

AUDIT AND RISK ASSURANCE COMMITTEE TERMS OF REFERENCE 2023-24

Membership

The members of the Audit and Risk Assurance Committee are:

Mike Dunkley, appointed 1 Jan 18, chair from 21 Mar 19
Philip Marshall, appointed 17 Nov 20
Mark Day, appointed 30 June 22
Steve Burnhill, appointed 2 Mar 23
Suzanne Bonham, appointed 2 Mar 23

Composition of the Audit and Risk Assurance Committee

The Audit and Risk Assurance Committee is a committee of the full board of directors. It should consist of;

- at least two and up to four members of the Trust Board (directors)
- up to three members
- up to 3 governors from local governing bodies

Nominations will be sought from all our local governing bodies. In the event of more than three nominations, the committee members will be elected by governors.

The Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Director of Operations (DOO) will attend the committee to present information and to answer questions. They will not be members of the committee.

Other trust employees may also attend the committee from time to time to respond to any questions.

- The Audit and Risk Assurance Committee will be chaired by Mike Dunkley. Philip Marshall will act as Vice Chair.
- Membership will normally be for a period of two years, unless the person ceases to be a member, director or governor, in which case they will cease to be a member.
- Elections are to be held at 1st meeting of each academic year; and
- The Audit and Risk Assurance Committee will be provided with a secretariat function.

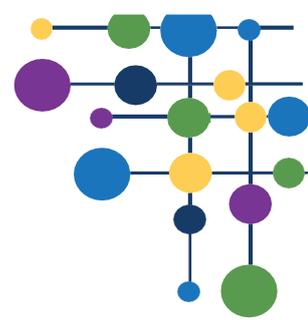
Reporting

- The Audit and Risk Assurance Committee will formally report in writing to the Board of Directors and Accounting Officer after each meeting. The format will be the minutes from each meeting;
- In the event of any exceptional issues, the Chair of the Audit and Risk Assurance Committee will write to the Chair of the Board of Directors to highlight the issues and request a response; and
- The Audit and Risk Assurance Committee will provide the Board of Directors and Accounting Officer with an Annual Report, summarising its conclusions from the work it has done during the year and its effectiveness.

Responsibilities

The Audit and Risk Assurance Committee will advise the Board of Directors and Accounting Officer on:

- the strategic processes for risk, control and governance and the governance statement;
- assurances relating to the management of risk and corporate governance requirements for the organisation (including, but not limited to, internal controls, GDPR, SCR, Gender Pay Gap, and review of the risk register);



- the trust financial policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management’s letter of representation to the external auditors;
- their review of the trust budget and medium term plan (including a review of trustees’ allowances claimed);
- the internal and external audit strategy (including results of both internal and external audits);
- adequacy of management response to issues identified by audit activity, including external audit’s management letter;
- 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, whistle-blowing processes, and arrangements for special investigations; and
- the Audit and Risk Assurance Committee will also periodically review its own effectiveness and report the results of that review to the Board of Directors.

Rights

The Audit and Risk Assurance Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board of Directors.

Access

The CFO and DOO, plus a representative of external audit will have free and confidential access to the Chair of the Audit and Risk Assurance Committee.

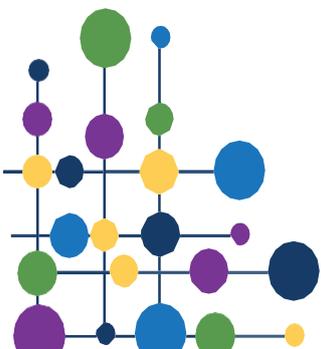
Meetings

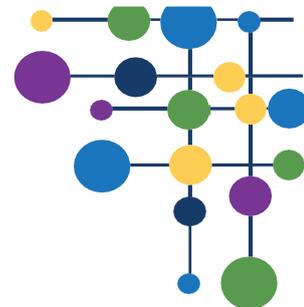
- The Audit and Risk Assurance Committee will meet 4 times a year. The Chair of the Audit and Risk Assurance Committee may convene additional meetings, as they deem necessary;
- A minimum of 3 members of the Audit and Risk Assurance Committee will be present for the meeting to be deemed quorate;
- Audit and Risk Assurance Committee meetings will normally be attended by the CEO, the CFO, the DOO, any Member of SHARE Multi Academy Trust;
- A representative of external audit will attend the AGM in which the Annual Report and Financial Statements are presented, and other meetings (as required) to discuss internal audit findings and reports;
- The Audit and Risk Assurance Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- The Audit and Risk Assurance 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 Board of Directors or the Accounting Officer may ask the Audit and Risk Assurance Committee to convene further meetings to discuss particular issues on which they want the committee’s advice.

Information requirements

For each meeting the Audit and Risk Assurance Committee will be provided (well ahead of the meeting) with documents in accordance with the agenda. Examples include:

- a report summarising any significant changes to the organisation’s strategic risks and a copy of the Risk Register;
- reports on the management of major incidents, “near misses” and lessons learned;
- a progress report from the DOO, summarising work planned and performed;
- key issues emerging from the work of the CFO;
- management response to audit recommendations;
- changes to the agreed internal audit plan;
- any resourcing issues affecting the delivery of the objectives of internal audit; and
- management assurance reports.





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

- the internal audit strategy;
- an annual opinion and report from the CFO;
- quality assurance reports on the internal audit function;
- an annual 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 NAO, for example, Value for Money reports and good practice findings);
- the draft accounts 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;
- a report on co-operation between internal and external audit; and
- the organisation's risk management strategy.

Authority and decision making

The Audit and Risk Assurance Committee hold no rights to decision making, but do have the right to make recommendations to the Board of Directors. Following consultation with the Board of Directors, emergency powers may be granted.

