



**ST. BART'S**  
MULTI-ACADEMY TRUST

**TERMS OF REFERENCE (TOR)**  
**FOR**  
**AUDIT AND RISK COMMITTEE**

September 2025

## Details

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## St. Bart's Mission

Our mission is to **ADVANCE EDUCATION** and to provide the best curriculum in all our academies, enabling every child to realise their full potential.

## St. Bart's Vision and Values

Releasing Potential together through



We have a **Passion** for releasing potential in all our children and staff through the **Encouragement** and development of **Ambition**, aspiration and excellence in all aspects of our work. Our commitment is to place children at the centre of everything we do. Working in **Collaboration**, we strive to provide the highest quality of educational experiences and outcomes for young people in an inclusive environment. Through the **Enjoyment** of learning, we live life together in all its fullness through **PEACE**.

We believe this vision empowers children with the skills to make a positive impact on the future of the communities they serve.

Our Trust Christian ethos is also captured by the **PEACE** values and all schools work in close partnership (whether C of E or community) to ensure that all children, adults and the communities they serve flourish just as Jesus encouraged us to do in John 10:10 -

***"I have come that they may have life, and have it to the full."***

## St. Bart's Sustainability

We are committed to educating our pupils about environmental concerns and the importance of living sustainably. We recognise our responsibility to ensure that pupils are prepared for a world impacted by climate change through learning and practical experience.

We encourage both pupils and staff to think about the environment and how their actions will impact upon their local surroundings, as well as the global environment.

We will ensure pupils are taught about environmental sustainability, promote an eco-friendly attitude, and ensure that the Trust itself is as sustainable as it can be.

# **Terms of Reference (ToR) for Audit and Risk Committee**

## **1. Introduction**

The Trustees of St Bart's Multi-Academy Trust (the Trust Board) hereby resolves to establish a Committee of the Trust Board to be known as the Audit and Risk Committee (the Committee).

## **2. Remit and Responsibilities of the Committee**

The Audit and Risk Committee is responsible for providing independent assurance to the Trust Board on the adequacy and effectiveness of:

- Financial reporting and internal controls,
- Risk management processes,
- Internal and external audit functions,
- Compliance with relevant laws and regulations.

The Committee's delegated powers are set out in the Schedule of Duties ([Section 9](#) below).

## **3. Membership and Quorum**

The Committee shall consist of at least three members of the Trust Board who will be appointed annually by the Board.

Members of the Audit and Risk Committee shall hold office from either the date of their appointment until their resignation, or their omission from membership of the Committee on subsequent consideration by the Trust Board - whichever occurs first.

Employees of the Trust are not permitted to be members of the Audit and Risk Committee; however, the Accounting Officer and Chief Financial Officer should attend Committee meetings to provide information and participate in discussions.

The Committee may invite attendance at meetings from other persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. Such persons will not be entitled to vote.

Ideally, at least one member of the Audit and Risk Committee will have recent or relevant accountancy, or audit assurance experience.

The Committee shall at the first meeting of each academic year, elect a member to act as Chair of the Committee (the Chair) who should be someone with appropriate experience in governance or audit.

Where the Chair is absent from any meeting, the Committee shall elect a temporary replacement from among the members present.

The Chair of the Board shall not be the Chair of the Audit and Risk Committee. The Chair of the Finance and Operations Committee shall not be Chair of the Audit and Risk Committee. No person may act as Chair unless they are also a Trustee.

Trustees shall ensure that a Governance Professional (Clerk) is provided to take minutes at meetings of the Committee.

The quorum for the transaction of the business of the Committee shall be three Committee members or, where greater, any one third rounded up to a whole number of the total number of Committee members who are in each case present at the meeting and entitled to vote.

## **4. Proceedings of Committee Meetings**

The Committee shall meet as often as is necessary to fulfil its responsibilities but at least three times a year.

The dates for each scheduled Committee meeting shall be agreed before the first Autumn term of the academic year.

The Chair of the Committee or any three Committee members may, by giving notice in writing to the Governance Professional, call unscheduled meetings as long as appropriate notice of at least seven days is given to other members of the Committee. A shorter notice may be given where the Chair of the Committee decides a particular matter requires addressing immediately.

A quorum must be present. If the number of members assembled for a meeting of the Audit and Risk Committee does not constitute a quorum, the meeting shall not be held. Due notice of such adjourned meeting shall be given forthwith to all Committee members. If in the course of a meeting of the Audit and Risk Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith or adjourned until a quorum is present. Any further meeting shall be convened to a date and time which is reasonably practicable, but in any event within seven days of the date on which the meeting was to be originally held or was so adjourned.

Any Member shall be able to participate in Audit and Risk Committee meetings by telephone or video conference or other electronic means.

The convening of a meeting and the proceedings conducted thereat shall not be invalidated by any reason of any individual not having received notice of the meeting or a copy of the agenda thereof.

Members are required to send apologies in advance to the Chair when they are unable to attend meetings.

Every matter to be decided at a meeting of the Committee shall be determined by a majority of the votes of the members present and voting on the matter. Each Member present in person shall be entitled to one vote.

Where there is an equal division of votes, the Chair shall have a casting vote.

Each Committee Member, if present at a meeting of the Committee, must disclose their interest, withdraw from the meeting and not vote on a matter if:

- there may be a conflict between their interests and the interests of the Trust;
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required;
- they have a personal interest (including but not limited to a personal financial interest) e.g. Where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter.

A register of attendance shall be kept for each Committee meeting and published annually on the Trust website.

The Governance Professional shall circulate an agenda, copies of minutes of the previous Committee meeting, and any papers to be considered no fewer than seven clear days prior to the meeting.

The Governance Professional will take minutes during Committee meetings. The minutes will be approved by the Chair of the Committee before being circulated to Committee members and the Trust Board.

Confidential minutes will only be shared with Committee members who were present at the meeting where the confidential item was discussed.

The Committee will make the agendas, approved minutes and any reports, documents or papers considered for each meeting available for public inspection in line with the 'Academy trust handbook'. This excludes any material relating to a named employee, proposed employee, pupil or candidate for admission or referral to the academy, and any matter which committee members are satisfied should remain confidential.

## **5. Authority**

The Committee is authorised by the Trust Board to carry out any activity authorised by these Terms of Reference or specifically delegated to it by the Trust Board and to:

- request any information it requires from any employee, external audit, internal scrutiny, or other assurance provider
- obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

## **6. Reporting**

The Committee shall arrange for the production and delivery of any reports or updates as requested by the Trust Board from time to time and at least once per term.

The Committee shall provide an annual summary report provided by the internal scrutineer and areas reviewed by internal scrutiny covering key findings, recommendations, and conclusions.

## **7. Amendment of Terms of Reference**

These terms of reference are drafted and maintained by the Trust. The Trustees may make amendments to these terms of reference from time to time.

## **8. Effective Date**

These Terms of Reference shall come into effect on 1 September 2025.

## **9. Schedule of Duties**

The specific duties of the Audit and Risk Committee shall be to:

### **9.1. General**

- observe and comply with the Trust's Governance Code of Conduct, at all times.
- appoint a Governance Professional to advise and guide the Committee of their duties and responsibilities, and to record minutes of all Committee meetings.
- review the Terms of Reference for the Audit and Risk Committee on an annual basis.
- keep up to date with any relevant legislation and advise the Trust Board when policies or procedures need to be revised.
- provide minutes of all Audit and Risk committee meetings for review at Trust Board meetings.
- seek professional advice as necessary.
- attend relevant training when appropriate.
- report to the Trust Board on the proceedings, recommendations and decisions of the Committee.
- encourage a culture within the Trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Trust Board.

### **9.2. Audit**

- advise the Trust board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. The Committee will ensure that the re-tendering of external auditors is at least every 5 years.
- ensure there is co-ordination between internal audit/scrutiny and external audit and any other review bodies that are relevant
- review the internal auditor's planned schedule of work for the year and planned audit approach, ensuring it is informed by risk

- consider all reports received from the internal auditor (i.e., annual summary report, internal control findings). Monitor the timely implementation of agreed recommendations, relating to internal audit
- review all documents / reports received from the external auditor (including the letter of engagement and annual planning document) and approve the planned audit approach
- receive and respond to the annual report and accounts (including implications of the result of the accounting officer's statement of regularity and the External audit management letter and actions management letters and actions).
- advise on the content of the governance statement to be presented alongside the finalised accounts
- consider outputs from other third-party assurance activities, including any financial management and governance reviews, funding audits and investigation
- ensure the Trust's continuing compliance with all requirements of the DfE and Funding Agreement
- review the assessment to include in the accounts as to whether the Trust is a Going Concern

### **9.3. Risk**

- oversee the annual review of the Trust's risk register
- review, monitor and assess periodically the risk register
- ensure all categories of risk (strategic, financial, operational, compliance, reputational) are adequately identified, assessed, and managed.
- advise the Board on the adequacy of risk management arrangements
- review of the ratings and responses on the Trust's risk register to inform the internal auditor's annual programme of work
- review the Trust insurance arrangements, including adequacy of insurance in place to support the Trust's activities and compliance with legal obligations

### **9.4. Other responsibilities**

- As required -consider appropriate actions following any serious incidents, including fraud, which are reportable to the Education and Skills Funding Agency or would have a major financial or reputational risk to the Trust
- *As required* - ensure that all significant losses have been properly notified and investigated as required by the ATH
- review any policies related to the duties of the Committee or that may be referred by the Trust
- review the operation of the Trust's Complaints Procedures and associated policies

- review the operation of the Trust's policy on Gifts and Hospitality offered and received
- receive reports of notifiable breaches from the Data Protection Officer and to ensure compliance with data protection legislation and handling personal data in line with it (including reviewing associated policies and Privacy Notices)
- ensure compliance with the Freedom of Information Act, including publication of a Freedom of Information Scheme
- ensure adequate preparation if a cyber incident occurs and there is an awareness of cyber risks
- ensure Trust Website Content and Compliance is in line with DfE guidance

## 10. Calendar of business

### 10.1. Autumn term

- To review Terms of Reference
- To elect a Chair of the Committee

#### **Internal Audit Reports**

- To review annual summary report for year ended 31 August from internal auditors outlining areas reviewed, key findings, recommendations and conclusions

#### **External Audit Reports**

- To receive and respond to the External Audit report,

#### **Annual Report and Accounts**

- To discuss the implications of the result of the accounting officers' statement of regularity and the External audit management letter and actions
- To advise on the content of the governance statement to be presented alongside the finalised accounts to include an explanation of the reserves management plan

#### **Risk**

- To undertake a risk analysis of management accounts
- To review risk register
- To receive information about thematic / emerging risks that have arisen between meetings or since the Committee papers have been circulated register and ensure where appropriate these are reflected in the academy trust risk registers
- To review Going Concern Assessment

## 10.2. Spring term

### **External Scrutiny**

- To discuss the recommendations and outputs of any assurance activities by third parties, including any financial management and governance reviews, funding audits and investigations
- To discuss progress in addressing any recommendations made at the previous meeting or by third parties.

### **Internal Scrutiny**

- To consider internal scrutiny report and discuss recommendations for enhancing financial and other controls and risk management procedures.

### **Risk**

- To undertake a risk analysis of management accounts
- To review risk register
- To receive information about thematic / emerging risks that have arisen between meetings or since the Committee papers have been circulated register and ensure where appropriate these are reflected in the academy trust risk register
- To ensure the Trust's compliance with the Academy Trust Governance Guide requirements

### **Compliance**

- To approve Gift and Hospitality procedure and register for Trustees / Executive Team September 25
- To approve Trustee and Governors Allowance Procedure
- To approve Data Protection Privacy Notices
- To receive an update of GDPR, FOI, SAR compliance
- To review cyber security risk mitigation

## 10.3. Summer term

### **External Scrutiny**

- To discuss the recommendations and outputs of any assurance activities by third parties, including any financial management and governance reviews, funding audits and investigations
- To discuss progress in addressing any recommendations made at the previous meeting or by third parties.
- To review the external auditor's plan each year.

## **Internal Scrutiny**

- To consider internal scrutiny report and discuss recommendations for enhancing financial and other controls and risk management procedures.
- To recommend to Trust Board a programme of work to deliver internal scrutiny that provides necessary coverage across the year 26-27, reviewing the ratings and responses on the Trust's risk register to inform the programme.
- To advise the Members / Trust Board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. The Committee will ensure that the re-tendering of external auditors is at least every 5 years.

## **Risk**

- To undertake a risk analysis of management accounts
- To review the risk register
- To receive information about thematic / emerging risks that have arisen between meetings or since the Committee papers have been circulated register and ensure where appropriate these are reflected in the academy trust risk register
- To review the adequacy of the Trust insurance arrangements
- To monitor the local demographics and trends of pupil numbers for each academy
- To approve the Trust Risk Management Policy

## **Compliance**

- To approve Complaints Procedure
- To approve Business Continuity Policy and Plan
- To approve Data Protection Policy
- To approve Freedom of Information policy and Publication Scheme
- To receive assurance of that the Trust Website Content and Compliance is in line with DfE guidance



# **ST. BART'S**

MULTI-ACADEMY TRUST

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