

**SHARE MAT COPY  
THE AUDIT AND RISK COMMITTEE OF SHARE MULTI ACADEMY TRUST**

**Minutes of the Meeting of the Audit and Risk Assurance Committee of SHARE Multi Academy Trust held at 4:00pm at Shelley College on Tuesday 3<sup>rd</sup> October 2017.**

PRESENT

Mrs A Poppleton (Chair), Mr M Dunkley, Ms S Strafford, Mr J McNally,  
Mrs C Potterton

IN ATTENDANCE

Mrs Helen Tones (Minute Clerk)  
Ms Bev Stapleton (Facilities Manager)

Meeting commenced at 4.37pm

104. APOLOGIES

Apologies had been received from Mr Vic White.

105. APPOINTMENT OF CHAIR AND VICE-CHAIR

Mrs A Poppleton confirmed that she was willing to continue as Chair of the committee. Ms S Stafford confirmed that she was willing to continue as Vice-Chair of the committee.

**RESOLVED: That Mrs A Poppleton be re-appointed as Chair and that Ms S Stafford be re-appointed as Vice-Chair. (Unanimous)**

It was noted that the Directors were to undertake the annual review of committees at the Directors meeting to be held on 7 November 2017.

106. BUSINESS OF MEETING

It was agreed to follow the circulated agenda with addition of Approval of Minutes of the meeting held on 13 June 2017 and Matters Arising to be taken prior to the agenda item Terms of Reference.

107. REGISTER OF BUSINESS INTERESTS

- (a) Mr M Dunkley registered that a related party, Ms B Stapleton, worked at Shelley College.
- (b) Mr M Dunkley advised that he was no longer a Director at Rodillion Trust.

108. MATTERS FOR ANY OTHER BUSINESS

None.

109. DETERMINE AUDIT COMMITTEE MEMBERS AND THOSE TO BE IN ATTENDANCE

The committee agreed to defer Audit committee membership to the Directors.

It was noted that the Chair felt that the committee needed more independent members. The Chair advised that she had asked at the recent Shelley College governors' meeting for independent members of the committee. The CEO advised that a notice was to go in the school bulletin to parents on this matter.

The CEO advised of a potential committee candidate from Millbridge but this could not be progressed in the short-term.

110. MINUTES OF PREVIOUS MEETING HELD ON 13<sup>TH</sup> JUNE 2017

**RESOLVED: That the minutes of the meeting held on 13<sup>th</sup> June 2017 were an accurate record of the meeting.  
(Unanimous)**

111. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 13<sup>TH</sup> JUNE 2017

(a) Draft Procurement Policy (minute 83(b) refers)

Mrs C Potterton had sent electronic copy of the policy to the committee.

(b) Lettings policy review (minute 93(c) refers)

Mrs C Potterton advised that this was in abeyance until after the Christmas break due to year end accounting. Mrs C Potterton had identified that there were differences in schools that needed to be accommodated for in the policy.

(c) Trust website (minute 93d refers)

The CEO confirmed that a communication about the trust website had been sent out. The Chair confirmed that she had seen the communication.

(d) Internal Audit action plan (minute 99(g) refers)

Mrs C Potterton advised that this would be circulated in time for the committee meeting to be held on 30 November 2017.

(e) SHARE MAT Health & Safety committee (minute 99(i) refers)

The Directors had accepted the committee's recommendation that there be a trust wide Health & Safety committee. The first meeting of the committee was to be held on 19<sup>th</sup> October 2017.

(f) Strategic risk (minute 99(j) refers)

- a. The CEO advised that risk reviews had been done at two of the recent Full Governing Body meetings.
- b. Mrs C Potterton had requested meetings with Headteachers and Business Managers to review risk.

(g) Chair attendance at SHARE MAT Directors meeting

The Chair was to attend part of the Directors meeting on 7<sup>th</sup> November 2017 to report on findings and recommendations from the committee.

(h) Risk Matrix (minute 97 refers)

Mrs C Potterton advised that the risk matrix of actions was in development as GRC One was still being implemented across the trust.

(i) Circulate work schedule (minute 98 refers)

The work schedule had been circulated beforehand and copies were available in the meeting.

112. TERMS OF REFERENCE

The committee reviewed the proposed Terms of Reference for 2017-18 that had been circulated beforehand.

Mr M Dunkley confirmed he was willing to continue on the committee for a further 12 months. The committee discussed length of committee membership. Mrs C Potterton referred to the Treasury and Risk Assurance Handbook and confirmed that membership would be for a duration of 3 years, up to a maximum of 6 years.

- ACTION:**
- (i) **Mrs A Poppleton to write to Directors regarding membership of the Audit & Risk Assurance committee asking that Directors accept that the committee is independent.**
  - (i) **Mrs C Potterton to apply TOR amendments as follows:**
    - a. **Update Mr M Dunkley term to end on 3 October 2018.**
    - b. **Remove Kelly Cardwell as an external independent member.**
    - c. **Remove references to Operations Director.**
    - d. **Amend External Audit to once a year.**
  - (ii) **Mrs C Potterton to circulate updated 2017-18 TOR.**

**RESOLVED:** That the Audit & Risk Assurance 2017-18 TOR be adopted subject to the amendments identified. (Unanimous)

It was noted that members of the committee can be re-elected annually up to maximum of six years. This required ratification at the Directors AGM.

113. 2017-18 WORK PROGRAM

Mrs C Potterton advised that there were no changes to the work program that had been communicated at the last meeting.

**ACTION:** The Minute Clerk to send the committee's work program in the November 2017 Directors' meeting papers pack.

114. RISK MANAGEMENT

The Action Log and Risk Matrix reports had been circulated beforehand. Copies were available in the meeting. Mrs C Potterton spoke to the reports. Highlights included:

- (i) GRC One risk management system was being implemented across the trust.
- (ii) Business Managers had been tasked to complete by end of summer their residual scores. This had been completed.
- (iii) Mrs C Potterton and Ms B Stapleton are meeting Headteachers and Business Managers to discuss how risk management would be implemented and reviewed

at each school, and to review each school's matrix submissions.

**Q: What is the difference between threats and risks?**

**A: A build-up of threats leads to a risk judgement.**

**Q: Does the GRC One system send automatic notifications?**

**Q: Yes.**

**Q: How frequently are the risks reviewed?**

**A: The process is that the Headteacher reviews and then presents to the local Governing Body. This is then fed back to SHARE MAT Health & Safety committee once a term that will in turn feedback to Directors. Gallaghers will continue to undertake annual H&S independent inspections.**

**Q: How is strategic risk managed?**

**A: An automatic email prompt is sent to the owner of risk at the point when an incident or action occurs**

**Q: It was mentioned schools all do things differently. Do the schools' processes need to change?**

**A: All schools were moving to use the same reporting systems. Moderation of each school's own assessment by Mrs C Potterton and Ms B Stapleton will then be applied.**

**Q: Have risks been assigned to committees?**

**A: Currently these are assigned to Headteachers and Business Managers, but the plan is to roll this out as the system is developed**

**Q: When are meetings with schools being held?**

**A: Before half term, with most scheduled in already**

**Q: Is there a standard list of mitigation?**

**A: Some had been done at training and documents are being uploaded onto the system. These will then link to each threat. A controls report was in place and Mrs C Potterton and Ms B Stapleton were looking to standardise controls across all schools.**

Ms B Stapleton advised that there were the same nine core risks for all schools. Underlying threats (although generic) may not apply to every school.

The next stage was to refine the risks down to the appropriate local school committee. This meant there was a need to have access to the GRC One system by schools and possibly governors. It was proposed that priorities be reviewed termly, with red identified risks taking priority.

It was reported that there was a need to ensure that the base data entered was correct. The committee felt that the School Development Plan should be informed by the risk matrix.

Mrs C Potterton advised that she and Ms B Stapleton will also use external risk resources such as Gallaghers for advice and support.

**Q: Does the trust link risk to their insurance?**

**A: Insurers like to see the risk register and there is link of risk to insurance. Mrs C Potterton confirmed that she met with the insurers once a year before renewal.**

Ms B Stapleton advised once the controls were loaded this will affect the current RAG listings that had been circulated.

The committee felt that GRC One was work in progress and that it was an improvement on previous systems.

It was agreed that the committee's recommendations to be made to the Directors were:

1. The moderation process to be consistent.
2. Linking risk to the trust's insurance.
3. Assigning risks to the most appropriate committees and associated work plans and SDP.

115. POLICY APPROVALS

None

116. BUSINESS INTEREST AND RELATED PARTIES QUESTIONNAIRE RETURNS

Mr M Dunkley and Ms S Stafford returned their completed Business Interest and Interested Parties forms.

117. CORRESPONDENCE

None reported.

118. ANY OTHER URGENT BUSINESS

None.

119. DATE OF NEXT MEETING AND AGENDA ITEMS

**RESOLVED: That the next meeting of the Audit Committee was to be held at Shelley College on:**

**Thursday 30th November 2017 at 4:00pm**

**Agenda Items to include:**

- i. Draft Annual Report and Financial Statements
- ii. Risk register review

120. AGENDA, MINUTES AND RELATED PAPERS – SCHOOL COPY

**RESOLVED: That no minutes or related papers be excluded from the copy to be made available at the School, in accordance with the Freedom of Information Act.**

Dates of future meetingsWednesday 28<sup>th</sup> February 2018 at 4.00pmTuesday 12<sup>th</sup> June 2018 at 4.30pmFuture Agenda Items

Meeting closed at 5.25pm

Adele Poppleton      Adele W. Poppleton      30.11.2017  
Name                              Signature                              Date