INTERNAL AUDIT CHARTER

1. Purpose and Mission

The purpose of the Internal Audit Service at Cardiff University is to provide independent, objective assurance and consulting activity designed to add value and improve Cardiff University's operations. The mission of internal audit is to enhance and protect organisational value by providing risk-based and objective assurance, advice, and insight. The internal audit service helps Cardiff University accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

2. Professionalism

The internal audit service will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the International Standards for the Professional Practice of Internal Auditing, and the Definition of Internal Auditing. The head of internal audit will report periodically to senior management and the audit and risk committee regarding the internal audit service's conformance to the Code of Ethics and the Standards.

3. Independence and Objectivity

The head of internal audit will ensure that the internal audit service remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the head of internal audit determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others.

Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment, including:

- Assessing specific operations for which they had responsibility within the previous year.
- Performing any operational duties for Cardiff University or its affiliates.
- Initiating or approving transactions external to the internal audit service.
- Directing the activities of any Cardiff University employee not employed by the internal audit service, except to the extent that such employees have been appropriately assigned to auditing teams or to otherwise assist internal auditors.

Where the head of internal audit has or is expected to have roles and/or responsibilities that fall outside of internal auditing, safeguards will be established to limit impairments to independence or objectivity.

Internal auditors will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.
- Exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments.

The head of internal audit will confirm to the audit and risk committee at least annually, the organisational independence of the internal audit service.

The head of internal audit will disclose to the audit and risk committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

4. Authority

The head of internal audit will report functionally to the audit and risk committee (via the Chair) and administratively (i.e., day-to-day operations) to the Chief Operating Officer. To establish, maintain, and assure that Cardiff University's internal audit service has sufficient authority to fulfill its duties the audit and risk committee will:

- Endorse and recommend to Council the internal audit service's charter, the risk-based internal audit plan, the internal audit service's budget and resource plan, decisions regarding the appointment, removal and remuneration of the head of internal audit.
- Receive communications from the head of internal audit on the internal audit service's performance relative to its plan and other matters.
- Make appropriate inquiries of management and the head of internal audit to determine whether there is inappropriate scope or resource limitations.

The head of internal audit will have unrestricted access to, and communicate and interact directly with, the audit and risk committee, including in private meetings without management present.

The audit and risk committee authorises the internal audit service to:

- Have full, free, and unrestricted access to all functions, records, property, and personnel pertinent to carrying out any engagement, subject to accountability for confidentiality and safeguarding of records and information.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques required to accomplish audit objectives, and issue reports.
- Obtain assistance from the necessary personnel of Cardiff University and its affiliates, as well as other specialised services from within or outside, in order to complete the engagement.

5. Responsibilities

The head of internal audit has the responsibility to:

- Submit, at least annually, to senior management and the audit and risk committee a risk-based internal audit plan for review and approval.

- Communicate to senior management and the audit and risk committee the impact of resource limitations on the internal audit plan.

- Review and adjust the internal audit plan, as necessary, in response to changes in Cardiff University's business, risks, operations, programmes, systems, and controls.

- Communicate to senior management and the audit and risk committee any significant interim changes to the internal audit plan.

- Ensure each engagement of the internal audit plan is executed, including the establishment of objectives and scope, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results, and the communication of engagement results with applicable conclusions and recommendations to appropriate parties.

- Follow up on engagement findings and corrective actions, and report periodically to senior management and the audit and risk committee any corrective actions not effectively implemented.

- Ensure the principles of integrity, objectivity, confidentiality, and competency are applied and upheld.

- Ensure the internal audit service collectively possesses or obtains the knowledge, skills, and other competencies needed to meet the requirements of the internal audit charter.

- Ensure trends and emerging issues that could impact Cardiff University and its affiliates are considered and communicated to senior management and the audit and risk committee as appropriate.

- Ensure emerging trends and successful practices in internal auditing are considered.

- Establish and ensure adherence to policies and procedures designed to guide the internal audit service.

- Ensure adherence to Cardiff University's relevant policies and procedures, unless such policies and procedures conflict with the internal audit charter. Any such conflicts will be resolved or otherwise communicated to senior management and the audit and risk committee.

- Ensure conformance of the internal audit service with the *Standards*, with the following qualifications:

  - (i) If the internal audit service is prohibited by law or regulation from conformance with certain parts of the *Standards*, the head of internal audit will ensure appropriate disclosures and will ensure conformance with all other parts of the *Standards*.

  - (ii) If the *Standards* are used in conjunction with requirements issued by external bodies, the head of internal audit will ensure that the internal audit service conforms with the *Standards*, even if the internal audit service also conforms with the more restrictive requirements, for example in the case of HEFCW requirements in the Financial Management Code, Audit Code of Practice.

6. Internal Audit Plan

The scope of internal audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assessments to the audit and risk committee, management, and outside parties on the adequacy and effectiveness of governance, risk management, and control processes for Cardiff University and its affiliates. Internal audit assessments include evaluating whether:

- Risks relating to the achievement of Cardiff University's strategic objectives are appropriately identified and managed.

- The actions of Cardiff University's officers, directors, employees, and contractors are in compliance with its policies, procedures, and applicable laws, regulations, and governance standards.

- The results of operations or programs are consistent with established goals and objectives.

- Operations or programs are being carried out effectively and efficiently.

- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact Cardiff University.

- Information and the means used to identify, measure, analyse, classify, and report such information are reliable and have integrity.

- Resources and assets are acquired economically, used efficiently, and protected adequately.

The head of internal audit will report periodically to senior management and the audit and risk committee regarding:

- The internal audit service's purpose, authority, and responsibility.

- The internal audit service's plan and performance relative to its plan.

- The internal audit service's conformance with The IIA's Code of Ethics and *Standards,* and action plans to address any significant conformance issues.

- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters requiring the attention of, or requested by, the audit and risk committee.

- Results of audit engagements or other activities.

- Resource requirements.

- Any response to risk by management that may be unacceptable to Cardiff University.

The head of internal audit also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed. The internal audit service may perform advisory and related client service activities, the nature and scope of which will be agreed with the client, provided the internal audit service does not assume management responsibility.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of management.

7. Quality Assurance and Improvement Programme

The internal audit service will maintain a quality assurance and improvement programme that covers all aspects of the internal audit service. The program will include an evaluation of the internal audit service's conformance with the *Standards* and an evaluation of whether internal auditors apply The IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the internal audit service and identify opportunities for improvement.

The head of internal audit will communicate to senior management and the audit and risk committee on the internal audit service's quality assurance and improvement programme, including results of internal assessments (both ongoing and periodic) and external assessments conducted at least once every five years by a qualified, independent assessor or assessment team from outside Cardiff University.

Vice-Chancellor in his role as Accountable Officer and Head of Internal Audit

Endorsed by Audit and Risk Committee, 8th October 2020

Approved by Council, 23rd November 2020