

## **Audit and Risk Committee**

### **Terms of Reference**

#### **Purpose and Role of the Committee**

- To maintain an oversight of the Trust's financial, governance, risk management and internal control systems.
- To maintain oversight of the Trust's Health & Safety, Marketing and PR, Digital, GDPR and Marketing & PR internal systems of control.
- To report its findings termly and annually to the Trust Board and the CEO/Accounting Officer as a critical element of the Trust's annual reporting requirements.
- Fulfil its responsibilities as set out in these Terms of Reference in line with the Trust's Funding Agreement, Articles of Association, Scheme of Delegation, Academy Trust Handbook, Academies Accounts Direction and the Trust's Financial Procedures Manual.

The committee shall consider and advise the Trust Board on the following specific matters:

- Recommend to the Board the appointment or reappointment of the external auditors of the Trust.
- Review the external auditors' letter of engagement and annual planning documents and approve the planned audit approach.
- Review all reports received from the external auditor (e.g. annual reports, management letter) and consider any issues raised and the associated management response and action plans.
- Any reports that should be referred to the Board for information or action.
- Recommend to the Board the appointment or reappointment of the internal auditors of the Trust.
- Review the internal auditors planned schedule of work for the year and approve the planned audit approach.
- Review all reports received from the internal auditor (e.g. annual reports, internal control findings) and consider any issues raised and the associated management response and action plans. Reports should be referred to the Board for information or action.
- The annual audited financial statements of the Trust.

#### ***Risk Management***

The committee shall consider and advise the Trust Board on the following specific matters:

- Annual review of the Trust's risk management systems including arrangements for risk management, control and governance processes.
- Review, monitoring and assurance of the Trust's Risk Register.
- Review of the Trust's Scheme of Delegation and recommending any changes to Board for approval.
- Annual review of all insurance arrangements.

- Provide assurance to the Trust Board that risks are being adequately identified and managed.

### **Other**

The Committee shall consider and advise the Trust Board on the following specific matters:

- Agree an annual programme of internal scrutiny with the trust's Deputy CEO (Operations) for checking financial systems, controls, transactions and risks.
- Ensure that the programme of internal scrutiny delivers objective and independent assurance.
- Ensure committee related policies are adhered with. Policies will include, Risk Management, Risk Register, Business Continuity, GDPR and data protection, plus any other that the Board feel come under the remit of this committee.
- Review of other significant financial or related reports or submissions that impact on the Trust, its Academies and its subsidiaries and are likely to involve the Department for Education, Education & Skills Funding Agency, Companies House, HMRC or similar regulatory bodies.

### **Membership**

The committee will be composed of at least 3 Trustees.

Trustees must declare all relevant pecuniary interests.

### **Clerking**

Meetings will be clerked by Trustee clerking staff.

### **Organisation**

To meet at least three times a year. Extraordinary meetings may be called at two or more trustee's request. All committee members must be notified of any such meeting and all may attend.

Quorum – at least two members. Where voting is required, there is one vote per Trustee. Absent Trustees may submit a vote in writing or by written proxy. Where required, the Chair may exercise a casting vote.

The Chief Executive Officer and Deputy Chief Executive Officer/Chief Operating Officer will attend but will not have voting rights. Others, for example the Director of Finance or the Director of Quality, may attend at the discretion of the Chair.

### **Chairing**

Committee members will elect a Chair annually. The Chair of the Trust Board cannot also discharge the role of Chair to this committee, although they may be a member.

The Chair will construct agendas with the help and support of the executive team and will approve draft minutes for circulating.

### **Reporting**

The minutes of the committee will be available in full to members of the Trust Board as a supplementary document. The Chair will construct a one page summary document for presentation to the full Trust Board and will briefly speak to this paper and answer questions.

### **Disqualification**

Any employee of the trust.

### **Professional Advisers**

To be decided by Trustees as required.

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Revised by ARC April 2025- Adopted by Trust Board July 2025

Previously adopted by Trust Board October 2023