

AUDIT AND RISK MANAGEMENT COMMITTEE 2023 / 2024



DICKON ADDIS
Chair



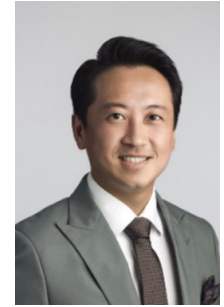
PAUL LIM



JIM LEE



ALICIA TAN



ANDY LIM

AUDIT AND RISK COMMITTEE ("ARC")

TERMS OF REFERENCE 1

Scope

The DAS Group that covers Dyslexia Association of Singapore and its subsidiaries DAS International and DAS Academy.

Overview

The Audit and Risk Committee is a sub-committee of the Board of Directors. Their role is to assure that the DAS Group's internal controls are effective. This includes controls over financial oversight, risk management, compliance with statutory & regulatory frameworks and internal audit. The Committee does not make decisions about risk management but provides challenge and assurance to the Board of Directors ("Board").

Focus

The Audit and Risk Committee provides assurance that the charity:

- ◆ reviews and monitors external & internal audits
- ◆ operates within subscribed regulatory frameworks
- ◆ abides by their risk policies and procedures

Responsibilities

External & internal audits

- i. To oversee the financial reporting and disclosure process and monitor the choice of accounting policies and principles. (Note: the Finance & investment committee is tasked to work with staff to design financial reports and ensure that reports are accurate and timely.)

[1] The updates were discussed and approved during the Board meeting on 18 November 2023.

- ii. To review the audit plans and reports of the external auditors and internal auditors and consider the effectiveness of the actions taken by management on the auditors' recommendations.
- iii. To ensure that internal auditors conduct periodic internal checks on key processes to ensure compliance with the established procedures, and report to the Board on the findings and recommendations for improvements.
- iv. To ensure that internal auditors check to ensure the risks that are associated with the key processes are addressed.
- v. To report to the Board of any financial irregularities, concerns and opportunities. (Note: the Finance & Investment committee is tasked to ensure regular and accurate monitoring and accountability for funds and report to Board on any financial irregularities and concerns.)
- vi. To liaise with auditors on any significant matters arising.
- vii. To recommend to Board on the appointment, reappointment, and removal of the external auditor.
- viii. To meet at least once a year with external auditor, recommend to the Board the appointment/re-appointment, removal, and remuneration of the external auditor
 - a. To meet at least 4 times a year among the members of the ARC or at other times in the year, as considered appropriate by the ARC. Meetings will be always be held prior to the announcement of any financial or performance results of the DAS
 - b. To review the independence of the external auditor and the non-audit service provided by the external audit.

Regulatory frameworks

- i. To oversee regulatory compliance and whistle-blower guidelines.

Risk policies and procedures

- i. To review the Group's overall risk assessment processes that inform the board's decision making
- ii. To review regularly and recommend to the board the risk management parameters and the methodology used
- iii. To review all risk reports and assess management's responsiveness to the findings

Committee Chair

The Audit & Risk Committee chair should be a member of the Board of Directors. The chair should not be the Treasurer or currently chair the Finance Committee.

Quorum

The quorum shall be $\frac{1}{3}$ of the Committee membership or at least two (2) members of the Committee, whichever is higher. In the absence of the Committee Chair, the remaining members present shall elect one of the members to chair the meeting.

Term Limits

The Committee shall be appointed by the Board for a one (1)-year term. During the term, new members can be added. At the end of each term, the whole Committee steps down. The exiting Committee members may be re-appointed by the Board for another term.