

# COP416

## INTERNAL AUDIT, COMPLIANCE AND RISK MANAGEMENT COMMITTEE TERMS OF REFERENCES

## 1. POLICY INTRODUCTION

By appointment of the Board, the Internal Audit, Compliance and Risk Management Committee (IACRMC) assists National Ambulance to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, internal controls, and governance processes both financial and managerial.

## 2. SCOPE

The Internal Audit, Compliance and Risk Management Committee (IACRMC) will review all procedures applied by the company and ensure that all financial and administrative processes comply with the approved policies and procedures and with best practices, which will enable the company to achieve transparency and to mitigate any risks stemming from the market environment or internal practices.

## 3. OBJECTIVES

### 3.1 THE GENERAL FRAMEWORK

- Develop and maintain the Governance Corporate charter to be approved by the Board of Directors;

### 3.2 INFORMATION AND ITS STRUCTURE

- Capture all activities of the company relating to operations, administration, Finance and education including supply chain and the warehouse.
- Capture all policies and procedures related to internal and external processes including but not limited to the management of assets, entering into agreements for procurement of goods or services and recruitment and compensations.
- Request and review detailed audit reports on individual contracts ( direct cost / indirect cost / G&As vs revenue, gross and net profit);
- Ensure there is a dashboard to monitor project performance against well -defined KPIs. The projects are to be captured as standalone units, including the head office, the warehouse and education department.
- Review and approve the “Strategic Governance Audit Plan” and “Annual Governance Audit Plan” using an appropriate risk-based methodology, including any risks or control concerns identified.

### 3.3 POLICIES AND PROCEDURES & INTERNAL CONTROLS

- Review all previous and current policies, procedures, and direct the working groups or departments as needed to make amendments in accordance with governance, high standards and best practices and in accordance with the company and UAE legal requirements.
- Review processes to maintain, manage and sign off controlled documents as per the approved procedures and delegations to amend or to abrogate any policy.
- Ensure financial, managerial, and operating reports include information that is accurate, reliable, and up-to-date; reflecting the real position of the company. These reports will present the information requested by the committee in a straightforward and structured way
- Review and sign off annual Quality and training Plan;

### 3.4 AUDIT AND OVERSIGHT

- Develop a controlled audit and review register with appropriate forms.
- Review the implementation of the “Annual Governance Audit Plan”, as approved, including as appropriate any special tasks or projects requested by the Committee;
- Chief Financial Officer to develop a register to monitor all risks as implemented with QHSE and to insert any notes or corrective actions relating to every item. This will be integrated with the controlled and review register.
- Ensure all internal controls and monitoring processes are implemented across all functions in the company including HR.
- Ensure quality and continuous improvement are fostered in National Ambulance’s internal control processes and policies and procedures as needed and in response to any requirements that may arise from time to time.
- Oversee outstanding action plan implementation;
- Oversee management of external audits such as ISO and JCI
- Oversee investigations of significant suspected fraudulent activities within NA;

## 4. ACCOUNTABILITY AND GOVERNANCE

The IACRMC shall report and be accountable to National Ambulance Board directly. The Committee shall report to the Board through its Chair. If required, The National Ambulance Board Chairman appoints the Internal Auditor who independently assists the IACRMC in its internal audit and risk management duties.

## 5. FUNCTIONAL MEMBERSHIP

The Chair will review the membership of the group and terms of reference, annually.

- Chairman or Board Delegate (Chair) – or delegate
- Chief Executive Officer – or delegate
- Chief Finance Officer – or delegate
- Chief Administrative officer – or delegate
- Chief Operations Officer – or delegate
- Secretary – Translator

Support: Internal Auditor

Where the Committee is of the view that a technical expert in a certain area, that person may be co-opted to the Committee for that specific task.

## 6. PROCESS FOR SUBMISSIONS

Where the submission involves a Corporate Change, the submission must follow COP414 Organizational Change Management Policy and Procedure.

## 7. CONFLICTS OF INTEREST

For the duration of their membership, members will be required to declare any interests that could reasonably be anticipated to lead to a conflict of interest.

In the event of a submissions being presented by a department head, the member is required to abstain from voting on the proposal.

## 8. QUORUM

In the event of the Chairperson unable to attend the meeting or where the Chair registers a Conflict of Interest then a delegate will be appointed.

Where a member cannot attend, the meeting should be reconvened or a suitable representative approved by the Chair co-opted in for the meeting.

## 9. MEETINGS

The committee meets quarterly to review any submissions received 15 days at most before the meeting of the board of directors.

10 days before the committee convenes, the Chief Finance Officer will collate all reports and documents from departments and working groups against a pre-established checklist. The Chief Financial Officer will then send all documents to the CEO for approval. The secretary of the committee will then be directed to translate the documents which will be sent to the chair who may request further information at his own discretion.

## 10. URGENT MEETINGS

If an urgent meeting is required and members are unavailable, or where an emergency is declared, members of the IACRMC may convene a meeting through email outlining their request and call for action. Any actions must be reported at the next meeting, along with supporting documentation.

## 11. AGENDA

The minutes of the previous meeting and an agenda will be circulated 10 days before any meeting. Action points will be circulated directly after the meeting by the Secretary.

The agenda items must include at a minimum:

1. Declarations of Conflicts of Interest
2. Minutes of the previous meeting
3. Review Corporate Risk Registers and controls
4. Confirm AAP and implementation
5. Review projects and their allocated budgets
6. Review all documents relating to any contracts or agreements entered into and ensure processes are compliant with approved policies and procedures
7. Review reports on completed actions:
  - Procurement
  - Expenditures
  - Recruitment
8. Review procurement and recruitment plans
9. Review risk management reports, controls implemented and suggestions for improvement.
10. Any other Business as required

## 12. MINUTES

The secretary must circulate Minutes of Meetings within five working days and hold copies on the shared drive for access by the authorized members only. All minutes should be provided in both English and Arabic.

## 13. PROCEDURE AND FORMS

Form Number	Forms relevant to this controlled document
COP414	Organizational Change Management Policy and Procedure.

## 14. DOCUMENT CONTROL

The Chairman will review and update this document annually.

Version No.	Date	Changes
1	January 2018	New document
2	January 2021	- Removal of Deputy Chief Executive Officer - Removal of the roles and responsibilities from Director of Performance and Evaluation and change to Chief Financial Officer

Review & Approval: Chairman

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Date: