

# Risk and Audit Committee

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## Terms of reference, constitution and membership 2018/19

**Committee of:** Board of Trustees

### Terms of reference

The Risk and Audit Committee is a committee of the University of Brighton Academies Trust's Board of Trustees. All areas of responsibility are delegated to the committee as detailed in the trust's Scheme of Delegation. The key responsibilities of the Risk and Audit Committee are:

#### Overall strategy

1. To ensure that the implementation of the trust's vision, values and mission is underpinned by sound internal financial control and risk management arrangements
2. To ensure that the relationships with internal and external audit functions provide assurance:
  - To the Trust's Members and Board of Trustees on the adequacy and effectiveness of the Trust's governance, risk management, financial systems and operational controls;
  - To the Board of Trustees that all risks are being adequately identified and managed with particular regard to:
    - Reviewing the risks to internal financial control at the Trust
    - Agreeing a programme of work to address, and provide assurance on, those risks
    - Ensuring that oversight extends to financial controls and risks at constituent academies
3. To consider, approve and monitor the Trust's Risk, Fraud, Health & Safety and related policies

#### Internal controls, risk and health & safety

4. To consider and approve the trust's Financial Regulations and the finance responsibilities in the trust's Scheme of Delegation and monitor their (and the associated operational procedures) implementation, making recommendations for improvement where appropriate
5. To ensure that the necessary systems are in place to ensure that information submitted to Department for Education (DfE) and Education, Skills and Funding Agency (ESFA) that affects funding, including pupil number returns and funding claims, is accurate and in compliance with funding criteria
6. To monitor the trust's risk register and oversee the key risks identified in academy risk registers, ensuring that key risks are adequately identified and managed
7. To consider and monitor all aspects of Health and Safety in order to achieve as safe a working environment as possible and report key risks to the Board of Trustees
8. To approve and monitor the trust's overall insurance arrangements

#### External reporting

9. To review and recommend approval, by the Trustees, of the annual accounts and statutory reports; this includes ensuring the statements are prepared to form appropriate for filing in accordance with DfE, Companies Act and Charity Commission requirements.

#### Internal and external audit

10. To establish, monitor and review the Trust's internal audit arrangements
11. To advise the trust's Members on the appointment, re-appointment, dismissal and remuneration of the trust's external auditors
12. To determine and monitor an appropriate programme of work to be delivered by the trust's internal and external auditors, identifying key risks faced by the trust on which to focus, as determined by the Committee
13. To receive reports (e.g. annual reports, management letters etc) from the Trust's internal and external auditors and other bodies (e.g. ESFA, National Audit Office etc), and consider any issues raised, identifying and monitoring appropriate actions in response where necessary

## Accountability

14. To ensure appropriate communication and reporting links with the Board of Trustees, its Committees and Panels, and the trust's Executive Team and Professional Services; and make recommendations about any internal control aspects of matters being considered by them
15. To establish such short-term working groups as the Committee considers appropriate to enable it to fulfil its responsibilities;
16. To undertake any other specific duties and advise on such matters requested by the Board of Trustees or Chief Executive;
17. To have due regard within its decisions to the need to eliminate unlawful discrimination, advance equality of opportunity, and foster good relations between different people, in accordance with the public sector general duty of the Equality Act (2010).

## Constitution and membership 2018/19

| <b>Constitution</b>   | <b>Membership 2018/19</b> | <b>Means of Appointment</b> |
|---|---------------------------|-----------------------------|
| At least three non-staff Trustees appointed by the Board of Trustees          | Chris Kirkness (Chair)    | Nominated                   |
|   | Lorraine Harrison         | Nominated                   |
|   | Andrew Wilson             | Nominated                   |
| Up to two co-opted external members appointed by the Risk and Audit Committee | James Bradley             | Nominated                   |
|   | Paul Anthony              | Nominated                   |

## Chair

- The Chair of the Committee will be appointed by the Board of Trustees
- The term of office for the Chair will be three calendar years and will normally be from the first meeting of the academic year to the first meeting of the academic year three years later to ensure continuity of role
- In the event of the resignation of the Chair of the Committee during the term of office the Board of Trustees shall seek to appoint a successor by use of Chair's action or at its next meeting so that there is always a Chair in place.

## Officers

- Dr John Smith, Chief Executive (Accounting Officer)
- Vanessa Norris, Director of Operational Services
- Tom Scully, Finance Director
- Barry Frankham, Head of Internal Audit, University of Brighton
- Joanne Barton, Internal Audit, University of Brighton/Academies Trust

## Advisors

- A representative from the Trust's External Auditors

## Clerk

- Trust Clerk

## Quorum

- Two Trustees

## Meetings

- Three meetings per academic year