

Diverse Academies Trust

Minutes of the Audit and Risk Committee Meeting

Wednesday 26 February 2025 at 4.00pm, held via Microsoft Teams.

Quorum required:2

Committee members present: 3

Trustee name	Initials	A = absence
Mrs M Blore	MB	
Mr M Quigley MBE	MQ	
Mr J Robertson	JMR	A
Mr I Storey (Chair)	IS	
Mr R Vizma	RV	A

In attendance (staff or other invited persons):

Staff name	Initials	Role	A = Absence
Mr D Cotton	DC	Chief Executive Officer and Accounting Officer	
Mr G Corban	GC	Chief Operating Officer	
Mrs R Harvey	RH	Executive Business Leader	
Mr N Clark	NC	WBG (Internal auditor)	
Mrs J Harrison Hill	JHH	Company Secretary and Governance Professional	
L Parker		Observer for External Governance review (CST)	

Agenda item number	Item	Action by who/when
1. ARC/43/2425	Apologies for absence Apologies for absence were received and agreed from Mr R Vizma and Mr J Robertson The Committee were introduced to and informed of L Parker, CST Consultant, who was observing the meeting for the External Governance Review.	
2. ARC/44/2425	Declaration of interest and any changes to be advised There were no declarations of interest, either direct or indirect, for any items of business on the agenda. The chair asked if anyone had any declarations to update. Trustees confirmed that the declarations given at the beginning of the academic year were correct.	
3. ARC/45/2425	Minutes of the meeting dated 13 November 2024 The minutes of the meeting, having previously been received were agreed by the Chair.	
4. ARC/46/2425	Matters Arising See action log on page 7	
5. ARC/47/2425	Internal Audit <ul style="list-style-type: none"> Internal auditors update 	

ARC/48/2425	<ul style="list-style-type: none"> ○ Procurement report ○ Disaster Recovery and Business Continuity Report ○ Safeguarding Resources Report. ● Review of internal audits <p>Documents: Procurement report, Disaster Recovery and Business Continuity Report and Safeguarding Resources Report were previously received by the Committee. The three audit documents had also been shared with all trustees of the Board to allow questions to be submitted to the committee ahead of the meeting for consideration. Mr Storey checked that Committee members had read the reports and asked Mr N Clarke to summarise.</p> <p>Mr Clarke summarised how each audit was undertaken and information reviewed as detailed in each report.</p> <p>Procurement audit: Overall conclusion: substantial level of assurance that appropriate measures are in place to ensure compliance with procurement regulations.</p> <p>The recommendations were then detailed as 3 medium and 5 low noting a higher level of recommendations when benchmarked against other Trusts. The details of the recommendations were discussed and are detailed within the report.</p> <p>Trustees noted the management responses to the recommendations and asked the executive leaders if they had any further comments to add.</p> <p>Mr Corban commented that this audit tested the centralised procedure which had been introduced and highlights the embedding variability across the Trust. These areas are being addressed through Academy Improvement Review meetings and strengthening around procurement.</p> <p>Trustees raised that the Procurement Manager has a key role, querying the support in place to ensure he is supported with adherence to procurement procedures.</p> <p>It was clarified that work has been undertaken to strengthen reporting on areas that the Procurement Manager feels are an issue. Reporting through senior leaders to ensure practice is followed and strengthen compliance, escalated back up to executive level if required.</p> <p>Following Trustees querying, Mr Corban confirmed that progress on the recommendations will be tracked on the actions tracker at every committee meeting. Discussion was held on committee members reviewing dates for completion and recommendation actions to match risk appetite.</p> <p>Trustees agreed that the dates and actions assigned were proportionate to the risks.</p> <p>Mr Clarke then summarised the Disaster Recovery and Business Continuity audit report. Overall conclusion was: substantial assurance of the Trusts continuity and disaster recovery planning and associated policies, procedures and controls. The 1 medium and 1 low level recommendations were explained. Management responses and timescales were detailed within the report.</p> <p>The Safeguarding Resources audit report was then reviewed by the committee. Mr Clarke summarised the areas of the audit, with a focus on resourcing and support provided by agencies for safeguarding, as requested by the Committee with input on the scope of work by the Chair of Standards and Outcomes. The overall conclusion was: substantial assurance with 1 medium and 3 low level recommendations.</p> <p>Discussion was held on actions already undertaken in the management responses.</p>	
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ARC/49/2425	<p>Mr Clarke confirmed that there are no major concerns regarding safeguarding children and that the audit was reviewing resourcing of safeguarding.</p> <p>Trustees queried access for governors to My Concern system and were assured that this is still available, along with an update which is provided to the Local Academy Committees (LACs) through the principals committee reports.</p> <p>Action: Complete a check on the consistency of provision of information to LAC for safeguarding incorporating My Concern.</p> <p>Mr Cotton clarified that, in addition to the report submitted to the Local Academy Committee, an aggregated report of the LACs is also presented to the Standards and Outcomes Committee. During the Academy Improvement Review meetings with principals and the meetings with Chairs of Governors, part of the process involves testing the procedures and protocols for safeguarding, ensuring that children are safe and that a strong safeguarding culture is maintained. Mrs Elway informed the committee that half termly meetings are also held between the safeguarding link governors and trustees and the designated safeguarding leads.</p> <p>Trustees noted that there is now a vacancy for a safeguarding link trustee, following the resignation of the previous role holder in February. It was confirmed that an email had been sent to all trustees, inviting anyone interested in taking up the role to respond within two weeks.</p> <p>Trustees commented that the Standards and Outcomes visit also uses the opportunity to discuss with staff safeguarding to triangulate how secure staff feel compared to reports received.</p> <p>Mr Clarke informed the committee that Cyber Security audit is in progress and Health and Safety audit is planned to be undertaken in April 2025.</p> <p>Management Actions Tracker</p> <p>Document: Management actions tracker was previously received by the committee.</p> <p>Trustees raised the progress detailed on the outstanding actions of the tracker, with an update to the report being provided that the status of attendance and behaviours action has now has been launched and is in progress.</p> <p>Trustees discussed the other item highlighted yellow, risk appetite, which is currently in progress and following the timeframe set out to the Board.</p>	GC
<p>6. ARC/50/2425</p> <p>ARC/51/2425</p>	<p>Risk management</p> <ul style="list-style-type: none"> • Risk Register <p>Document: Risk Register, Exceptions reporting was previously received by the Committee.</p> <p>Mrs Harvey confirmed that there were no changes to the risk register. The process of review being undertaken by committees which then requires approval for change to the risk register, is being discussed at the committee meeting today.</p> <p>The exceptions report detailed a narrative regarding opportunities and threats with changes shown in italics, these have been as a result of information from horizon scanning, and audits.</p> <p>Trustees clarified that the date of the document should be January 2025 not 2024.</p> <ul style="list-style-type: none"> • Process of finalising the review work the risk exception register <ul style="list-style-type: none"> • Changes to Risk Register 	

<p>ARC/52/2425</p> <p>ARC/53/2425</p>	<p>Document: Finance and Resources proposed changes document was previously received by the Committee.</p> <p>Trustees queried risk 1.3 Safeguarding and the movement between pre and post mitigation scoring in terms of impact from 5 to 3. Mrs Harvey explained that the Chief Education Officers decide if mitigations are appropriate, the audits reflect that there are strong mitigations/controls in place that mean the impact and likelihood is reduced.</p> <p>Action: Refer to Standards and Outcomes Committee query on movement between pre and post mitigation for risk 1.3 for Chief Education Officers to comment on impact movement from 5 to 3. Governance and Partnership are proposing some changes to wording. Finance and Resources proposed wording changes as detailed in the document received for risk 3 was discussed with reasoning explained by Mr Corban.</p> <p>The Committee agreed the proposed changes to the risk register adding context around wording as detailed in the Finance and Resources document.</p> <ul style="list-style-type: none"> • Horizon scanning <p>Items identified through horizon scanning have been entered into the exception report. The recent horizon scanning document to be shared with the committee.</p> <p><i>Post meeting note: Horizon scanning link shared with committee members by email.</i></p> <ul style="list-style-type: none"> • Risk appetite statements <p>The process of development of risk appetite statements by Chairs of Committees and Executives leads is underway. Following discussions at committee meetings these will then be fed through to Audit and Risk Committee ready for discussion at the next meeting on 4 June 2025.</p>	<p>JHH(S&O Agenda)</p>
<p>7.</p> <p>ARC/54/2425</p>	<p>Technology and Information</p> <ul style="list-style-type: none"> • Risk register review • Draft risk appetite statements <p>Document: Draft risk appetite statements and Risk Register were previously received by the committee.</p> <p>Mr Storey updated the committee that discussions to draft risk appetite statements for the technology and information risks owned by the committee had been held, with draft statements proposed for agreement. Mr Storey explained how the statements were developed. The Committee discussed the tolerances agreeing to change 6.2 risk appetite to low.</p> <p>Action: Risk appetite statements for 6.2 to be amended from medium to low.</p> <p>Trustees agreed to accept the risk appetite statements for Technology and Information with the amendment detailed above.</p> <p>Trustees queried if the cessation of Windows 10 security updates is being considered.</p> <p>Mr Corban agreed to investigate progress on this and update the committee.</p> <p><i>Post meeting note: Mr Corban confirmed after the meeting that in preparation for Windows 10 end of life, the Trust is currently running a version of windows 10 which differs from the mainstream versions and therefore has an extended end of life date of 12th Jan 2027. To date the Trust have already deployed windows 11 to 50% of devices and have plans to migrate the rest of the devices over the remainder of this year. In more general terms 'operating system versions and</i></p>	<p>GC</p>

	<i>update controls' were a fundamental part in achieving the cyber essentials certification.</i>	
8. ARC/55/2425	<p>Accounting Officer Report Document: Accounting Officer Report was previously received by the Committee.</p> <p>Documents:</p> <ul style="list-style-type: none"> • Appendix A Confidential : Claims • Appendix B Health and safety Audits • Appendix C Complaints Log 	
ARC/56/2425	<p>were previously received by the committee. The Accounting officer report provided the committee with details on the following areas:</p> <ul style="list-style-type: none"> Introduction and context Financial reporting Data breaches and information requests Cyber Security Major incidents and closures Claims (with additional appendix A) Complaints (with additional appendix C) Safeguarding Internal Audits (with additional appendix B) <p>The committee were informed that the cyber security essentials certificate is now complete, with cyber essential accreditation in place with good work being undertaken in this area.</p> <p>Trustees referred to section 3.1 of the report, querying if there were common threads and any learning to implement.</p> <p>Mr Corban assured the committee that following benchmarking, the Trust is broadly in line.</p> <p>Mrs Elway confirmed that the main area for breaches are emails, and described the actions taken to mitigate these errors confirming that incidents are not unusual in comparison to others.</p> <p>Trustees queried if there were instances where a freedom of information request was refused.</p> <p>Mrs Elway explained that following advice from solicitors, a partial refusal had been given, many requests are from media or contract suppliers sending the request to all schools.</p> <p>Trustees referred to the subject access request from a member of staff querying if this was common practice.</p> <p>Mr Corban confirmed that this usually happens when a member of staff is undergoing a process such as managing capability, absence etc. Common practice is for a request to be submitted to disclose anything related to protection of their case.</p> <p>Trustees referred to appendix A claims with clarification on information due to column headings missing from the report.</p>	
9. ARC/57/2425	<p>Policy Approval Risk Management Policy</p> <p>Trustees noted the lack of 'ownership' of risks by board committees other than the Audit and Risk Committee. The policy mentions committees identifying risks, but it was discussed whether the wording should be updated to reflect that board committees should own risks related to their specific remit.</p> <p>Action: Strengthen the Risk Management policy wording to ensure board committees take ownership of risks within their remit.</p> <p>There was also a discussion on item 2.3.2 of the policy regarding risk appetite, which refers to three levels: strategic, tactical, and</p>	GC

	<p>operational. Previous discussions had removed these levels, so the wording needs to be aligned with those prior decisions.</p> <p>Action: Amend the wording to remove 'strategic, operational, and tactical' and align it with current processes.</p> <p>The Trustees did not approve the policy due to the required changes. Approval will be sought at the next Audit and Risk Committee meeting following the amendments.</p> <p>Action: Risk Management policy to be brought to committee for approval on 4 June 2025.</p> <p>The Committee thanked Mrs Harvey for the work and support and wished her success in her retirement.</p>	<p>GC</p> <p>JHH (Agenda)</p>
10. ARC/58/2425	<p>Issues referred to Board</p> <ul style="list-style-type: none"> • Risk register and exceptions report reviewed • Risk Management policy approval deferred to next meeting • Reviewed internal audits (previously received by Board) • Cyber security essentials accreditation completed <p>From Board</p> <ul style="list-style-type: none"> • Issues around risk referred from Board were discussed and proposed changes to risk register regarding Finance and Resources risks agreed 	
11. ARC/59/2425	<p>Determination of confidentiality of business</p> <p>Trustees considered whether anything discussed during the meeting should be deemed as confidential. It was resolved:</p> <ul style="list-style-type: none"> • Claims report to be confidential due to financial information <p>Equality Act consideration</p> <p>There had been no Equality Act implications</p> <p>Nolan Principles</p> <p>Attendees were content that all decisions made adhere to the seven Nolan principles.</p>	
12. ARC/60/2425	<p>Date and time of next meeting: Wednesday 04 June 2025, 4.30pm, via Microsoft teams</p>	

Meeting closed at 5.53pm

Minutes approved by Chair: on 4 June 2025 minute number ARC/63/2425

Agenda item 5: Matters Arising:
ARC/46/2425

Minute reference	Meeting date raised	Action required	Owner	Date due	Comments/progress
ARC/26/2425	13/11/2024	Internal Scrutiny - Action: Mrs Harvey to create a summary document to provide an overview of Internal Scrutiny to the Board meeting on 4 December 2024. The document will encapsulate the various actions in link references.	R Harvey	04/12/2024	The summary document had been circulated. This item is now complete.
ARC/29/2425	13/11/2024	Risk management- Action: Horizon scanning documents to be shared with committee to show emerging threats.	R Harvey		Horizon scanning documents on agenda no documents at this point to be shared post meeting. <i>Post meeting note: link shared with committee and in minutes.</i> This item is now complete.
ARC/34/2425	13/11/2024	G&P Committee referral of risks 2.2 Action: Refer risk 2.2 ineffective leadership to board for conversation on where this sits if need an additional category for board on risk register.	J Harrison Hill	04/12/2024	Meetings are being held to discuss wording. This will be reviewed at the next G&P meeting for referral back to Audit and Risk Committee.

ARC/35/2425	13/11/2024	ARC/35/2425 Referral from S&O Committee regarding mental health risks inclusion on risk register Action: Wording to be included in risk register to acknowledge mental health across outcomes. R Harvey & CEdO	R Harvey		Risk register has now been updated to reflect changes. This item is now complete.
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