

## THE SCOUT ASSOCIATION (TSA) RISK COMMITTEE TERMS OF REFERENCE

### Members

1. The Committee shall have between 5 and 9 members, including:
  - At least 2 members of TSA's Board of Trustees (**the Board**) with relevant skills and experience
  - At least 1 person aged 24 or under<sup>1</sup>
  - At least 1 independent member<sup>2</sup> with skills and experience of risk management issues and practices
  - The Company Secretary
2. Members of the Committee shall be appointed by the Nominations and Governance Committee, in consultation with the Chair of the Committee.
3. Appointments to the Committee shall be for a period of up to 3 years (or, if shorter, until end of term as member of the Board), subject to appraisal, and extendable by no more than one additional 3 year period, so long as (where relevant) the Committee member continues to be aged 24 or under or independent.
4. The Board shall appoint the Committee Chair, who must not be the Chair of the Board or of any other Board Committee. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.

### Quorum

1. 50% of the membership including at least one member of the Board.
2. In accordance with the regulations for Committee decision-making passed by the Board on 11 July 2015, Committee members participate in a meeting, and (subject to declaration of any conflict of interest) are included in the quorum for the meeting, provided that:
  - the meeting has been properly called in accordance with TSA's practice and procedures; and
  - Each Committee member can communicate to the others (for example by teleconference or video-conference) any information or opinions they have on any particular item of business of the meeting.

### Frequency

At least two meetings per annum.

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<sup>1</sup> Ideally the Committee should have on it the same proportion of members aged 24 and under as the Board does at the time. (As at July 2016: 15.8 %.) The Committee Chair is encouraged to take more young members than provided for in these Terms of Reference should Nominations and Governance Committee recommend that there is an appropriate opportunity to do so. Typically, these members will be aged 18-24 years, but Committee members aged 16-17 years are permissible where there is an appropriate candidate of that age

<sup>2</sup> Independent means someone who is not at date of appointment, or at any time during his/her term of office, a member of the Board of Trustees, SLT or Team UK.

## **Voting**

The Committee will strive for consensus around matters which require a decision. In the absence of consensus, matters arising at any meeting shall be decided by a majority of votes of those present (see Quorum above). In case of an equality of votes, the Chair shall not have a second or casting vote. Instead, the motion must be deemed not to have been carried.

## **Rights of attendance**

1. The Chair and all Members of the Board, the UK Chief Commissioner, the UK Youth Commissioner and the Chief Executive have right of attendance in a non-voting capacity.
2. Any others, by prior notice to and with permission of the Committee Chair, may also attend in a non-voting capacity.

## **Remit**

The Risk Committee is responsible to the Board for:

1. Keeping under review, and advising the Board on the effectiveness of, policies and procedures for risk identification, assessment and management in TSA and all TSA's wholly-owned subsidiary companies from time to time (together with TSA, "**the Group**").
2. Annually reviewing TSA's approach to risk management and, if appropriate, recommend to the Board changes or improvements to key elements of its processes and procedures.
3. Providing a statement to the Board annually indicating how TSA has complied with good practice with regard to effective risk management.
4. Ensuring that the identification and evaluation of key risks that threaten the achievement of any of the Group's strategic objectives is carried out, and that a register of these risks is maintained.
5. Identifying the strategy in place to manage such risks, including identification of appropriate risk owners, and monitoring the satisfactory operation of the management strategy.
6. Satisfying itself that other risks are being actively managed, with the appropriate strategies in place and working effectively. (In the case of TSA's subsidiary companies, this responsibility will typically be discharged by the Committee reviewing each subsidiary's risk register, and making enquiries of the subsidiary's senior management about risk, once per annum.)
7. Overseeing and advising the Board on TSA's current risk exposures and future risk strategy.
8. In consultation with the Finance Committee, recommending to the Board the statements to be included in TSA's annual report concerning risk management.
9. Liaising with the Finance Committee (and where appropriate TSA's external auditors) to agree the remit, method and frequency of any testing of financial controls as appropriate.
10. Contributing to raising awareness of risk generally across the Group and maintaining the profile of risk management.
11. Addressing such other matters related to risk as may arise from time to time.

## **Reporting**

1. Minutes of all Committee meetings (or a summary of the Minutes approved by the Committee Chair) will be circulated to the Board.
2. The Committee will produce, for the approval of the Board, a report of its activities and TSA's risk management process and key risks to be included in TSA's annual report.

## **Authority**

The Committee is authorised:

1. To seek any information it requires from any Group employee or volunteer in order to perform its duties; and
2. To require the attendance of any Group employee or volunteer at a meeting of the Committee (or at a meeting of any part of the Committee arranged for a specific purpose) as and when required.

**Approved by the Board of Trustees 9 July 2016**

**Updated 24 October 2018**