SHARE MAT Audit and Risk Assurance Committee Terms of Reference 2026-27

1. Purpose

The purpose of the audit and risk committee is to advise the SHARE MAT Board on matters relating to the trust's audit arrangements, systems of internal control, and risk management. They should advise and aid the board to ensure sound management of the trust's finances and resources, including proper planning, monitoring and probity.

The audit and risk committee is responsible to the trust board.

2. Membership

The audit & risk assurance committee is a committee of the trust board and will consist of:

- At least 3 and up to 4 directors
- Up to 3 governors/advocates from SHARE MAT local governance arrangements
- Up to 2 non director/governor/advocate experts.

Ideally, at least one member of the committee should have relevant financial or audit experience, and all members of the committee should have relevant training.

Nominations will be sought from all local governance arrangements. In the event of more than three nominations, the committee members will be elected by the trust board.

The members of the committee are appointed annually by the trust board.

The Chief Executive Officer (CEO) and Chief Finance & Operations Officer (CFOO) will attend the committee meetings to present information and to answer questions. They will not be members of the committee. Any other members of staff or external professionals will be invited to attend the relevant meeting as required.

3. Meetings

The committee will meet 4 times per year in advance of the trust board meetings.

The quorum shall be 2 directors.

The administration of meetings will be managed by the clerk to the directors. Agenda and papers will be circulated to members of the committee 7 days in advance of the meeting.

Any decision taken must be determined by a majority of votes of committee members present and voting – but no vote can be taken unless a majority of those present are directors.

4. Authority

The committee will report to the board on any decision taken in accordance with the Scheme of Delegation.

The committee is authorised to investigate any activity within its term of reference or specifically delegated to it by the board.

The committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the chair of the trust board.

5. Main Duties

The main duties of the audit and risk committee are as follows:

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 Regulations.

Advise the board on the adequacy and effectiveness of the trust's governance, risk management, internal control and value for money systems and frameworks.

Advise the board on the appointment, re-appointment, dismissal and remuneration of the external auditor.

Advise the board on the appointment of an 'internal scrutiny' provider.

Advise the board of any emerging risks escalated by committees of the board, including local governing bodies.

6. Detailed Responsibilities – audit

The audit and risk 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 auditor's 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.

Recommend to the board the appointment of 'internal scrutiny' provider and review the planned schedule of work.

Review all reports received from the 'internal scrutiny' provider and consider any issues raised and the associated management response and action plans.

7. Detailed Responsibilities – risk

The audit and risk 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 the board for approval.

8. Detailed Responsibilities – other

The audit & risk assurance committee shall consider and advise the trust board on the following specific matters:

Review of other significant financial or related reports or submissions that impact on the trust and its academies.

Recommend to the board any changes to the trust structure including the acquisition of new academies. Any recommendation must include a review of risk and due diligence.