

National Museum of Ireland Audit Committee Charter

1. Policy Statement

The National Museum of Ireland supports and subscribes to the highest standards of corporate governance and recognises the important contribution to good governance and effective internal control made by an efficient and effective Audit Committee (The Committee).

The Board is committed to supporting the Committee in discharging the authorities and responsibilities, contained in this charter and respects the independence of the Committee.

The Committee is authorised by the Board to investigate any matters within its areas of responsibility.

This Charter will be reviewed by the Audit Committee and approved by the Board from time to time and updated as appropriate, with a view to ensuring that its functions in regard to the matters set out below continue to be effectively discharged through the Committee.

2. Membership/ Appointment

The Audit Committee will consist of at least four members (including 3 members of the Board) to be appointed by the Board. The Audit Committee will be chaired by a member of the Board.

3. Summary of Responsibilities of the Committee

The Audit Committee is responsible for advising the Board on whether an appropriate regime of internal audit is in operation, but not for the formulation or implementation of such a regime. The Committee is established as a Committee of the Board to assist and advise the Board in fulfilling its functions relating to:

- a. The financial reporting process
- b. The system of internal control
- c. The risk management process
- d. The audit process
- e. The Board's process for monitoring compliance with laws and regulations.

4. Authority

The Board of the National Museum of Ireland (NMI) authorises the Audit Committee to:

- Conduct or authorise investigations
- Meet with NMI officers, the Comptroller and Auditor General (C&AG), Internal Auditor or advisors as necessary
- Retain outside expertise to advise it in the conduct of its business
- Seek any information it may require from employees of the National Museum of Ireland and is within the context of the Committee's powers and responsibilities
- Meet with NMI officers, the Comptroller and Auditor General (C&AG), Internal Auditor or advisors as necessary as warranted by the Committee's duties and responsibilities
- Monitor risk management programme of NMI

5. Meetings and Reporting

The Audit Committee shall meet at least four times a year and have the authority to convene additional meetings as circumstances require and report on its activities to the Board.

Attendance of two Committee members (including the Chairman) at an Audit Committee meeting shall constitute a quorum.

The Audit Committee may invite members of management, auditors or others to attend meetings and provide pertinent information as necessary. Such parties may include the Director of the NMI, is not limited to Secretary to the Board, Heads of Divisions, Finance Officer and the Internal Auditor.

The Audit committee should hold separate meetings with the Internal Auditor regularly and the C&AG at least annually.

Meeting agendas, along with appropriate briefing materials, shall be prepared and provided to Audit Committee members at least four working days in advance of meetings.

The Secretary to the Board of NMI will act as secretary to the Audit Committee and minute all meetings. Minutes of such meetings will be supplied to the earliest subsequent meeting of the NMI's Board.

The Chairman of the Audit Committee shall report to the NMI's earliest subsequent Board meeting following each meeting of the Audit Committee.

The Chairman may request the Director, other executives and representatives of the Comptroller and Auditor General to be in attendance at meetings of the Audit Committee for selected agenda items.

The Audit Committee should liaise with the C+AG as necessary.

6. Responsibilities relating to Financial Statements

The Audit Committee shall discharge the following duties in respect of financial statements:

- Review of Security and its management
- Review significant accounting and reporting issues, (including complex or unusual transactions and highly judgemental areas, and recent professional and regulatory announcements) and understand their impact on the financial statements and the operations of NMI
- Review the annual financial statements, prior to submission to the Board for approval, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles
- Review interim financial reports with management, before approval by the NMI Board, and consider whether they are complete and consistent with the information known to the Committee members
- Review with management and the C&AG as appropriate the results of audits, including any difficulties encountered
- Review the annual financial statements and audit reports of the C+AG before presentation to the Board and report to the Board on the results of such a review.
- Review other relevant sections of the annual report and related regulatory filings before release to consider the accuracy and completeness of information
- Understand how management develops interim financial information, and the nature and extent of internal and C&AG involvement

7. Responsibilities relating to Internal Control

- Consider the effectiveness of the NMI's internal controls over annual and interim financial reporting, including information technology, security and control environment
- Understand the scope of internal auditors and C&AG's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management responses
- Within the general terms of this Charter, initiate any special projects or investigations deemed necessary by the Committee
- Monitor management's implementation of security and risk management

8. Responsibilities relating to Risk Management

- Review the adequacy and effectiveness of NMI's process for the identification, impact assessment and occurrence assessment of regulatory, operational and financial risk
- Review the adequacy and effectiveness of security and controls operated by management to mitigate regulatory, operational and financial risks
- Monitor the risk management programme and its effectiveness in relation to the assets and operations of NMI

9. Responsibilities relating to Internal Audit

- Procure and recommend to the Board the providers of the Internal Audit Services
- Agree an annual internal audit programme
- Meet on a regular basis with the Internal Auditor to discuss any matters that the Committee or internal auditor believes should be discussed
- Review the performance of the Internal Auditors and review the process for replacement or dismissal of the Internal Auditors
- Review the effectiveness of the internal audit function, including compliance with the Institute of Internal Auditors' Standards for the Professional Practice of Internal Auditing
- Monitor management's implementation of audit recommendations

10. Responsibilities relating to External Audit

- Review the Comptroller and Auditor General's proposed audit scope and approach, including co-ordination with internal audit
- Monitor Management's implementation of audit recommendations

11. Responsibilities relating to compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any instances of non-compliance
- Review the Annual Report of the Chairman of the Board on the activities of NMI, and any annual report by the Director, furnished to the Minister for Arts, Sport and Tourism in so far as such reports relate to matters of relevance to and which

are within the province of the Audit Committee's powers and functions, and consider whether such reports are complete and consistent with information known to Committee members in the aforesaid context

- Review the adequacy of NMI policy and procedures in the context of ethical and procedural guidelines relevant to the governance of State Bodies
- Review the process for communicating the policies and procedures to NMI personnel, and for monitoring compliance therewith
- Obtain regular updates from management and when warranted obtain legal advice regarding compliance matters

12. Responsibilities relating to Reporting

- Regularly report to the Board about the Committee activities, issues and related recommendations
- Provide an open avenue of communication between internal audit, the C&AG and the Board
- Prepare and obtain Board approval for statements in the annual report concerning the Committee's composition, responsibilities and how they were discharged, and any other information required by law
- Review any other reports the NMI issues that relate to the Committee's responsibilities
- Report to the Board on matters relating to the NMI process for security and risk assessment and management action to mitigate risk

13. Other Responsibilities

- Perform other activities related to this Charter as requested by the Board
- Institute and oversee special investigations within its area of responsibility as needed
- Confirm annually that all responsibilities outlined in this Charter have been carried out and achieved.
- Review and assess the adequacy of the Charter of the Audit committee annually, requesting Board approval for proposed changes if and when such arise
- Evaluate the Audit Committee's performance on a regular basis

