

**EXECUTIVE SUMMARY REPORT**  
**BOARD OF DIRECTORS**  
**ON**  
**22 MAY 2018**

<b>Subject:</b>	Audit Committee Annual Report 2017/18, including the Committee Terms of Reference and 2018/19 Workplan
<b>Supporting Director:</b>	Sandi Carman, Assistant Chief Executive
<b>Author:</b>	Sue Coulson, Business Manager, Board of Directors and Jill Dentith, Interim Governance Consultant

**PURPOSE OF THE REPORT:**

The purpose of the report is to formally report to the Board of Directors on the work of the Audit Committee during 2017/18 and indicate its work plan for the financial year 2018/19.

**KEY POINTS:**

<p>The report notes the:</p> <ul style="list-style-type: none"> <li>• Details of Audit Committee attendance;</li> <li>• Contribution of 360 Assurance including Internal Audit and the Counter Fraud Specialist;</li> <li>• Details of the work undertaken for the year 2017/18;</li> <li>• Objectives and workplan for 2018/19, which has been updated taking account of the HFMA example timetable; and</li> <li>• Request for formal agreement of the revised Terms of Reference which have also been updated taking account of the HFMA model including style and format, a separate section relating to Counter Fraud and references to membership in relation to role rather than name.</li> </ul>
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**RECOMMENDATION(S):**

<p>The Board of Directors is asked to:</p> <ul style="list-style-type: none"> <li>• <b>RECEIVE</b> the report;</li> <li>• <b>APPROVE</b> the changes to the Audit Committee Terms of Reference (Appendix 1); and</li> <li>• <b>NOTE</b> the 2018/19 Work Plan (Appendix 2)</li> </ul>
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**IMPLICATIONS<sup>2</sup>**

<b>AIM OF THE STHFT CORPORATE STRATEGY 2017-2020</b>		<b>TICK AS APPROPRIATE</b>
1	Deliver the Best Clinical Outcomes	✓
2	Provide Patient Centred Services	✓
3	Employ Caring and Cared for Staff	✓
4	Spend Public Money Wisely	✓
5	Deliver Excellent Research, Education & Innovation	✓

**APPROVAL PROCESS**

<b>Meeting</b>	<b>Date</b>	<b>Approved Y/N</b>
Audit Committee	21/5/18	
Board of Directors	22/5/18	

# SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

## Audit Committee Annual Report 2017/18 and 2018/19 Work Plan

### 1 Introduction

- 1.1 The purpose of the report is to formally report to the Board of Directors on the work of the Audit Committee during 2017/18 and indicate its work plan for the financial year 2018/19.
- 1.2 The Audit Committee reviewed and approved its Terms of Reference in July and October 2017. Attached at Appendix 1 is an updated version of the Terms of Reference for approval by the Board of Directors.

### 2 Meetings

- 2.1 During 2017/18 the Audit Committee met on five occasions. All meetings were quorate.

#### 2.2 Attendance by Audit Committee Members

Meeting date	Audit Committee Members			
	Tony Buckham (Vice Chair)	John O’Kane (Chair)	Dawn Moore	Chris Newman (wef 1/11/17)
16/05/2017	✓	✓	✓	-
04/07/2017	✓	✓	APOL	-
10/10/2017	✓	✓	✓	-
09/01/2018	✓	✓	✓	APOL
06/03/2018	✓	✓	✓	APOL
% attendance	100%	100%	80%	0%

- 2.3 The following routinely attended Audit Committee meetings during 2017/18:

STHFT: Director of Finance; Deputy Director of Finance (Financial Accounting); Assistant Chief Executive

360 Assurance (Internal Audit): Deputy Director; Client Manager; Local Counter Fraud Specialist

Mazars (External Audit): Engagement Audit Partner, Audit Manager

Chairs of Board Committees also have a standing invitation to attend meetings of the Audit Committee. The Chair of the Healthcare Governance Committee attended the meeting on 9<sup>th</sup> January 2018.

- 2.4 The Audit Committee’s Minutes are submitted to the Board of Directors, supported by a verbal report given by the Committee Chair. Items to be highlighted to the Board of Directors, is a standing item on the Audit Committee agenda.
- 2.5 Chairs of the Board Committees also meet on a regular basis.

### 3. **Work undertaken 2017/18**

The Committee dealt with the following matters:

- **Statutory Financial Statements and Annual Report**
  - Statutory Financial Statements and Annual Report and Accounts 2016/17 (including the Quality Report) received and approved by the Committee prior to being submitted to the Board of Directors for final approval (May 2017).
  - Internal Audit Annual Report including the Head of Internal Audit Opinion received and noted. The report found significant assurance on the Trust's system of internal controls (May 2017).
  - External Audit Annual Governance Report (ISA 260) including the Letter of Representation and Audit Opinion received and noted (May 2017). The report was subsequently presented to the Council of Governors (September 2017).
  - External Audit External Assurance Report on the 2016/17 Quality Report received and noted (May 2017). The report was subsequently presented to the Council of Governors (September 2017).
  - Accounting Policies for completion of 2017/18 Financial Statements paper, including the appropriate accounting treatment for Charitable Funds, received and approved (January 2018).
  - Going Concern concept (verbal update given in January 2018 and a paper in March 2018). The Committee agreed that the 2017/18 Annual Accounts be prepared on a "going concern basis".
  - Process and timetable for approval of 2017/18 Financial Statements and Annual Report paper received and approved (January, 2018).
  
- **Counter Fraud Services**
  - Local Counter Fraud Services progress reports were received and noted (all meetings except May 2017).
  - The Committee received and approved the Draft 2017/18 Fraud, Bribery and Corruption Risk Assessment and Work Plan (July 2017 and March 2018 respectively).
  - The Committee received the 2017/18 Annual Counter Fraud Report (May 2017).
  
- **Other Reports Received**
  - Losses and Compensations Report received and noted (May 2017).
  - Risk Management Annual Report was received and noted (July 2017).
  - Single Tender Waiver Reports received and noted (all meetings except May 2017).
  - Registers of Gifts reports received and noted (all meetings except May, July 2017).
  - Register of Hospitality reports received and noted (all meetings except May 2017).
  - Insurance Arrangements Annual Report 2017/18 received and noted (January 2018).
  
- **Internal Audit**
  - Internal Audit Progress Reports received and noted (all meetings except May 2017).

- The Audit Committee received and approved the risk-based Internal Audit Plan for 2018/19 (January and March 2018).
- The Committee at a private meeting discussed the Draft Membership Agreement produced by the 360 Assurance Consortium (Internal Audit).

#### External Audit

- External Audit Progress Reports received and noted (all meetings except May 2017).
- 2017/18 External Audit/Internal Audit Protocol for Liaison received and noted (October 2017).
- The Committee received and approved the risk-based 2017/18 Audit Strategy Memorandum (Audit Plan) received and approved (January 2018).

#### ➤ Assurance

- A Review of External Audit Services received by the Trust was undertaken and discussed (July 2017). The review concluded that the Trust was receiving a satisfactory service and recommended the re-appointment of Mazar's for the 2017/18 financial year to the Council of Governors at the September 2017 meeting and that recommendation was approved.
- A review of Internal Audit Service received was undertaken and outcome reported to a private meeting of the Committee (July 2017).
- Audit Committee 2016/17 Annual Report and 2017/18 Work Plan and Terms of Reference received and approved (May 2017).
- The Audit Committee received an update on Data Quality – Baseline Assessment Audit (March 2018).

#### ➤ Risks

- Integrated Risk and Assurance Report (IRAR) – discussed at all meetings except May 2017 and March 2018.
- The Committee received a separate report on the Delivery of Planned Maintenance and Refurbishment of Wards (October 2017).
- The Committee noted that Chairs of other Board Committees were to be invited to a meeting of the Audit Committee to discuss the risks on the IRAR that their respective Committee had oversight of (January 2018).
- The Committee received an update from the Chair of the Human Resources and Organisational Development Committee (HR&ODC) on the risks that the HR&ODC had oversight of (March 2018).

#### ➤ Other Work

- The Committee received updates on the Code of Business Conduct including Declaration of Interests, Gifts, Hospitality and Sponsorship Policy (July 2017, October 2017, January 2018, and March 2018).
- The Committee noted that the Trust had agreed to purchase an electronic system to support the launch of the Code of Business Conduct including Declarations of Interests, Gifts, Hospitality and Sponsorship Policy (October 2017).
- The Committee received an update on the Review of Standing Financial Instructions and Scheme of Delegations (July and October 2017).
- The Committee received a verbal update on the Asset Valuation Approach (2017/18 Interim Year) (January and March 2018).

#### **4 Audit Committee Effectiveness 2017/18**

Three objectives relating to the Integrated Risk and Assurance Report (IRAR) were brought forward from 2016/17 and incorporated in 2017/18. Compliance remains good, although a further review of IRAR was commissioned in 2017/18 the outcome of which will be shared with Audit Committee in 2018/19. This work will underpin the Committee's role to satisfy itself that the systems and process in place are working effectively.

The Audit Committee has responsibility for the oversight, development and management of the Integrated Risk and Assurance Report. The Audit Committee have regularly scrutinised and monitored the contents of the report and have actively provided guidance for improvement.

The fourth objective related to the risks associated with a number of partnership arrangements, including the establishment of a working agreement between Working Together partners and the establishment of a Committee in Common, as a formal committee of the Board of Directors. These were reviewed by the Audit Committee as were proposed changes to the Integrated Care System (ICS) for South Yorkshire and Bassetlaw.

#### **5 2018/19 Work Plan**

The 2018/19 Work Plan is detailed in Appendix 2.

#### **6 Audit Committee Objectives 2018/19**

In March 2018 the Committee approved the following objectives for 2018/19:

Objective 1: To continue the development of the Integrated Risk and Assurance Report.

Objective 2: Support the development of appropriate governance arrangements to effectively manage the interface between the Integrated Care System, Sheffield Accountable Care Partnership and Sheffield Teaching Hospitals.

Objective 3: To develop and implement a risk appetite statement.

Objective 4: The Trust will ensure that corporate governance activities are aligned to the key lines of enquiry for the NHSI well-led development framework.

#### **7 Conclusion**

The Audit Committee continues to play an important role in the governance and continued success of the Trust.

John O'Kane  
Chair  
May 2018



## **TERMS OF REFERENCE**

### **AUDIT COMMITTEE**

#### **1. PURPOSE**

The Audit Committee has overall responsibility for the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the Trust's objectives.

#### **2. DUTIES / RESPONSIBILITIES**

The Audit Committee is established as a Committee of the Board of Directors. The Committee is a non-executive committee and has no executive powers, other than those specifically delegated in these terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Audit Committee. The Committee is authorised by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The duties of the Audit Committee can be categorised as follows:

##### **2.1 Integrated Governance, Risk Management and Internal Control**

2.1.1 The Audit Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the Trust's objectives.

2.1.2 In particular, the Audit Committee will review the adequacy of:

- all risk and control related disclosure statements (in particular the Annual Governance Statement, Quality Report and Board Statements including the Corporate Governance Statement) and declarations of compliance with the Care Quality Commission's standards for all regulated activities across all registered locations, together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board of Directors
- the underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the

management of principal risks as reported in the Integrated Risk and Assurance Report, and the appropriateness of the above disclosure statements

- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and related reporting and self-certification.
- The policies and procedures for all work related to fraud, bribery and corruption as required by NHS Counter Fraud Authority.

2.1.3 In carrying out this work the Audit Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

2.1.4 This will be evidenced through the Audit Committee's use of an effective Integrated Risk and Assurance Report to guide its work, and that of the audit and assurance functions that report to it.

2.1.5 As part of its integrated approach, the Committee will have effective relationships with other key committees so that it understands processes and linkages.

## 2.2 Internal Audit

2.2.1 The Audit Committee shall ensure that there is an effective internal audit function established by management that meets mandatory *Public Sector Internal Audit Standards 2017* and provides appropriate independent assurance to the Audit Committee, Chief Executive and the Board of Directors. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal;
- review and approval of the Internal Audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in the Assurance Framework. The Audit Committee shall formally involve the Healthcare Governance Committee, the Finance and Performance Committee and the Human Resources and Organisational Development Committee in the review and approval process;
- consideration of the major findings and recommendations of Internal Audit work, (including monitoring management's responsiveness), and ensure co-ordination between the Internal and External Auditors to optimise audit resources;

- ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation; and
- annual review of the effectiveness of Internal Audit.

## 2.3 External Audit

The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's response to their work.

2.3.1 The Audit Committee shall review the work and findings of the External Auditor appointed by the Trust's Council of Governors and consider the implications and management's responses to their work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor, in accordance with the Trust specification for an external audit service, informed by *Audit Code for NHS Foundation Trusts* published by the National Audit Office;
- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy;
- discussion with the External Auditors of their local evaluation of audit risk and assessment of the Trust and associated impact on the audit fee: and
- review all External Audit reports, (including the ISA 260 Report before submission to the Board and the External Assurance on the Trust's Quality Report before submission to the Council of Governors) and any work conducted outside the annual audit plan, together with the appropriateness of management responses.

## 2.4 Other Assurance Functions

2.4.1 The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to the governance of the Trust. These will include, but will not be limited to, any reviews by Department of Health Arm's Length Bodies or Regulators/Inspectors (e.g. NHS Improvement, Care Quality Commission, and NHS Resolution), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.).

2.4.2 In addition, the Audit Committee will review the work of other committees within the Trust, whose work can provide relevant

assurance, or highlight risks, to the Committee's own scope of work. This will particularly include the Healthcare Governance, Finance and Performance and the Human Resources and Organisational Development Committees.

- 2.4.3 In reviewing the work of the Healthcare Governance Committee, and issues around clinical risk management, the Audit Committee will wish to satisfy themselves on the assurance that can be gained from the clinical audit function.
- 2.4.4 The Audit Committee shall receive details of Single Tender Waivers as approved by the Chief Executive.
- 2.4.5 The Audit Committee shall receive a schedule of losses and compensations and approve appropriate write-offs.
- 2.4.6 The Audit Committee shall review registers relating to the Standards of Business Conduct Policy and consider any breaches and action taken.
- 2.4.7 The Audit Committee shall review every decision by the Council of Governors or the Board of Directors to suspend their respective Standing Orders.
- 2.4.8 The Committee shall review the effectiveness of arrangements in place for allowing staff to raise concerns (in confidence) about possible improprieties in financial, clinical or safety matters and ensure that such concerns are investigated proportionately and independently.

## 2.5 Management

- 2.5.1 The Audit Committee shall request and review reports and positive assurances from directors and managers on the overall arrangements for governance, risk management and internal control.
- 2.5.2 They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

## 2.6 Financial Reporting

The Committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial position.

The Committee should ensure that the systems for financial reporting to the Board of Directors, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

The Audit Committee shall review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:

- the wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;
- changes in, and compliance with, accounting policies and practices;
- unadjusted mis-statements in the financial statements;
- major judgmental areas;
- significant adjustments resulting from the audit;
- Letter of representation; and
- Explanations of significant variances.

The Audit Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

## 2.7 Counter Fraud

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud, bribery and corruption that meets the NHS Counter Fraud Authority's (NHS CFA) standards and shall review the outcomes of work in these areas.

The Committee will refer any suspicious of fraud, bribery and corruption to the NHS CFA.

## 2.8 Special Assignments

The Audit Committee shall commission and review the findings of any special assignments required by the Board of Directors.

### **3. ACCOUNTABLE TO**

The Audit Committee is a non-executive committee established by and accountable to the Board of Directors. It has no executive powers other than those specifically delegated in these Terms of Reference.

### **4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)**

4.1 The minutes of Audit Committee meetings shall be formally recorded by the Assistant Chief Executive and submitted to the Private Board of Directors. The Chair of the Committee shall draw to the attention of the Board any issues that require disclosure to the full Board of Directors, or require executive action.

4.2 The Audit Committee will present a written report to the Board of Directors annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Integrated Risk and Assurance Report, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and ongoing compliance with the Care Quality Commission's Fundamental Standards of Quality and Safety for all regulated activities across all registered locations, fulfilling regulatory requirements and robustness of the process behind the quality accounts.

#### Circulation of Minutes:-

Minutes will be circulated to all members of the Audit Committee, those in attendance and members of the Board of Directors.

### **5. MEMBERSHIP**

The Audit Committee will have four Non-Executive Directors who will form the membership of the Committee.

One of the Non-Executive Directors, with relevant financial and governance experience, will act as Chair and a second will act as Vice Chair.

The Vice Chair will chair the meeting in the absence of the Chair or if the Chair has to absent him/ herself as a result of any conflict of interest in the business of the Committee.

#### In attendance

The following shall normally attend meetings:

Assistant Chief Executive
Corporate Governance Manager
Business Manager, Board of Directors
Director of Finance
Deputy Director of Finance – Financial Accounting
Head of Internal Audit

Internal Audit Associate Director (Audit Manager)
Internal Audit Client Manager
Local Counter Fraud Specialist
External Audit Manager
External Audit Engagement Lead

At least once a year, the Audit Committee may wish to meet privately with the External and Internal Auditors without any Executive Directors or Trust managers being present.

➤ Standing Invitation

Non-Executive Directors, who Chair the other Board Committees, but who are not members of the Audit Committee will have a standing invitation to attend the Committee meetings if they so choose or if they are invited to present any reports from the Committee that they chair.

The Chief Executive and other Executive Directors should be invited to attend particularly when the Audit Committee is discussing areas of risk or operation that are the responsibility of that director.

The Chief Executive should be invited to attend, at least annually, to discuss with the Audit Committee the process for assurance that supports the Annual Report, including the Financial Reports and Annual Governance Statement.

➤ Administrative Support

The Committee shall be supported by the Assistant Chief Executive, who in turn will be supported by the Business Manager, Board of Directors, who will:

- Agree agendas with the Chair;
- Prepare, collect and circulate papers in the required timeframe;
- Take the minutes and help the Chair to prepare reports to the Board of Directors;
- Keep a record of matters arising and issues to be carried forward;
- Maintain records of committee members' appointments and renewal dates;
- Advise the committee on pertinent issues / areas of interest / policy development;
- Ensure that action points are taken forward between meetings; and
- Ensure that Committee members receive the devilment and training they need.

**6. QUORUM**

Two of the four members of the Audit Committee.

**7. MEETING FREQUENCY (MINIMUM IF APPLICABLE)**

- Meetings shall be held not less than three times a year.
- The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.
- It is expected that members of the Audit Committee shall attend at least fifty percent of scheduled meetings in a financial year.

**8. DATE TERMS OF REFERENCE WERE APPROVED**

May 2018

The review includes local updates and cross referencing with the *NHS Audit Committee Handbook* (fourth edition produced by HFMA).

**9. REVIEW DATE**

May 2019

**10. PROCESS FOR REVIEWING EFFECTIVENESS**

The effectiveness of the Audit Committee will be monitored on an annual basis via the following:

- Review of the Terms of Reference;
- Annual report to the Board of Directors regarding progress with work programme;
- Review of attendance rate of members; and
- Meeting of the chairs of the Audit Committee, the Healthcare Governance Committee, the Finance and Performance Committee, the Human Resources and Organisational Development Committee and the Assistant Chief Executive to review their respective roles in terms of risk and assurance.

As a committee of the Board of Directors, the Audit Committee will be included in the external and independent review of Board governance which will be undertaken at least every three years, in accordance with NHS Improvements requirements.

**11. REPORTING STRUCTURE**

Members of the Audit Committee will receive the minutes of the Healthcare Governance Committee, Finance and Performance and Human Resources and Organisational Development Committee.

The Audit Committee will receive the annual report and annual work plans of the Healthcare Governance Committee, the Finance and Performance Committee and Human Resources and Organisational Development Committee.

**AUDIT COMMITTEE – 2018/19 WORK PLAN**

Item	Meetings				
	21/05/18	10/07/18	09/10/18	15/01/19	12/03/19
<b>Governance</b>					
Board Committees Annual Reports 2017/18 and 2018/19 Work Plan	x				
Self-certification against the conditions of the Provider Licence 2017-18	x				
Register of Hospitality		x	x	x	x
Register of Gifts		x	x	x	x
Register of Interests		x	x	x	x
Risk Management Annual Report		x			
Integrated Risk and Assurance Report (formerly Assurance Framework)		x	x	x	x
Review and approval of Terms of Reference			x		
Agree AC Objectives 2019/20 and review progress against 2018/19 objectives					x
Review whistleblowing arrangements				x	
<b>Financial Focus</b>					
Adoption of Statutory Financial Statements and Annual Report 2017/18: <ul style="list-style-type: none"> <li>Annual Accounts</li> <li>Annual Report including Quality Report and Remuneration Report</li> <li>Annual Governance Statement</li> </ul>	x				
Single Tender Waivers		x	x	x	x
Losses and Compensations Report	x				
Going concern paper				x	x
Process and timetable: 2018/19 Statutory Financial Statements and Annual Report (including Quality Report)				x	
2018/19 Accounting Policies and Approach				x	
Insurance Arrangements – Annual Report				x	
Review changes to standing orders etc.			x		
<b>Internal Audit</b>					
Internal Audit Annual Report 2017/18 including Head of Internal Audit Opinion Statement	x				
Limited Assurance Audits (progress against action plans)		x	x	x	x
Internal Audit Progress Report		x	x	x	x
Internal Audit 2018/19 Plan (Draft in January and Final in March)				x	x
Review of Internal Audit Services		x			
<b>External Audit</b>					
External Audit ISA 260 Report 2017/18 (Governance Annual Report) and Limited Assurance report on 2017/18 Quality	x				

Item	Meetings				
	21/05/18	10/07/18	09/10/18	15/01/19	12/03/19
Report					
External Audit Progress Report including Technical Report		x	x	x	x
External Audit 2018/19 Plan			x		
Review of External Audit Services		x			
2018/19 External Audit/Internal Audit Protocol for Liaison			x		
<b>Counter Fraud</b>					
LCFS Progress Report		x	x	x	x
LCFS Plan 2019/20					x
Review of Counter Fraud Services		x			
<b>Other Activities</b>					
Self-assess the committee's effectiveness				x	
Private discussions with internal and external auditors			x		