

TERMS OF REFERENCE THE AUDIT & RISK COMMITTEE



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1. INTERPRETATION

1.1 In this document:

“Academy”	means any school within The Rutland and District Schools’ Federation;
“Articles”	means the Articles of Association of the Company;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Director as further detailed within clauses 97 and 98 of the Articles;
“Executive Principal”	means the member of staff at the Company who has been appointed to have overall day to day responsibility of its operations;
“Secretary”	means the Company Secretary of the Company or any other person appointed to perform the duties of Company Secretary to the Company;
“this document”	means these Terms of Reference;
“the Company”	means Rutland and District Schools’ Federation, a company limited by guarantee having registered number 07552631;
“the Directors”	means those persons appointed as directors and trustees of the Company;
“Responsible Officer”	means the person who performs the role of internal scrutiny in accordance with the requirements of the Academies Financial Handbook (paragraph 3.17).

Unless the context requires otherwise, a reference to:

- 1.2.1 a numbered clause is a reference to the clause so numbered in this document, and
- 1.2.2 a numbered paragraph is a reference to the paragraph so numbered in the clause in which the reference appears; and
- 1.2.3 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.

2. RESPONSIBILITIES OF THE AUDIT & RISK COMMITTEE

- 2.1 The Audit and Risk Committee is a sub-committee of the Resources Committee.
- 2.2 Members of the panel are responsible for ensuring that key strategic areas of the Academy's finance and risk operations are scrutinised in depth. The panel will challenge the performance of the organisation, influence change in strategies, policies, and help drive improvement. This will be done by agreeing a programme of work, ensuring checks are modified as appropriate each year. The panel may delegate one or more of the meetings to an external Responsible Officer to carry out the scrutiny on their behalf. Recommendations of the year end external auditors will be addressed as priorities of the panel.
- 2.3 The panel will review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year; they will ensure all categories of risk are being adequately identified, reported and managed.
- 2.4 The panel may consider outputs from other assurance activities by third parties including the Department for Education's financial management and governance reviews, funding audits and responsible officer visits.
- 2.5 The panel may evaluate the suitability of, and level of compliance with, financial and other controls. This includes assessing whether procedures are designed effectively and efficiently, and checking transactions to confirm whether agreed procedures have been followed.
- 2.6 The panel will offer advice and insight to the Resources Committee, and they to the Trust, on how to address weaknesses in financial and other controls, acting as a catalyst for improvement, but without diluting the management's responsibility for day to day running of the trust.
- 2.7 Each Director shall act in the best interests of the Academy at all times.
- 2.8 The Directors must keep confidential all information of a confidential nature obtained by them relating to the Academy.

3. COMPOSITION OF THE AUDIT & RISK COMMITTEE

3.1 The membership of the committee shall be determined in accordance with the following provisions:

3.1.1 The membership shall comprise:

a) At least 3 members appointed by the Resources Committee.

3.1.2 The chair of the committee should not be the Chair of Trustees. Employees of the Trust should not be members of the Audit and Risk Committee.

3.1.3 The Accounting Officer and Chief Finance Officer are invited to attend to provide information and participate in discussions.

4. RESIGNATION & REMOVAL

4.1 A member of the panel may at any time resign his office by giving notice in writing to the clerk to the Audit and Risk Committee.

4.2 Panel members may be elected by the Resources Committee, or may be invited to join specific scrutiny meetings.

5. APPOINTMENT OF CHAIRMAN

5.1 The chairman of the Audit and Risk Committee will be elected by the Resources Committee every year for a 1-year term.

5.2 If the chairman is absent from any meeting of the Audit and Risk Committee, those Directors present shall appoint one of their number to chair the meeting.

6. MEETINGS OF THE AUDIT & RISK COMMITTEE

6.1 The panel shall meet at least three times in every academic year, and shall hold such other meetings as may be necessary.

6.2 All meetings shall be convened by the clerk, who shall send to the Directors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

6.3 A meeting of the Audit and Risk Committee shall be called by the clerk whenever requested, either by the Executive Principal, or by the Resources Committee.

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

7. QUORUM

- 7.1 Meetings of the Audit and Risk Committee shall be quorate if three or one-third of members are present (whichever is greater).
- 7.2 If the number of Directors assembled for a meeting of the Audit and Risk Committee does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting the number of Directors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 7.3 If, for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the chairman shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the clerk to convene the meeting accordingly.

8. PROCEEDINGS OF MEETINGS

- 8.1 Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that he has given reasonable notice to the clerk and that the Directors have access to the appropriate equipment.

9. MINUTES AND PUBLICATION

- 9.1 At every meeting of the Audit and Risk Committee the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Directors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- 9.2 The clerk to the Audit and Risk Committee shall ensure that a copy of the agenda for every meeting of the Directors, the draft minutes of every such meeting (if they have been approved by the chairman of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Secretary.
- 9.3 The chair of the Audit and Risk Committee shall be invited to the next Resources Committee meeting to give verbal feedback on the content and findings.
- 9.4 The Resources Committee is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees, including the setting of appropriate rules for the conduct of staff. Changes to such policies and procedures will be effected only after consultation with the Directors and staff groups where appropriate.

10. AMENDMENT OF THESE TERMS OF REFERENCE

- 10.1 This document has been approved by the Directors at their meeting on 26 March 2026 and shall remain in place until Directors determine otherwise.

11. EFFECTIVE DATE

- 11.1 These Terms of Reference shall come into effect on 26 March 2026.