

These Terms of Reference will come into effect on 1st July 2019 (last reviewed 5th July 2023)

1.0 - Introduction

1.1 The Audit Committee (the Committee) is a Committee of the Board of the Stamford Park Trust (SPT) board.

1.2 The Board has established the Committee to support it in the discharge of its responsibilities for financial systems and operational controls, at Stamford Park Trust and all its academies.

2.0 - Role and Responsibilities of the Committee

2.1 The Role of the Committee is to:

- Ensure the highest standards of stewardship and propriety in the use of public funds and ensure proper accountability for the use of those funds, both at SPT centrally and at constituent academies.
- Ensure that the Company operates within the regulatory frameworks imposed upon it by the Companies Act 2006, the Department of Education (DfE) and the Education & Skills Funding Agency (ESFA).
- Recommend the approval by the Board of the Company's audited Annual Report and Accounts.

2.2 The Responsibilities of the Committee are to:

- Ensure effective internal controls
- With the Chief Operating Officer, review and assess the annual internal audit work plan at the start of each financial year.
- Receive reports on the results of the internal audit work.
- Review and monitor corporate services and the Academies' responsiveness to the findings and recommendations of the internal audit.
- Establish selection criteria for the appointment of internal and external auditors and recommend their appointment or termination of appointment to the Board
- Consider the scope of the work of the external auditors.
- With the external auditors, review the Annual Report & Accounts including accounting policies and related footnotes, and advise the Board of their findings and recommendations as set out in their annual management letter.
- Review and monitor the trust and Academies' responsiveness to the findings and recommendations of the external audit.
- Review the Trust's procedures for detecting fraud and the arrangements by which internal and external stakeholders may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters.
- Make a recommendation for proportionate and independent review by external advisers to investigate matters of financial impropriety or fraud and follow up such conclusions.
- Review and update the Audit Committee Terms of Reference annually and recommend changes to the Board as necessary

- To ensure the provision and maintenance of an effective system of risk identification and associated controls, reporting and governance.

3.0 - Membership

3.1 The members of the Committee shall be appointed by the Board. The Committee shall comprise a minimum of three trustees having appropriate experience to discharge their roles and responsibilities. A quorum shall require three trustees of this Committee.

3.2 The Chair of the Committee, who shall not also be the Chair of the Board, shall be nominated by the Chair of Board and approved by a formal Board resolution.

3.3 The duties and responsibilities of members of the Committee are in addition to those required of members of the Board.

3.4 A member of the Committee shall normally serve for three years. The appointment of a Committee member who ceases to be a Board member shall be terminated.

3.5 When deciding Chairmanship and membership of the Committee, the value of ensuring that Committee membership is refreshed and that undue reliance is not placed on particular individuals should be taken into account.

4.0 - Attendance at Meetings

4.1 The Chief Operating Officer shall normally attend meetings.

4.2 The internal and external auditors will be advised of all meetings and may attend if they so wish as observers.

4.3 The Committee may instruct any officer or employee of the Trust to attend to assist it with its discussions or provide expert advice on any particular matter.

4.4 As appropriate, the Committee may invite external advisers to attend meetings to provide legal, accounting and other advice on relevant agenda items.

4.5 The Committee may procure specialist advice ad-hoc at the expense of the Trust subject to budgets agreed by the Board.

4.6 The Committee may ask any or all of those who normally attend but who are not members of the Committee to withdraw to facilitate open and frank discussion of particular matters.

5.0 - Frequency of Meetings

5.1 Meetings shall be held at least three times a year and scheduled to allow adequate time for Committee business,

- once in each of the three academic term, at a time preceding the termly Board Meeting so that the Committee can report promptly to the Board including,
- once per year to receive the annual Report and Accounts from the external auditors.
- The Committee may ask any or all of those who normally attend but who are not members of the Committee to withdraw to discuss any matters that either the Committee or the external auditors believe should be discussed privately. The Committee may also meet more frequently as circumstances require.

5.2 The Chair of the Committee shall convene a meeting upon request by any Committee member who considers it necessary.

5.3 The Board may ask the Committee to convene further meetings to discuss particular issues on which they want the advice of the Committee.

6.0 - Notice and Information Requirements

6.1 A Clerk will be appointed to serve the Audit Committee. Meetings of the Committee shall be called by the Clerk as scheduled or at the request of the Chair of the Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be sent to each member of the Committee, any other person invited to attend and all other Board members no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time.

6.3 As and when appropriate the Committee will also be provided with:

- proposals for the terms of reference of internal audit
- the internal audit strategy
- quality assurance reports on the internal audit function
- the management letter of the external auditors
- a report on any proposals to tender for audit functions
- the draft accounts of the organisation
- a report on any changes to accounting policies

6.4 Minutes of Committee meetings shall be kept for a period of at least 7 years.

7.0 - Reporting Procedures

7.1 The Clerk shall minute the proceedings and resolutions of all meetings of the Committee. At the start of each meeting, the Secretary shall identify the existence of any conflicts of interest and minute them accordingly.

7.2 The Chair of the Committee shall report formally to the Board on proceedings after each meeting of the Committee on all matters within its roles and responsibilities and the minutes of the meetings shall be made available to the Board

7.3 The Committee shall make such recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7.4 If required by the Board, the Committee shall compile a report on its activities to be included in the Trust's annual Report & Accounts.

7.5 The Committee shall review its own performance, constitution and terms of reference at least once a year to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.