



**TRUSTEE BOARD OF PolyMAT
TERMS OF REFERENCE FOR THE AUDIT, ESTATES & RISK COMMITTEE**

Reviewed: in Committee 3 July 2023

Approved by Trustees: 11 September 2023

Due for revision: September 2024

1 Purpose of the Audit, Estates & Risk Committee

- 1.1 The purpose of the Terms of Reference Audit, Estates & Risk Committee is to provide assurance to the main Board of Trustees (the Trustees) of PolyMAT (known as the "Trust"), over the suitability of, and compliance with, the financial systems and operational controls of the Trust and its constituent academies, taking into account the differing risks and complexity of their operations in addition to overseeing the effectiveness of the Trust's risk management arrangements.
- 1.2 The Terms of Reference Audit, Estates & Risk Committee also verifies the "self-determination" assessments of academies undertaken according to their academic performance, Ofsted readiness, financial probity, and policy compliance.
- 1.3 To maintain an overview of the policies and responsibilities concerning the Trust's buildings, grounds and contracts relating to its Estates.

2 Membership

The Trustees of PolyMAT shall determine and review annually at the first meeting of the school year the terms of reference and membership for this committee.

- 2.1 The committee will be made up of at least three Trustees. The Trustees may co-opt an additional member if extra expertise is required. The membership will be agreed on an annual basis at the first meeting of Trustees in the academic year.
- 2.2 The members of the Committee shall hold office from the date of their appointment until their resignation, expiry of their term of office or their removal from membership of the Committee by the Trustees. The Chair of the Committee shall be appointed by the Trustees annually at the first meeting of the year. If the Chair is absent from a meeting, the members shall choose one of their number to act as Chair for that meeting.
- 2.3 Members of the Committee, must declare personal and pecuniary interests, related party transactions, loyalties, and duties.

3 Membership and quorum

Quorum Number

3 Trustees or where greater, one third (rounded up to a whole number).

4 Meetings

- 4.1 The Committee shall meet as necessary but will normally hold at least three meetings in every academic year. Additional meetings may be requested by the Chair or any two members.
- 4.2 The meetings shall be timely with the work of the Trust's appointed auditor.
- 4.3 The Chair of Trustees (Chair), the Accounting Officer (AO), the Chief Executive Officer (CEO), the Chief Operations Officer (COO), the Chief Finance Officer (CFO), the Responsible Officer (RO), or other persons may be invited by the Committee to attend meetings. At the discretion of the Chair, other staff who are not members of the Committee may be invited to attend on an ad hoc basis for specific items where their attendance can inform and support the Committee.
- 4.4 The Committee shall invite the External Auditors to attend the December meeting each year.
- 4.5 All Trustees, the Trust Executive and the Clerk to the committee have a right to attend committee meetings. Trustees may invite any other person to attend but only Trustees have voting rights.
- 4.6 The Governance Professional to the Trust shall be the Clerk to the Committee, keeping appropriate records of the proceedings.
- 4.7 The agendas and minutes of Committee meetings shall be circulated to all Trustees.

5 Notice of meetings

- 5.1 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and to any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent by email to the Committee members and to other attendees, as appropriate, at the same time. Meetings may take place by teleconference / video conference.

6 Minutes of meetings

- 6.1 Minutes of the proceedings and decisions of meetings of the Committee shall be recorded. The minutes shall include the names of those present and in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of any Committee members. Any decisions by the Committee will be taken by a simple majority. If any member of the Committee substantially disagrees with the majority on any proceeding or decision, they have the right to have this recorded in the minutes. Draft minutes of Committee meetings shall be circulated within 10 working days of the meeting to the Committee Chair who shall approve within 10 working days before being circulated promptly to all other members of the Committee. The minutes shall be formally approved at the subsequent Committee meeting and a final signed copy maintained for the organisation's records.

7 Reporting

- 7.1 The Committee will report to the main board of Trustees on the system of internal control and the reliance which can be placed upon it.

8 Delegated Authority

- 8.1 The Committee is authorised by the Trustees to: -
- 8.1.1 Investigate any activity within its terms of reference.
 - 8.1.2 Seek any information it requires from the internal audit service, the external auditor, Trustees, Local Academy Committee, Committees and Trust employees, plus relevant information from subcontractors and other third parties.
 - 8.1.3 Obtain external professional advice.
 - 8.1.4 Cooperate with risk management auditors and risk managers
 - 8.1.5 Approve the remuneration to be paid to the external auditor provided it is within the current year budget allocation approved by the Trust.

NB. The Trustees must not add to these terms of reference responsibilities that require the Terms of Reference Audit, Estates & Risk Committee to adopt an executive role, or its members to offer professional advice to the Trustees. The Terms of Reference Audit, Estates & Risk Committee should seek formal

professional opinions from the external auditor or other professional advisers to the Trustees. Advice should only be given in the name of the Committees and only within their terms of reference.

9 Key Duties and Responsibilities

The duties of the Committee shall include: -

- 9.1 Advising the Trustees on the adequacy and effectiveness of the Trust's and its constituent Academies systems of internal financial control and its arrangements for risk management, control, and governance processes and for securing economy, efficiency, and effectiveness (value for money); including:

Reviewing and, challenging where necessary, the information submitted by the Trust, and its constituent academies, to the DfE (Department for Education) and ESFA that affects funding

Audit

- 9.2 Recommend to the Members, the appointment, re-appointment, dismissal of the external auditor and oversee the Trust's relations with them.
- 9.3 Approve the terms of engagement and remuneration, in accordance with 6.1.5, to be paid to the external auditor.
- 9.4 To discuss with the external auditor, the scope and objectives and ensuring effective co-ordination of the work of the external auditor.
- 9.5 Establishing, in conjunction with Trustees the CEO and the COO, relevant annual performance measures and indicators and monitoring the effectiveness of the external auditor through these measures and indicators and deciding, based on this review, whether a competition for price and quality of the audit service is appropriate.
- 9.6 Being informed of all additional services undertaken by the external auditors.
- 9.7 Meeting privately with the External Auditors, and separately with the CFO at least once a year.

External Audit

- 9.8 To review with the external auditor the findings of their work, including any major issues arising and their resolution, key accounting judgements and levels of errors identified during the audit.

- 9.9 Producing an annual report, to inform the annual governance statement, for the Trustees and accounting officer which should include the Committee's advice on the effectiveness of the Trustees' risk management, control (including financial control) and governance processes and any significant matters arising from the work of the external auditor.
- 9.10 Recommending the annual Auditor's Report to the Trustees for approval.
- 9.11 Considering and advising the Trustees on relevant reports by the National Audit Office, the ESFA and other funding bodies and, where appropriate, management's response to these.

Risk Management

- 9.12 Establishing, monitoring, and reviewing the Risk Management Plan and Risk Register for the Trust, annually reviewing each academy's risk register and to ensure where necessary there is an effective risk mitigation plan.
- 9.13 Advising the Trustees on the Risk Management Plan and its adequacy and effectiveness
- 9.14 Approve the internal assurance programme of work and appropriate method of delivery e.g., peer review, bought in auditing services, specialist reviews.
- 9.15 Monitoring, within an agreed timescale, the implementation of reasonable recommendations identified as part of the assurance auditing programme.
- 7.16 Monitor and approve any changes to the Covid-19, (or similar event) risk assessment

Other

- 9.17 Review the Register of Relevant Business and Personal/Pecuniary Interests before issuing to the Trust for full oversight.
- 9.18 Considering and advising the Trustees on any alleged fraud and irregularity in the Trust's financial and other control systems and ensuring that all allegations of fraud and irregularity are properly followed up.
- 9.19 Monitoring the Trust's whistleblowing procedures and advising the Trustees on their effectiveness.

9.20 To prepare and review the Conflict of Interest Policy.

Estates

To maintain an overview of the policies and responsibilities concerning the Trust's buildings, grounds and contracts relating to Estates.

Specifically:

9.21 To advise on the statutory duties and obligations regarding the Estates, particularly Health and Safety;

9.22 to monitor the safety of trips or visits within PolyMAT schools

- Local or day trips in UK to be approved by the Headteachers'
- Overnight stays in the UK must be approved by the Chair of this committee
- Overseas visits must be approved by the Chair of this committee

c) to monitor, review and assess the adaptations made to the sites of both schools, due to Covid-19, or any other contagious disease that threatens the running of the schools

d) to consider any necessary reasonable adaptations required to meet the needs of any students with additional needs.

e) to monitor and advise the Board on the daily repairs and planned maintenance of those aspects of the Estates and to ensure that such recommendations are implemented within the budgetary framework.

f) to review and advise on the security of the Estates and to comply with Trustee's responsibility in ensuring all safeguarding processes and procedures are followed e.g., single central register/ DBS (Disclosure and Barring Service).

g) to monitor and assess compliance with 'good estate management.'

h) to receive regular updates on accidents for staff and students.

i) to ensure that the schools are fully compliant with the required number of first aiders on the site and school trips.

j) to review and agree the Trust's plans for sustainability across the estate

- k) to consider the position of school contracts including (i) cleaning, (ii) catering, (iii) grounds maintenance, (iv) annual supply/services, when the contracts expire. To monitor and advise on the pattern of energy expenditure (heating and lighting) over the financial year.
- l) to monitor and review the annual cycle of lettings and consider the potential use of the Estates in an income-generating capacity;
- m) to agree and monitor applications for CIF funding to improve the fabric of the buildings as and when required.
- n) to review and approve the relevant health and safety policies
- o) to observe Health and Safety compliance.