AUDIT AND RISK COMMITTEE MEMBER – ROLE SPECIFICATION
Independent Member (with relevant knowledge and expertise to provide insight into risks related to Coimisiún na Meán's financial, audit, and ICT management).

The Organisation
Coimisiún na Meán was established on 15 March 2023 further to the provisions of the Online Safety and Media Regulation (OSMR) Act 2022. On that date, all functions that were vested in its predecessor organisation, the Broadcasting Authority of Ireland, were transferred to the new organisation. We operate primarily in accordance with the Broadcasting Act 2009, as amended.

As the independent media regulator, we are Ireland's agency for developing and regulating a thriving, diverse, creative, safe and trusted media landscape. We are responsible for regulating broadcasters, video-on-demand providers and online platforms established in Ireland. Our wide-reaching remit also includes supporting and developing the Irish media sector. More information is available on our website here: www.cnam.ie

Governance Structure
Coimisiún na Meán is led by a Chairperson and four Commissioners, collectively referred to as the Commission. These full-time executive staff members are appointed by the Minister for Culture, Communications and Sport and serve as the decision-making body of Coimisiún na Meán. The Executive Chairperson is the Accounting Officer and, when requested, is required to provide evidence to the Dáil Éireann Committee on the regularity and propriety of the Commission's transactions, the economy and efficiency of its resource use, the effectiveness of its operations, and any relevant issues in reports by the Comptroller and Auditor General.

Audit and Risk Committee
The Commission has established an Audit and Risk Committee to support them in their responsibilities for issues of risk, control, and governance by reviewing the comprehensiveness of assurances in meeting the Commission's and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

As detailed in Section 7.12 of the 2016 Code of Practice for the Governance of State Bodies, the Board of a State body should establish an Audit and Risk Committee of at least three independent non-executive Board members. Where a Board is constituted with only executive Board members, other arrangements should be made to constitute an Audit and Risk Committee including the use of independent external personnel.

An Coimisiún's Audit and Risk Committee comprises of an independent external Chairperson, two additional independent external members and two Commissioners.

The Role
The Commission is now seeking to appoint an independent external member to their Audit and Risk Committee. The Commission is seeking an individual with proven knowledge in financial management, accountancy and audit, and/or corporate governance and ICT management. The successful candidate will join a strong and collegiate Committee and will be appointed as one of independent external members of the Committee.

Responsibilities
The Terms of Reference of the Audit and Risk Committee are set out in the appendix to this role specification. The Audit and Risk Committee Members will advise the Commission on:

- the strategic processes for risk, internal control, and governance;
- the accounting policies, the financial statements, and the annual report of the organisation, including the process for review of the financial statements prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- the planned activity and results of both internal and external audit;

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- adequacy of management response to issues identified by audit activity, including external audit's management letter of representation;
- assurances relating to the management of risk and corporate governance requirements for the State body;
- (where appropriate) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services;
- anti-fraud policies, protected disclosure processes, and arrangements for special investigations; and
- the Audit and Risk Committee will also periodically review its own effectiveness and report the results of that review to the Commission.

Skills and Qualities for the current role vacancy

- The candidate must be a senior finance and/or corporate governance professional, with expertise in financial and audit management, ideally with at least ten years senior management experience.
- Have an understanding of the role of a regulatory body.
- Knowledge of the Code of Practice for the Governance of State Bodies.
- Knowledge and expertise of ICT and cyber risks would be an advantage.
- Have the time and commitment to fulfil the role.
- Excellent interpersonal and communication skills.
- Commitment to the highest level of corporate governance.
- Previous experience serving on an Audit & Risk Committee would be an advantage.

Meetings

The Audit and Risk Committee will meet at least four times a year. The Chairperson of the Audit and Risk Committee may convene additional meetings, as they deem necessary. Meetings take place in person at the offices of Coimisiún na Meán in Dublin 4 and typically are three to four hours in duration.

Term of Appointment

Committee members are appointed for a period of three years, which can be renewed for up to three years, to a maximum of six years in total.

Remuneration

Coimisiún na Meán will pay Committee members an annual stipend of €4,800.

How to apply

This recruitment process is being conducted through an open expression of interest to ensure transparency and to attract candidates with the appropriate skills and experience. Coimisiún na Meán is committed to equality, diversity and inclusion and welcomes applications from suitably qualified candidates from all backgrounds.

Applications should be sent by email to arcrecruitment@cnam.ie and should include:

- a curriculum vitae, and
- a short statement outlining relevant experience and suitability for the role.

Closing date for applications is 19/11/26

A list of suitably qualified candidates will be presented to the Commission for consideration and decision. Appointment to the Audit and Risk Committee will be made by the Commission.

Further Information

For further information on the role and current members of the Committee, please contact the Audit and Risk Committee Secretary, Caradh O'Donovan, at arcrecruitment@cnam.ie

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APPENDIX

Charter and Terms of Reference for Audit and Risk Committee

The Commission has established an Audit and Risk Committee to support them in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Commission's and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

Membership

The members of the Audit and Risk Committee will be appointed by the Commission and will consist of not more than six people:

- two Commissioners (Note: The Chairperson is the Accounting Officer and hence will not be appointed to the Audit and Risk Committee);
- a maximum of four independent external members:

Note: The intention is that the Committee will operate with 3 independent external members, but this number may increase to 4 to allow a new member gain an understanding of the operation of the Committee (prior to the expiry of the term of the member they are replacing).

- the Audit and Risk Committee will be chaired by one of the external members appointed by the Commission;
- the Audit and Risk Committee will be provided with a secretariat function by the Governance function of Coimisiún na Meán;
- a statement of members' interests of material and relevant members' interests will be prepared annually;
- where a conflict of interest arises in the course of the work of the Audit and Risk Committee, the member will bring this to the attention of the Chairperson and, where necessary, leave the room for the duration of the discussion and not take part in any decisions relating to the discussion. A note to this effect should be included in the minutes of the meeting.

Reporting

- the Audit and Risk Committee will formally report in writing to the Commission; and
- the Audit and Risk Committee will provide the Commission with an Annual Report, timed to support finalisation of the annual report and financial statements, summarising its conclusions from the work it has done during the year.

Responsibilities

The Audit and Risk Committee will advise the Commission on:

- the strategic processes for risk, internal control and governance;
- the accounting policies, the financial statements, and the annual report of the organisation, including the process for review of the financial statements prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- the planned activity and results of both internal and external audit;
- adequacy of management response to issues identified by audit activity, including external audit's management letter of representation;
- assurances relating to the management of risk and corporate governance requirements for the State body;
- (where appropriate) proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services;
- anti-fraud policies, protected disclosure processes, and arrangements for special investigations; and
- the Audit and Risk Committee will also periodically review its own effectiveness and report the results of that review to the Commission.

Rights

The Audit and Risk Committee may:

- co-opt additional members to provide specialist skills, knowledge, and experience; and
- procure specialist ad-hoc advice at the reasonable expense of the State body, subject to budgets agreed by the Commission.

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Internal Audit
Given the nature of Coimisiún na Meán's activities and the resources available to it, it is considered appropriate to outsource the internal audit function. The Partner or Director of the external firm providing internal audit services will report functionally to the Audit and Risk Committee and administratively (i.e. day to day operations) to the Director Governance.

Access
The Partner or Director of the external firm providing internal audit services will have free and confidential access to the Chairperson of the Audit and Risk Committee.

Meetings

- the Audit and Risk Committee will meet at least four times a year. The Chairperson of the Audit and Risk Committee may convene additional meetings, as they deem necessary;
- A minimum of three members, including at least two external members of the Audit and Risk Committee, will be present for a meeting to be deemed quorate;
- as the business of the Audit and Risk Committee requires the Executive Chairperson of the Commission, the Director of Finance, Director of Governance, the Chief Risk Officer, the Partner or Director of the external firm providing internal audit services and a representative of external audit should attend for specific meetings or agenda items at the Committee's request;
- the Audit and Risk Committee may ask any other officials of the State body to attend to assist it with its discussions on any particular matter;
- the Audit and Risk Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters; and
- the Commission may ask the Audit and Risk Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

Information Requirements
For each meeting, the Audit and Risk Committee will be provided, at least one week in advance of each meeting, with:

- a report summarising any significant changes to the State body's strategic risks and a copy of the strategic/corporate Risk Register;
- a progress report from the Partner or Director of the external firm providing internal audit services summarising:
  - work performed (and a comparison with work planned);
  - key issues emerging from the work of internal audit;
  - management response to audit recommendations;
  - changes to the agreed internal audit plan; and
  - any resourcing issues affecting the delivery of the objectives of internal audit.
  - a progress report (written/verbal) from the external audit representative summarising work done and emerging findings (this may include, where relevant to the organisation, aspects of the wider work carried out by the Comptroller and Auditor General, for example, Value for Money reports and good practice findings);
  - management assurance reports; and
  - reports on the management of major incidents, "near misses" and lessons learned.

As and when appropriate the Committee will also be provided with:

- proposals for the terms of reference of internal audit / the internal audit charter;
- the internal audit strategy;
- the Partner or Director of the external firm providing internal audit services' annual opinion and report;
- quality assurance reports on the Internal Audit Unit;
- the draft financial statements of the organisation;
- the draft governance statement;
- a report on any changes to accounting policies;
- external audit's management letter;
- a report on any proposals to tender for audit functions, where appropriate;
- a report on co-operation between internal and external audit; and

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- the organisation's risk management strategy.

Amendment of Charter
This Charter may be amended or updated in joint consultation between the Commission and the Committee. It shall be reviewed annually.

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Patricia Byron
Chair of the Audit and Risk Committee
Date

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Jeremy Godfrey
Executive Chairperson of an Coimisiún
Date

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