

# ADVOCACY COMMITTEE(AC)

The duties and responsibilities of the Advocacy Committee include the following:

- i. To Oversee and monitor the advocacy strategy, suggesting changes to strategy when necessary;
- ii. Provide advice on guidance to improve strategic alignment, coordination, and proper support of advocacy efforts to the Board of Governors.
- iii. Support IIA Tanzania Secretariat and the Board of Governors on implementation of the Advocacy plan;
- iv. Network and build relationships through use of personal and professional contacts;
- v. Provide input and assist in developing plans for interacting, networking, and communicating with various audiences;
- vi. Liaise with key stakeholders on advocating the best practices and enhance the alignment and coordination of advocacy efforts in Tanzania;
- vii. Periodically report on leading advocacy practices in their region/sector;
- viii. Develop common advocacy messages and promote IPPF implementation in Tanzania.

# AUDIT & RISK COMMITTEE(ARC)

The committee will carry out the following responsibilities:

## 1.1 Financial Statements

- 1.1.1 Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.

1.1.2 Review with management and the external auditors the results of the audit, including any difficulties encountered.

1.1.3 Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.

1.1.4 Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.

1.1.5 Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing Standards.

1.1.6 Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.

1.1.7 Review interim financial reports with management and the external auditors before filing with regulators and consider whether they are complete and consistent with information known to committee members.

## 1.2 **Internal Control**

1.2.1 Consider the effectiveness of the institute's internal control system, including information technology security and control.

1.2.2 Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

## 1.3 **Internal Audit**

1.3.1 Approve the internal audit charter.

1.3.2 Approve decisions regarding the appointment and removal of the chief internal auditor. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the internal auditor.

1.3.3 Approve the annual audit plan and all major changes to the plan. Review the internal audit activity's performance relative to its plan.

1.3.4 Review with the chief internal auditor the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.

1.3.5 At least once per year, review the performance of the chief internal auditor and concur with the annual compensation and salary adjustment.

1.3.6 Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' the Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.

1.3.7 On a regular basis, meet separately with the chief internal auditor to discuss any matters that the committee or internal audit believes should be discussed privately.

1.3.7 Review governing tools including Strategic Plan, Operating Manual etc.

#### 1.4 **External Audit**

1.4.1 Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.

1.4.2 Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.

1.4.3 Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.

1.4.4 On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

#### 1.5 **Compliance**

1.5.1 Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

1.5.2 Review the findings of any examinations by regulatory agencies, and any auditor observations.

1.5.3 Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.

1.5.4 Obtain regular updates from management and company legal counsel regarding compliance matters.

#### 1.6 **Reporting Responsibilities**

1.6.1 Regularly report to the Board of Governors about committee activities, issues, and related recommendations.

1.6.2 Provide an open avenue of communication between internal audit, the external auditors, and the Board of Governors.

1.6.3 Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.

1.6.4 Review any other reports the Institute issues that relate to committee responsibilities.

## 1.7 Other Responsibilities

1.7.1 Perform other activities related to this charter as requested by the Board of Governors.

1.7.2 Institute and oversee special investigations as needed.

1.7.3 Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

1.7.4 Confirm annually that all responsibilities outlined in this charter have been carried out.

1.7.5 Evaluate the committee's and individual members' performance on a regular basis

## 1.8 Risk Management

1.8.1 Assess the internal processes for determining and managing key risk areas

1.8.2 Ensure that the Institute has an effective risk management system and that significant or material risks identified by the Board are reported back at least annually to the Board; recommend the risk profile and risk appetite of the Institute, for approval by the Board;

- (a) Receive and review reports from management concerning the Institute risk management strategies;
- (b) Recommend and oversee the process developed by management to identify principal risks, evaluating their potential impact, and implementing appropriate strategies to manage those risks;
- (c) Recommend principles, strategies, policies and processes for managing risk;
- (d) Receive and review reports from management regarding resolution of significant risk exposures and risk events;
- (e) Review and monitor the risk implications of new and emerging risks, organizational change, regulatory change and major initiatives;
- (f) Provide a formal forum for communication between the Board and senior management;
- (g) Obtain and assess management reports on any suspected or actual fraud, theft or breaches of laws, and recommend appropriate actions by the Board;

# QUALITY ASSURANCE & TECHNICAL COMMITTEE(QATC)

The committee has the following responsibilities:

- i. To identify technical topics of current interest, and to conduct research thereon;
- ii. To review and comment on any matter within its terms of reference;
- iii. To act as a liaison body or representative of the Institute on professional forums dealing with technical matters that would affect its members;
- iv. To provide input and opinion on technical issues raised by other professional bodies;
- v. To request input and comments from members and interested parties on technical issues under review;
- vi. To provide and supply answers to technical problems raised by members;
- vii. To improve communication with other Boards and regional committees as well as regulators and professional bodies;
- viii. The Committee can only issue statements/guidance for Tanzania within criteria from the Board.
- ix. The Committee shall take a leadership role in making recommendations to the Board on setting the corporate governance tone for the institute and advise the Board on the adoption or amendment of appropriate corporate governance policies and procedures.
- x. The Committee shall develop and recommend to the Board a set of technical and quality assurance guidelines and keep abreast of development with regard to internal audit profession to enable the Committee to make recommendations to the board in light of such developments as may be appropriate.
- xi. The Committee shall periodically review the constituent documents, such as Memorandum of Incorporation and Bylaws of the Institute and make recommendations to the Board whenever there is a need to make adjustments to these documents.
- xii. The Committee shall review the institute's compliance with its corporate governance policies and procedures annually and report to the Board on the results of the review together with any recommendations of the Committee.
- xiii. The Committee shall quarterly review training programs of the Institute.
- xiv. The Committee shall review the quarterly plans before presenting to the Board for approval.

# **RESEARCH & ADVISORY COMMITTEE (RAC)**

The functions of the Research and Advisory include the following:

- a) To provide general direction and coordination to the work of IIA Tanzania secretariat;
- b) To identify the needs to develop IIA Tanzania's documents related to the scope of the committee, coordinate their elaboration and request their issuing;
- c) To ensure recognition of outstanding internal audit achievements through awards programs by reviewing nominations and select the winners of each award category;
- d) To monitor the relevance and quality of the professional education program, within a national and international context;
- e) To provide professional advice to members and other stakeholders.
- f) To make recommendations to the Board on the selection criteria for the different awards offered by the Institute.