

SHREWSBURY SCHOOL

Audit and Risk Committee

Constitution and Terms of Reference

Constitution

The Audit and Risk Committee shall be appointed by and report to the Governing Body. It shall comprise at least three Members of the Governing Body. Two Members shall form a quorum. At least one Member should have a financial background. The Chairman of the Governing Body will not be a Member. The Shrewsbury School Chief Operating Officer ("COO") and/or another member of the finance team will normally attend meetings. A representative of the external Auditors will also attend when appropriate. The Committee will normally meet at least twice a year. It will have unrestricted access to School personnel. Members of the Committee have the right to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The costs will be borne by the School.

Terms of Reference

1. Background and Overview

Primary responsibility for the School's financial reporting, accounting systems, risk management and internal controls is vested in the management and overseen by the Governing Body. The purpose of the Committee is to assist the Governing Body in fulfilling its oversight responsibilities of the School.

2. Objectives

The objective of the Committee is to ensure the risks of Shrewsbury School and those prep schools included within the Shrewsbury Family of Schools, financial and otherwise, are effectively identified, evaluated and mitigated and that the annual financial statements give a true and fair view of the activities of the school.

3. Duties and Responsibilities

a) Annual Financial Statements

The Committee will:

- Determine whether appropriate accounting methods are being applied.
- Discuss with management and with the external auditor all proposed major changes in accounting policy, the presentation of all large risks or uncertainties and all estimates or judgements of management that may be material to financial reporting.
- Question management and the external auditor regarding significant financial recording or presentation issues that were discussed during the accounting period and the manner of their resolution; and
- Examine the audited annual financial statements in conjunction with the management report of the external auditor, with particular reference to whether the statements:
 - Properly reflect the significant accounting policies selected
 - Reflect estimates and other financial statement elements that are reasonable and consistent
 - Adequately disclose all major transactions and issues
 - Disclose all post year-end significant events, and
 - Are understandable, relevant, reliable and comparable.

b) External Audit

The Committee will:

- Determine whether the performance of the external audit is satisfactory and effective and meets the requirements of the Charity (including both Schools).
- Recommend to the Governing Body the retention or replacement of the external auditor and, if the Committee recommends replacement, evaluate candidates for the appointment. The normal process will involve a detailed service review of the audit provider every 5-years, with a committee discussion of whether an audit tender is required.
- Review all issues related to any change of external auditor and the planned steps for an orderly transition:
 - Reviewing the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees;
 - Review the audit plan with the external auditor and management; determine whether management has provided full and open disclosure to the auditor's enquiries.
 - Review problems experienced by the external auditor in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was a disagreement with management, and review the post-audit or management letters containing the recommendations of the external auditor and reviewing management's response and subsequent follow up to all identified weaknesses.
- Meet with the external auditors in private at least once a year to ensure that there are no unresolved issues of concern and that full co-operation has been received.

c) Risk management and internal control

The Committee will:

- Determine whether systems are in place to identify, evaluate and mitigate major business risks. This will include an annual review of the risk matrix to ensure that it is kept complete and up-to-date. In this context, the Committee will have regard to the work of other committees and the Governing Board as a whole in monitoring the effectiveness of risk management. The Chairman will report to the Governing Body as appropriate on the areas of major business risk.
- In connection with the above, review Health and Safety procedures, policies and structures in place to monitor that policies are being implemented effectively.
- Review the status of pending or threatened material litigation.
- Ascertain whether the financial results and condition satisfy the criteria for lenders, material agreements, applicable laws and insurers.
- Draw to the attention of the Governing Body all financial matters of which the Committee has knowledge, and which may materially affect the current or future position of the Charity.
- Verify the establishment of policies and procedures for monitoring compliance with applicable laws (including data protection) and with the School's policies as to authorisation of expenditures, leases and contracts and otherwise, and ascertain their adequacy and levels of compliance.
- Endeavour to identify to the Governing Body matters that expose Governors to claims for which Governors could be held personally liable.

- Ascertain whether any Conflict of Interest guidelines are strictly complied with and ensure that Governors and Senior Management have submitted an annual return to confirm whether or not they have had any related party transactions with the school during the previous year.
- Review that appropriate documentation is in place with the main operating subsidiaries (SSEL and SSTC) to ensure that Directors have the necessary authorities to operate on behalf of the Charity and that cost sharing agreements reflect the commercial situation.

d) Corporate Governance

The Committee will:

- Review the processes of Governance to enable the Charity to implement best practice as set out in appropriate guidance. This will include a periodic comprehensive review of governance, the results of which are to be discussed at the following meeting of the full Governing Body.
- The Audit and Risk Committee Chairman may conduct the review him/herself or delegate responsibility to another Governor.

The Committee will annually review and recommend changes to its terms of reference, following completion of each annual audit.

The agenda for Committee meetings shall be determined by the Chairman of the Committee, working with the COO and in consultation with other members of the Committee as appropriate, and shall wherever possible be circulated in advance to persons attending the meeting.

Will Kenyon
February 2026