

AUDIT AND RISK COMMITTEE

Terms of Reference

Constitution

The Diocese of Ely Multi-Academy Trust Board resolves to establish a Committee of the Trust Board to be known as the Audit & Risk Committee (A&R).

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 three members of which two must be trustees. 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/Chair of the Committee 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.

The Head of Governance and Head of Facilities or substitutes delegated by the Chief Executive Officer (CEO) will be in attendance. The CEO will join the meeting in an advisory capacity, with other members of the Executive or Central Leadership Team joining to present reports as 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 3 years, renewable for a second term of office. This will also apply to the Chair of the Committee; however, they will be voted in annually.

Meetings

Meetings shall be held as necessary and as demanded in order to satisfy the requirements for an audit review and a risk assessment review. 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.

Meetings will be scheduled by the Clerk with advice from the Head of Governance and CEO to align with major decision points for the Trust such as internal scrutiny reviews and trust reporting.

The Chair shall set the agenda for the Committee meetings in conjunction with the Clerk and relevant staff.

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.

01353 656760

www.demat.org.uk

DEMAT Office Address:

Grace Building, 8 High Street, Ely, Cambridgeshire, CB7 4JU

The Diocese of Ely Multi-Academy Trust (DEMAT)

Company limited by guarantee Number 08464996. Registered in England & Wales.
Registered Office: Diocesan Office, Bishop Woodford House, Barton Road, Ely CB7 4DX

Love
Community
Respect
Trust
Ambition

Meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the Committee will elect a temporary replacement from among the members present at the Committee meeting.

In the absence of the Clerk, the Committee will approve a replacement for the meeting.

Attendance at each meeting, matters discussed and recommendations for decisions will be recorded. The written minutes of each meeting will be submitted to the Committee and to the Trust Board.

Duties

The Committee will:

1. Provide oversight on internal controls; ensure that the Trust has a comprehensive range of policies, procedures, and systems sufficient to cover all aspects of audit and risk management.
2. Ensure that effective systems are in place to monitor and evaluate compliance with the Trust's Health & Safety policies and compliance reporting and report on such to the Board.
3. Receive and recommend to the Board policies related to Health and Safety and compliance.
4. If thought necessary, from time to time appoint sub-groups of Trustees (who may co-opt others with relevant experience) to provide advice to the Executive on specific issues (for example Health and Safety).
5. Be responsible for ensuring that statutory requirements, inclusive of health & safety and safeguarding, are met across the establishment.
6. Review the findings from the H&S audits and feedback from LGBs to ensure that the provision offered by the Trust meets statutory legislation.
7. Review the quality of relationships with the LGB's.
8. Review the Trust's strategic risk register and report to the Board on actions against key risks and movements.
9. Receive reports on material project risks, and report to the Board on significant movements.
10. Delegate authority to relevant Board committees to implement aspects of its strategies for audit and risk management, and to receive reports from them on progress against key actions.
11. Provide the Board with summary reports on its progress against key actions.
12. Receive reports on the effectiveness of local and Trust governance and report on such to the Board.
13. Ensure that necessary arrangements are in place for the Trust to meet the requirements for inspection by external organisations and provide reports when requested for relevant external organisations on audit and risk management.
14. Provide an annual summary of key activities (prepared by the Trust Executive) for the Trust's annual financial statements.
15. Recommend the appointment of external auditors to the Trust Board for approval at the Trust 's AGM.
16. Consider and approve the external and internal audit strategies.
17. Discuss with the external auditors any problems and reservations arising from the interim and final audits, including a review of the management letters incorporating management responses.

18. Review any comments relating to the Trust from the auditors' management report, and the adequacy of responses and actions proposed and taken as a result.
19. Recommend the approval of the audited accounts to the Board.
20. Review, on a regular basis, its own performance, constitution, and terms of reference and that of the Board to ensure it is operating at maximum effectiveness.
21. To provide assurance to the Trust Board that strategic risks are being adequately identified and managed.
22. To review the operation of the Trust's Code of Practice for Board members.
23. Ensure there is adequate insurance cover in place for the Trust.
24. Annually review the following Trust-wide and statutory policies:
 - a. Health & Safety
 - b. First Aid
 - c. Premises
 - d. Charging & Remissions
 - e. Complaints
 - f. Data protection
 - g. Accessibility plan (3-years)And any policies or procedures for detecting fraud or as the Trust Board deems appropriate.
25. Jointly review and approve the business continuity plan with the Finance & Estates committee (A&R to lead).
26. Ensure the Trust effectively monitors any conflicts of interest or related party transactions.
27. Determine the Scheme of Delegation and Trust Risk Register.
28. Support the training of new Trustees.
29. Support Members in the recruitment and appointment of new Trustees.
30. Be accountable for ensuring the Trust fulfils Freedom of Information/Data Protection statutory obligations.
31. To look at HS&E at each meeting.

Authority

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

Review

These terms of reference will be subject to review every two years.

Date of last review. **May 2024**