



Terms of Reference – Audit, Risk and Remuneration Committee

This committee normally meets once each term and its responsibilities are:

- To monitor and assess the internal controls of the Trust to ensure that the Trust as a whole is operating at appropriate levels of risk and in compliance with the Code of Audit Practice.
- To receive notification of any breaches of policy or cases of theft/fraud or cybercrime.
- To take responsibility for external and internal audit matters, oversee the work programme and performance quality of the internal and external audit services.
- To support the Board of Trustees in ensuring that a framework is established and maintained for the identification and management of risk.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of internal and external audit matters, risk management, fraud prevention and detection, and internal controls and health and safety.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.
- To oversee and approve the programme of internal scrutiny work in line with the risk register (all aspects of KAT workstreams).
- To report to the Board the adequacy of the Trust's internal control framework, including financial and non-financial and the management of risks.
- To agree and appoint the internal auditors.
- To consider reports at each meeting from the internal auditors.
- To consider progress in addressing those recommendations made by internal auditors (including direct access to the documentation and the people).
- To review the legal, operational and health and safety risks in line with the Risk Register table found at the end of this document and report to the Board of Trustees.

Membership and Term of Office

- The Audit, Risk and Remuneration Committee will be appointed by the full Board of Trustees. It will consist of a minimum of three Trustees. The CFO and CEO will be additional co-opted members of the committee. However, only full members of the committee will have the right to vote on any matters. The committee may decide to appoint non-voting members, as approved by the Trustee Board, who are able to provide advice on matters relating to financial planning or monitoring.
- The quorum of the committee will be one half of the number of members within the committee, rounded up to the nearest full number.

- Term of office - the committee will be appointed annually by the full Trustee Board and will hold office from either the date of their appointment until their resignation, or their omission from membership from the committee on subsequent consideration by the governing board – whichever occurs first.

Chair of the Committee

- The Chair of the Committee will be elected by the Board on an annual basis during the first meeting of the autumn term.
- If the Chair is absent, then the committee will elect a temporary replacement among the other Trustees present at the meeting.

Meetings

- The committee will meet as often as is necessary to fulfil its responsibilities, including in relation to timescales outlined in Keystone Academy Trust financial policies and procedures, but at least once per term.
- The Chair of the Committee or any three committee members may, by giving notice in writing to the clerk, call unscheduled meetings as long as appropriate notice of at least seven working days is given to the other members of the committee.
- A shorter notice period may be given where the Chair of the Committee decides a particular financial issue needs addressing immediately.
- The frequency and dates for committee meetings will be considered before the first autumn term of the academic year.
- Members of the committee will withdraw from the full meeting if there is an identified or potential conflict of interest, or there is a motion to question their ability to remain impartial.
- The committee is responsible for the upkeep of the school's financial planning, reporting and monitoring.

Autumn Term

- Elect a Chair of the Committee – the Chair has equal authority to other members of the committee but should act as a deciding vote during disputes and represent the views of the committee in full governing board meetings.
- Confirm meeting dates, if these have not already been established at the end of the previous academic year.
- Complete and submit the trust's audited financial statements.
- To ensure the Trustee Board adheres to charity law, in particular the Charities Act 2011.
- Ensure there is a scheme of delegation in place that details the responsibility of the headteacher and other staff with regards to financial and resource management in each academy.
- Appoint the trust auditors for the following academic year and ensure an external audit of the trust's finances is scheduled.
- Ensure that all accounts are published on each academy website.
- Consider pay reviews and recommend pay performance rewards to the full Trustee Board.

Spring Term

- Undertake a financial health check (internal audit) to evaluate how funding is distributed.
- Review the academy risk register and determine any action to be taken.

- To determine whether systems are in place to identify and monitor major business risks. The Chair will report to the Trust Board as appropriate on the areas of major business risk.
- To receive and respond to audit reports on the delegated and devolved funds, and non-public funds. Discuss with the Trustees the progress against any proposed actions from the audit.

Summer Term

- Review the academy risk register and determine any action to be taken.
- To determine whether systems are in place to identify and monitor major business risks. The Chair will report to the trust Board as appropriate on the areas of major business risk.



Terms of Reference – Finance and Resources Committee

This committee normally meets once each term and its responsibilities are:

- To support the Board of Trustees in ensuring that a framework is established and maintained for optimising the employment of all the resources available to the trust to enable it to meet its business and financial objectives.
- To ensure that the Trust's framework of financial planning and management enable the proper distribution and use of the financial resources within the organisation.
- To develop strategies for the employment of staff, communications, procurement, value for money and facilities management.
- To support the Board of Trustees in providing an added level of scrutiny in the monitoring of financial performance across the mat and the performance of other central and support services.
- To keep the Board of Trustees regularly informed of the committee's activities and key decisions.
- To review the financial risks in line with the Risk Register table found at the end of this document and report to the Board of Trustees.

Membership and Term of Office

- The Finance and Resources Committee will be appointed by the full Board of Trustees. It will consist of a minimum of three Trustees. The CFO and CEO will be additional co-opted members of the committee. However, only full members of the committee will have the right to vote on any matters. The committee may decide to appoint non-voting members, as approved by the Trustee Board, who are able to provide advice on matters relating to financial planning or monitoring.
- The quorum of the committee will be one half of the number of members within the committee, rounded up to the nearest full number.
- Term of office - the committee will be appointed annually by the full Trustee Board and will hold office from either the date of their appointment until their resignation, or their omission from membership from the committee on subsequent consideration by the governing board – whichever occurs first.

Chair of the Committee

- The Chair of the Committee will be elected by the Board on an annual basis during the first meeting of the autumn term.
- If the Chair is absent, then the committee will elect a temporary replacement among the other Trustees present at the meeting.

Meetings

- The committee will meet as often as is necessary to fulfil its responsibilities, including in relation to timescales outlined in Keystone Academy Trust financial policies and procedures, but at least once per term.
- The Chair of the Committee or any three committee members may, by giving notice in writing to the clerk, call unscheduled meetings as long as appropriate notice of at least seven working days is given to the other members of the committee.
- A shorter notice period may be given where the Chair of the Committee decides a particular financial issue needs addressing immediately.
- The frequency and dates for committee meetings will be considered before the first autumn term of the academic year.
- Members of the committee will withdraw from the full meeting if there is an identified or potential conflict of interest, or there is a motion to question their ability to remain impartial.
- The committee is responsible for the upkeep of the trust's financial planning, reporting and monitoring.

Autumn Term

- Elect a Chair of the Committee – the Chair has equal authority to other members of the committee but should act as a deciding vote during disputes and represent the views of the committee in full governing board meetings.
- Confirm meeting dates, if these have not already been established at the end of the previous academic year.
- Receive a report from the CFO regarding budget spending, ensuring that challenge is recorded.
- Review the asset management plan.
- Review the KAT Development Plan in line with the budget.
- Complete and submit the trust's audited financial statements.
- To recommend and evaluate the allocation of pupil premium funding within the annual budget and to hold the school to account for the pupil premium outcomes.
- To hold the school to account for the spending of pupil premium funding and associated outcomes.
- To approve the allocation of capital funds for capital projects.

Spring Term

- To review, on an annual basis, the trust's financial procedures relating to assets and disposals.
- To review and maintain the trust's policies for budget management and procurement.
- Receive a report from the CFO regarding budget spending, ensuring that challenge is recorded.
- To review the rates charged for lettings across the trust.

Summer Term

- To establish a three-year budget plan that aligns with the priorities of the Trust and recommend this to the full Trustee Board.
- To draft and adopt a detailed annual budget plan which includes revenue and capital expenditure and considers the distribution of funds to each academy.
- To ensure the annual budget plan considers the agreed priorities of the Trust Development Plan.
- To review value for money of any service level agreements or external contracts.
- To determine whether sufficient funds are available for pay increments as might be recommended by the remuneration committee.
- Receive a report from the CFO regarding budget spending, ensuring that challenge is recorded.
- Evaluate spending in line with the Trust Development Plan.
- Approve the budget and submit necessary financial documents to ESFA.
- Review staffing policies, including the Pay Policy and Teacher Appraisal and Capability Policy.
- To consider and approve recommendations made by the Headteacher Board on all aspects relating to the academies premises and the Trust's estate.
- To determine the areas requiring CIF bids and approve any financial contribution.



Terms of Reference – Standards Committee

This committee normally meets once each term and its responsibilities are:

- To maintain an overview of attainment and progress in each academy within the Trust and to challenge areas of under performance against National data.
- To review the termly data dashboard for each organisation considering information relating to pupil numbers, staffing vacancies, pupil teacher ratios, behaviour logs, including exclusions.
- Receive reports from the performance assurance adviser and reports from any whole school reviews including the SEF from each organisation.
- To review the educational risks in line with the Risk Register table found at the end of this document and report to the Board of Trustees.

Membership and Term of Office

- The Standards Committee will be appointed by the Trust Board on an annual basis and can invite headteachers and members of the performance assurance team to attend meetings as appropriate.
- The Trust Board will ensure that all Trustees have the necessary skills and experience to successfully fulfil the committee functions.

Chair of the Committee

- The Chair of the Committee will be elected by the Board on an annual basis during the first meeting of the autumn term.
- If the Chair is absent, then the committee will elect a temporary replacement among the other Trustees present at the meeting.

Meetings

- The committee will meet as often as is necessary to fulfil its responsibilities and at least once per term (3 times a year).
- The Chair or any two committee members may call unscheduled meetings as long as appropriate notice is given to the other members of the committee.
- The committee may invite non-members to meetings to assist or advise on a particular matter or issue such as headteachers or members of the local governing boards.

Duties

- Monitoring the standards and progress of all the academies within Keystone Academy Trust, relating to pupils and their learning by:
 - Reviewing the attainment and achievement data across all academies.
 - Monitoring the performance data of specific groups of pupils e.g. SEND, PP, girls/boys, EAL, Mil etc.
 - Mapping performance and progress data onto set national standards.
 - Analysing performance trends that might be present within the Trust and nationally.
 - Understanding the targets that have been set within each academy and challenging underperformance within the academy against these targets and more general expectations.
- Monitoring of KAT's policies and procedures around pupil's attendance and wellbeing by:
 - Reviewing arrangements for managing behaviour, assessment and attendance policies, and recommending any amendments to these policies.
 - Ensuring that there are effective procedures in place across all academies within the Trust regarding pupil support, attendance and discipline.
 - Remaining informed on the attendance rates of the academies within the Trust and ensuring that there are procedures in place to fulfil statutory requirements, especially regarding children missing education.
 - Receiving assurance of safeguarding procedures across the Trust to ensure a duty of care.
- Ensure ongoing KAT improvement by:
 - Receiving progress reports from academies within the Trust of the post-Ofsted action plans and any other formal evaluation reports related to the quality and effectiveness of learning within the Trust, in order to further inform and develop the Trust's improvement plans and strategies.
 - Challenging areas of underperformance and be aware of KATs intervention strategies and plans.

KAT Terms of Reference - RISK REGISTER TABLE

FINANCE	STANDARDS	AUDIT
Decrease in pupil numbers	Verbal/physical aggression from pupils, parents and public	GDPR regulations
Non-compliance with tax legislation	Inadequate reporting to Local Governing Board	Fixed asset register
Failure to keep up to date list of suppliers	Failure to meet objectives on School Development Plan	External risks
Failure to meet financial reporting requirements	Failure to ensure that IT is maintained to the highest standard	Failure to implement risk register
Failure to meet financial controls in relation to budget	Reputational risk	Non-compliance with statutory requirements
Failure to ensure that funds are monitored closely	Non-compliance with welfare issues	Risk of staff injury through carrying heavy loads/children
Failure to have a robust debtor procedure in place	Failure to recruit skilled and experienced staff	Failure to keep policies and procedure up to date in line with statutory requirements
Failure to have a robust financial recovery plan	Failure of a school to share vision and strategies	Failure to produce management and management account information in a timely manner
Non-compliance with charity regulations	Failure to ensure robust organisational systems are in place to deliver governance	General condition of Trust premises
Failure to have a clear policy in place regarding VAT	Inadequate supervision or control of volunteers	Non-compliance with employee legislation
Failure to ensure goods and services are purchased in line with financial regulations and suppliers are paid in a timely manner	Dominance of key individuals on Local Governing Boards/Board of Trustees	Repetitive strain injuries caused by use of computers
Failure to guarantee adequate insurance cover	The governing body are benefitting from the school	Bomb evacuation
Failure to collect sponsorship money in an accurate and timely manner	High risk activities	Non-compliance with environmental legislation
Failure to collect income in a timely manner	Failure due to absence of key members of staff	Buildings unsafe for occupation
Failure to control expenditure	Failure to recruit Governors/Trustees with the correct profile	
	Failure to react to stakeholders	
	Unsuitable people working with children	
	Inappropriate membership structure of LGB	
	Failure to comply with best practice recruitment procedures	
	Failure to comply with safeguarding procedures	
	Data outcomes are too low	
	High number of suspensions / internal exclusions	
	Outcomes of Ofsted inspections likely to be below good	
	PA figures above national average	
	Attendance below national average and not improving	