

Approved Minutes

Present

Mrs Emma van der Lugt (Committee Chair)	Independent Governor	EvdL
Mr Stephen Criddle, OBE (Deputy Committee Chair)	Independent Governor	SC
Mrs Victoria Holbrook	Independent Governor	VH
Rev'd Preb Prof Gina Radford	Independent Governor	GR
Mrs Vicky Hatton	Co-opted Member of Committee	VHa

In attendance

Prof Rob Warner	Vice-Chancellor	RW
Mr Simon Arthurs	Chief Operating Officer & Finance Director	SA
Mr Stephen Plant	University Secretary & Registrar	SP
Mr Ben Connor	Internal Auditors PwC	BC
Mrs Jessamie Thomas	Governance Officer (note taker)	JT

1. **Reserved Business (1)** (No Staff in attendance)
See Reserved Business (1) minutes
2. **Reserved Business (1)** (No Staff in attendance)
See Reserved Business (1) minutes
3. **Reserved Business (1)** (No Staff in attendance)
See Reserved Business (1) minutes

MAIN MEETING – all in attendance

4. **Welcome, Apologies & Declaration of Conflicts of Interests**
 - 4.1 Opening the main part of the meeting, Committee Chair, Emma van der Lugt, welcomed colleagues.
 - 4.2 No apologies were received.
 - 4.3 No conflicts of interest were declared. The full register was included in Part B.
 - 4.4 EvdL invited colleagues to 'unstar' items in Part B. None were identified.
5. **Minutes of Previous Meeting (18 June 2021)**
 - 5.1 The minutes of the Audit Committee meeting M4 18 June 2021 were received, confirmed as a true and accurate record and **APPROVED** with no amendments.
6. **Internal Audit Progress Reports**
 - 6.1 The Internal Audit Progress Report and reports of two reviews were received. EvdL invited head of Internal Audit, Ben Connor, to present an overview.

Approved Minutes

a) Marjon Student Union – Governance (advisory report)

- 6.2 BC reminded the Committee of the rationale behind the broad governance review of Marjon Student Union (MSU). He commended MSU officers' approach to addressing findings and noted examples of good practice. BC went through each of the recommendations presented in the advisory report, noting the timeline for completion of actions which University management had provided.
- 6.3 Recording its concern at the delay in complying with expected deadlines, the Committee requested an update for Audit Committee M1 on progress against the timeline and asked that actions be included in the outstanding action log. **ACTION: SA.** It was noted that a delay in the receipt of the report from Internal Auditors (for technical reasons) may have impacted MSU's response times.
- 6.4 The Committee confirmed that it would be important for University management to continue to work in collaboration with MSU, to clarify accountability arrangements, mindful that MSU was both an independent charity and accountable to the University as its chief source of funding. The Committee noted that MSU was relatively small, with limited funding compared to student unions of larger HEIs and a proportional approach to addressing audit findings would be appropriate.
- 6.5 University Secretary & Registrar, Stephen Plant, noted that the Code of Practice between the University and MSU, the wording of which was being finalised, should serve to remove ambiguity and strengthen accountability. The Committee went on to discuss Freedom of Speech legislation and implications for student unions.
- 6.6 In response to a question about the readiness of staff to participate in the internal audit process, BC confirmed that there would be earlier engagement going forwards, so as to establish and manage expectations and make the process as beneficial to all parties as possible.

b) Estates

- 6.7 BC presented the findings of the Estates review, which focused on the control environment and procedures of capital project management and delivery. BC summarised the high risk rating and the ensuing recommendation that the monitoring of individual projects be formalised, to strengthen controls. BC responded to a number of questions from the Committee.
- 6.8 Vice-Chancellor, Prof Rob Warner, provided further context to the review and confirmed that the recommendations would be addressed. He flagged recent personnel changes within the Estates team (which the Board of Governors' Estates Project Group had been appraised of); Prof Michelle Jones, Deputy Vice-Chancellor, would be the interim line manager for the Estate Team. It was noted that a new Strategic Projects Manager, in post from November 2021, would bring additional expertise to the team.
- 6.9 Suggestions were made by the Committee regarding the benefit of post-project appraisals and developing project owners' understanding of project accounting. Chief Operating Officer & Finance Director, Simon Arthurs, confirmed the University's three year business

Approved Minutes

planning approach and the accompanying monitoring that would align with audit requirements.

c) Internal Audit Annual Summary 2020/21

- 6.10 BC presented the summary document, which gave an overarching view of the work carried out and recommendations put forward as a result of the 62 audit days which had taken place in 2020-21. BC reminded the Committee that this would be one of the sources of assurance which would inform the Committee's annual report.
- 6.11 BC confirmed that seven reviews had been completed, with four being assurance-based. Estates was, as discussed previously, rated high risk overall; Health & Safety, discussed in June 2021, was medium; Business Planning and Data Returns (HESA Offshore Return) were low risk.
- 6.12 Recommendations had been made following the advisory reviews, particularly Cyber-Security and IT where, across the sector, there was an increased level of alert and awareness.
- 6.13 BC confirmed his view that management was successfully addressing the action plans. BC was thanked for the report and for the work of the Internal Audit team.

7. Internal Audit - Outstanding Audit Recommendations

- 7.1 The report was received. EvdL invited SA to present an overview.
- 7.2 SA presented the consolidated log of audit findings, recommendations and management responses.
- 7.3 The Committee considered the detailed updates provided by SA on progress against the key outstanding high and medium risk items. The Committee was satisfied with the position and with the approach being taken.
- 7.4 The Committee **APPROVED** the recommendation to close six completed actions, each of which was detailed within the report. The Committee thanked SA for his update.
- 7.5 In response to a question, SA confirmed his view that the cyber-security risk classification should remain medium on the Risk Register rather than high, due to the keen awareness of management of the risk presented and the mitigating actions in place, however this would be kept under review. It was noted that a high proportion of audit days in 2020-21 had been assigned to dealing with this potential threat.
- 7.6 It was suggested that Treasury Management reports be routinely shared with all Board members, in addition to F&R Committee members, to allow all governors to monitor the interim position and therefore strengthen assurance of financial probity. While there were no concerns expressed in this regard, and RW reminded the Board of the robust liquidity position recorded by the OfS during the pandemic, it was agreed this would be beneficial.
ACTION: SA
- 7.7 The Committee thanked SA for his update.

8. Update on dBs

Approved Minutes

- 8.1 EvdL invited SA to present an overview of the University's partnership arrangement with dBs.
- 8.2 SA provided an update on a commercial decision of dBs Plymouth and Bristol which had led to notice being served on their partnership arrangement with Marjon. SA confirmed that the University would prioritise the assessment of optimum arrangements for Marjon's students enrolled with dBs, noting that the programme was validated by Marjon and students would accordingly be supported via the Student Protection Plan. SA confirmed that he was in discussion with Pro Vice-Chancellor (Academic) to establish suitable options for Marjon students enrolled in dBs courses; establishing equivalent provision options would be a priority of the termination discussions.
- 8.3 The Committee was satisfied with the position and the actions being taken and thanked SA for his update.

Close

In closing the main part of the meeting, EvdL invited colleagues to reflect upon whether discussions impacted on the current Risk Register or if changes were proposed. It was requested that Estates and dBs entries be updated, in line with discussions held at this meeting. **ACTION: SA**

BC confirmed that he had noted the University's strong performance in The Times/Sunday Times Good University Guide, data which had been shared by the Vice-Chancellor with Board members earlier in the week.

EvdL thanked BC, head of Internal Audit for his contributions.

BC left the meeting.

- 9. **Reserved Business (2)** (No Auditors in attendance)
See Reserved Business (2) minutes
- 10. **Reserved Business (2)** (No Auditors in attendance)
See Reserved Business (2) minutes

Part B – For Information and Decision by Way of Note

The following reports were received for information with no queries:

- 11. **Matters Arising from Previous Meeting**
- 12. **Strategic Risk Register**
- 13. **Register of Interests**