## AUDIT AND RISK ASSURANCE COMMITTEE

### Terms of Reference

***Constitution***

Grace Schools resolves to establish a Committee of the Trust Board to be known as the Audit & Risk Assurance Committee (A&RA). This Committee provides independent oversight of internal scrutiny, risk management, internal controls, external audit, and compliance across the Trust, ensuring effective governance and assurance to the Board.

***Membership***

The Committee shall be appointed by the Trust Board and shall consist of not less than three non-executive trustees, at least one of whom will have appropriate legal/accountancy expertise.

Quorum for the Committee shall be two members. Where a split vote is reached the matter will be referred to the Trust Board for resolution. Where a meeting is not quorate, it will be reconvened.

The Chair of the Committee will be appointed by the Board from among their number. The Board will review the non-executive Trustee membership and based on the risks under review by the Committee, may suggest other Committee members are co-opted for specific expertise. These would become co-opted members.

Attendees will include the CEO as Accounting Officer, the CFO, Head of Governance, the Governance Professional, and the External Auditor when required.

Any trustee who is not a member of the Committee may attend to observe.

***Term of Office***

Members shall serve for a period of 4 years, renewable at the discretion of the Board. This will also apply to the Chair of the Committee; however, they will be voted in annually.

***Meetings***

At least three meetings will be held each year, on a termly basis or more frequently as circumstances require.

The Chair shall also convene a meeting at other times if considered necessary or upon the reasonable request of any Committee member, the internal auditor or external auditor.

The Clerk shall be appointed by Trustees and shall attend and service Committee meetings, including circulating the agenda and papers before each meeting, and preparing the minutes.

The Clerk will circulate an agenda for each meeting and papers at least a week before each meeting.

Committee members will meet privately with the external auditors annually.

Members of the committee must be independent of day-to-day management and declare conflicts of interest.

***Duties***

The Committee will:

1. Approve annual internal scrutiny plan and ensure independence.
2. Review internal scrutiny reports and track management actions.
3. Recommend to the Board the appointment and scope of the external auditor; review management letter.
4. Review statutory financial statements and disclosures.
5. Monitor risk management framework and principal and strategic risks.
6. Oversee internal controls and compliance with DfE requirements.
7. Review the Board Assurance Framework on an annual basis

***Authority***

The Committee is authorised by the Board to access all information, commission internal scrutiny, meet auditors privately. The Committee may seek outside legal or professional help and advice and may require an employee of the Trust to co-operate with any reasonable requests for information.

***Reporting***

The clerk will ensure the minutes of the Committee meetings are made accessible to the Board and the Chair will be available to the Board to answer questions thereon.

Produce an annual report summarising internal scrutiny outcomes, external audit observations, and overall assurance opinion.

***Standing agenda template***

1. Apologies and attendance
2. Declarations of interest
3. Approval of previous minutes and matters arising
4. Action log review
5. Internal scrutiny reports and management responses
6. External audit update
7. Risk register review and deep dive
8. Internal control and compliance updates
9. Policy review
10. Board Assurance Framework update
11. Training and regulatory updates
12. Any Other Business
13. Date of next meeting

***Review***

These terms of reference will be subject to review every two years to ensure alignment with the Academy Trust Handbook.

Approved by the Board on: 06/03/26

Chairperson: ______________________ Date: ______________________