveness of internal controls, information systems, human resources practices, accounting standards and practices, financial accounting practices and auditing processes used throughout the University;
- 6.1.5 Review measures taken to alleviate institutional exposure to fraud and corruption and present to Council detailed annual report of all significant fraud and corruption incidents and how they were mitigated;
- 6.1.6 Recommend to Council appointment, renewal and termination of External Auditors and oversee the external audit process;
- 6.1.7 Review and determine the adequacy of the scope and focus of the external audit function and, accordingly, review and make recommendations to Council pertaining to findings of external audits;
- 6.1.8 Approve the Audited Annual Financial Statements subject to ratification by Council;
- 6.1.9 Determine external audit fees;
- 6.1.10 Recommend appointment and/or dismissal of the Internal Auditor and monitor his/her performance;
- 6.1.11 Approve the Internal Audit Plan;
- 6.1.12 Ensure that the Internal Audit function is subject to an independent quality review as and when the committee determines it appropriate.

7 Skills, Qualities and Experience of Members

- 7.1 Members are expected to be up to date with developments in order to be able to address issues adequately as they arise. The CARCC will review its skills profile to identify gaps and also use it as part of its regular performance review.
- 7.2 The University will train members as need arise. However, members are also expected to go on personal training to keep abreast with current trends.

8 Standards of behaviour

- 8.1 The CARCC members are required to behave ethically and must act honestly in the best interests of the University, at all times preferring the University's benefit to:
 - 8.1.1 personal advantage, whether financial or otherwise; or
 - 8.1.2 the advantage of any other person or organisation.
- 8.2 Members are expected to act in accordance with the **Council Code of Conduct** and to inter alia:
 - 8.2.1 exercise due care, skill and diligence;
 - 8.2.2 act honestly and with integrity;
 - 8.2.3 maintain confidentiality and use information properly;
 - 8.2.4 avoid conflict of interest;
 - 8.2.5 be financially responsible;
 - 8.2.6 act within the powers and functions prescribed;
 - 8.2.7 act collegially and in a mutually respectful manner;
 - 8.2.8 support the letter and spirit of the CARCC decisions;
 - 8.2.9 demonstrate leadership and stewardship, promoting and supporting the University's values; and
 - 8.2.10 acting respectfully.
- 8.3 Conflict of Interest
 - 8.3.1 Conflicts are managed in terms of the **Conflict of Interest Policy**. If a conflict exists, it must be declared and

managed in the best interests of the University. An interest in relation to any matter on the agenda must be formally declared at the meeting. Declared interests are recorded in the minutes of the CARCC meeting, together with details of how the CARCC dealt with the conflict.

- 8.3.2 Members must complete a Declaration of Interests form at each meeting. The Secretary maintains a Register of Interests.

9 Confidentiality

- 9.1 Members shall maintain confidentiality in accordance with Section 17 of the Act. The existence and details of any management information, data, materials, discussions and decisions that are not publicly released are confidential information of the University.
- 9.2 All confidential information acquired by a member while performing his or her duties must be kept confidential. A member must not disclose the CARCC related information to a third party unless he/she is required to do so in terms of any written law or for purposes of any judicial proceedings.

10 Meetings of the CARCC: Operating Procedures

- 10.1 The CARCC shall regulate its own meetings. The general operating procedures are as set out under Statute 7.2 and are elaborated below:
- 10.1.1 The Chairperson shall preside over meetings of the CARCC. However, in the absence of the Chairperson, the members present shall elect one of the present members, not being an employee of the University, to preside over the meeting.
- 10.2 **Frequency of meetings**
- 10.2.1 The CARCC shall meet at least three (3) times in a year and may convene other meetings as necessary to transact its business.

10.3 Notice of the meetings

Notice shall be circulated by the Secretary at least fourteen (14) days before the meeting. A Special Meeting may be called giving a shorter notice.

10.4 Meeting documents

10.4.1 Meeting Agenda

10.4.1.1 In establishing the meeting agenda, the Chairperson shall in consultation with the Vice Chancellor determine which matters require the CARCC's attention and/or decision. Members can also suggest to the Secretary, items for inclusion in the agenda.

10.4.1.2 The Agenda shall be timed in order to keep the meeting to the point and the Secretary shall keep the Chairperson alert to time during deliberations.

10.4.2 Agenda papers

10.4.2.1 Documents shall be availed to members at least 7 days before the date of the scheduled meeting. Documents shall be concise and provide information that the CARCC requires to fully understand the issues being raised and to make an appropriately informed decision that meets the needs of the University. The CARCC will request for further information where greater detail may be required.

10.4.2.2 No documents requiring consideration or decision will be tabled at a the meeting without prior notice except with the approval of those members present at the meeting.

10.5 Quorum

10.5.1 The quorum is 50% of the members. If there is no quorum, the meeting shall be postponed to another date.

10.5.2 In the event that there is lack of a quorum later during the course of the meeting, the meeting shall be adjourned and re-convened at a mutually agreed time.

10.5.3 A re-convened meeting shall not be adjourned for lack of a quorum, provided that it only deals with matters on the original agenda that were not dealt with in the adjourned meeting.

10.5.4 Where attendance is deemed beneficial to the business of the CARCC, the Chairperson of the CARCC may allow non-members to attend the CARCC meeting for the consideration of a specific agenda item, but such individuals have no voting right.

10.6 Voting procedure

10.6.1 Decisions by the CARCC shall be made by consensus or by casting a vote as the CARCC may direct. All recommendations shall be decided by the majority votes of members present.

10.6.2 The voting procedures during the CARCC meetings shall be conducted as follows:-

10.6.2.1 Decisions made through voting must be arrived at by a simple majority of the CARCC members present;

10.6.2.2 Each member has one (1) vote, except the Chairperson who has an ordinary vote and a casting vote;

10.6.2.3 The CARCC decides by a majority of members present when a secret ballot must be conducted and, in any vote where there is a tie, the Chairperson has the casting vote in addition to his/her ordinary vote;

10.6.2.4 The CARCC can take decisions by round robin, without a meeting having been convened provided that at least 50% of members with voting rights vote in favour of the resolution. Such resolution is deemed to be a valid resolution of the CARCC and must be recorded in the minutes of the next ordinary meeting. The resolution should be conveyed by post mail, telefax or electronic mail;

10.6.2.5 Proxy voting is not allowed, but a member who is unable to attend a meeting may communicate

his/her views on any agenda item to the Secretary but this shall not be counted as a vote by such a member.

10.7 Attendance and apologies

- 10.7.1 Members shall attend all meetings of the CARCC, from the beginning to the end, as shall be called from time to time and shall not absent themselves from such meetings except for good cause.
- 10.7.2 A member who is unable to attend a meeting of the CARCC shall inform the Secretary of his/her inability to attend well in advance of the meeting, not less than 48 hours before the meeting.
- 10.7.3 Any member who absents himself/herself from a meeting without informing the Secretary shall be reflected in the minutes as "absent without apology".
- 10.7.4 Where a member misses three of the scheduled meetings consecutively, the Chairperson shall cause their membership to be reviewed and a recommendation shall be made to Council.
- 10.7.5 Members of Executive Management Team and/ or Senior Management shall be invited to attend by standing invitation or on ad-hoc basis to provide pertinent information or insights in their area of responsibility.
- 10.7.6 The Internal Auditor shall be in attendance at all meetings of the Committee.

10.8 The Secretary

- 10.8.1 The Secretary to Council shall be the Secretary to the CARCC and shall attend all of its meetings and prepare and circulate to members and invitees as appropriate, all information in a timely manner to enable them to give full and proper consideration to the issues.
- 10.8.2 The Secretary has no voting right.

10.9 Minutes of meetings

- 10.9.1 The Secretary shall record minutes of the CARCC.

10.9.2 The minutes shall be approved and signed by the Chairperson and the Secretary at the next ordinary meeting.

10.9.3 The signed minutes shall be kept by the Secretary.

10.10 **General**

Meetings are conducted so that matters are debated openly and constructively. The CARCC members are committed to collective decision-making, but have a duty to bring an independent judgement to bear in decision-making. Individual CARCC members must utilise their particular skills, experience and knowledge when discussing matters at the CARCC meetings. The CARCC members commit to the consensus view once a decision is made.

11 **Maintaining Effectiveness**

11.1 Evaluation of the CARCC

The Committee shall assess its effectiveness annually with a view to ensuring that the committee achieves its mandate and that its performance accords with best practice and applicable law.

12. **Reporting**

12.1 Subject to the Act and the Statutes, the Council Audit, Risk and Compliance Committee shall present to Council, after each ordinary Committee meeting, a report that covers the following:

12.1.1 A summary of the minutes of the Committee;

12.1.2 Formal resolutions and any other key decisions made by the Committee;

12.1.3 Highlights of the audit process and key results of the audit; and

12.1.4 Key Committee recommendations and any other issues that Council should be informed about.

13. **Review**

This Charter shall be reviewed every three years or earlier as necessary.