
Approved Minutes

Present:	Mrs Emma van der Lugt (Chair)	Governor	EvdL
	Mrs Victoria Holbrook	Governor	VH
	Mr John Searson	Governor	JS
In attendance:			
	Mrs Heather Ancient	PricewaterhouseCoopers	HA
	Mr Simon Arthurs	Director of Finance	SA
	Mrs Ali Chinn	PricewaterhouseCoopers	AC
	Mr Nathan Coughlin	Bishop Fleming	NC
	Mrs Unity Stuart	Clerk to the Board	US
	Professor Rob Warner	Vice-Chancellor	RW

1. Apologies & declaration of conflict of interests

- 1.1 No apologies were received.
- 1.2 There were no declared conflicts of interest.
- 1.3 EvdL welcomed VH to her first meeting, and she introduced herself to the committee.

2. Minutes of the previous meeting

- 2.1 The minutes were approved with no amendments.

3. Matters arising

- 3.1 One action regarding advice surrounding social prescribing and the University as a centre of health and wellbeing as discussed and was EvdL agreed to take this forward with RW.
- 3.2 RW provided a brief update surrounding the Sports Centre recommendations, the results of the consultation were due in December and would be reported back to the Committee in due course.
- 3.3 All other matters arising were considered complete.

4. Risk assurance and review including Risk register, Risk management policy, Risk processes and systems of control

- 4.1 US provided a brief update on recent changes to the Risk Register and the key risks recently discussed by SMT. The risk surrounding student recruitment was discussed. This had been amended to take account of total student population and to acknowledge the need to meet increasing costs. A breakdown of all actions to mitigate and reduce this key risk would be developed.
- 4.2 The review of the risk policy was discussed and HA indicated that a regular light touch review, as undertaken this year, was sufficient. It was agreed that as new guidance is published, the policy would again be reviewed.

4.3 VH noted the associated risks surrounding the new regulator position, the developing regulations and requirements and what they expect from institutions. It was agreed this will continue to be closely monitored.

4.4 There were no further comments or queries from the committee. US noted the report and register would be submitted to the Board at their next meeting to provide assurance, along with the Audit Committee Annual Report.

5. Internal Audit Reports

a) Health & Safety

5.1 AC highlighted the key actions resulting from the audit which included the completion of risk assessments and risk registers for health and safety across departments.

5.2 EvdL suggested that responsibility for Health and Safety and Risk in each department might also be part of the Performance Management process for Heads of Department.

5.3 JS also noted that improved processes surrounding health and safety will be important as the University continues to engage with local schools and the community.

5.4 SA indicated that the new H&S Officer had since started, bringing a wealth of experience with him.

5.5 It was agreed that H&S would be reviewed again as part of the follow up and reported to the June meeting.

5.6 EvdL noted that the feedback forms for each audit were no longer included and HA indicated these would be provided in future.

b) GDPR

5.7 HA indicated that this audit had a narrow scope, focusing specifically on the HR and Marketing GDPR action plans. Some wider risks surrounding GDPR and the governance surrounding monitoring this, were identified and a meeting with the Registrar was planned to review this in detail.

5.8 The ongoing monitoring of GDPR action plans was also raised and RW confirmed that the Registrar would be responsible for taking this forward.

5.9 JS queried how any data breaches are currently managed and reported and RW noted that SP as the Senior Management lead in this area would be able to respond in detail later in the meeting.

c) Financial Controls

5.10 AC noted that the purchase and payables area had been reviewed this year and one risk had been identified surrounding approval of new suppliers. SA confirmed that this was being taken forward and reiterated to the team. Further system controls to manage this would also be explored.

5.11 AC further noted there was no written process for the purchase and payables area and SA confirmed this would be developed as part of the planned review of the operational finance regulations and procedures.

d) Update on DbS

5.13 AC confirmed that a date had been agreed with DbS for 11 November with the Head of Curriculum at DbS in Bristol. This would focus on the student experience policy and procedures at DbS.

5.14 EvdL noted this had stemmed from some historic concerns surrounding student satisfaction and RW indicated that the Executive Dean and Registrar had worked with their partners at DbS to ensure high quality and student satisfaction, and the positive results of this had already been seen. Therefore, it was noted that this audit would be a helpful management tool to measure this further.

5.15 SA noted some that the treatment of VAT for DbS had been highlighted in the external audit and was being addressed. This was a DbS issue and the University's management of VAT was considered to be appropriate.

5.16 It was agreed that continued communications between DbS and the University will be key and RW noted Stephen Plant will be the key contact here.

5.17 EvdL reminded the committee that a wider report surrounding DbS was due to be submitted to the July Board meeting and could include the outcomes of the audit as well.

e) Follow up report 2018/19

5.18 HA noted that the University's ability to implement the outstanding recommendations shows good progress in the last year and a positive response to the internal audit process.

5.19 The outstanding recommendations surrounding HR processes were briefly discussed and while new systems had been introduced, the monitoring and impact of these were not, mainly due to staff shortage and sickness.

5.20 It was agreed that the outstanding recommendations relating to professional development, could be developed further, with the suggestion that this could be incorporated further into the PDR process. Capturing informal feedback and the longer term impact of professional development opportunities would also be valuable.

6. Outstanding Audit Recommendations

6.1 US noted these had all been covered in the follow up report at item 5, but represented management's own monitoring of audit recommendations outstanding.

7. Internal Audit Plan 2019/20

7.1 HA noted she had met with the University earlier in the year to discuss and confirm the audit plan for 2019/20. Key controls were identified and then regularly monitored through the year to ensure they are working effectively.

7.2 The Continuous auditing areas were briefly discussed and the planned approach for each of these areas.

7.3 HA noted the UUK accommodation audit is likely to follow a slightly different approach to ensure compliance and explained the likely method and subsequent report, which will need to be shared with UUK.

7.4 JS queried whether students would be offered the opportunity to reflect on the accommodation as well. HA noted that while there is a structured approach to this as a compliance exercise, PwC would explore how they could involve student feedback in some way.

7.5 The marketing & recruitment audit was briefly discussed and while the committee agreed there has been success in this area, the review had been deferred since 2014 and it was felt some additional areas of improvement could still be identified.

7.6 HA indicated there could be some flexibility in the audit plan but agreed all audits would be completed by June.

8. Internal Audit Annual Opinion and Report

8.1 HA noted that the annual audit opinion is required for inclusion in the Statement of internal control in the Financial Statements for submission to the regulator.

8.2 The opinion was again 'generally satisfactory' based on the number of high risk recommendations found in year.

8.3 HA again noted that the successful completion of many of the outstanding recommendations in year represented an effective approach to the internal audit by the University.

9. Audit Committee report for submission to OfS and Board (Nov)

9.1 US noted that this report is drafted annually on behalf of the Chair and asked the committee to confirm they are content with the key areas of assurance highlighted throughout, including risk management, data assurance and value for money (VFM).

9.2 The report had been drafted from the outcomes of the end of year internal and external audit reports as well as the data assurance report to be discussed later in the meeting.

9.3 Some minor typos were identified and US agreed to update this for submission to the Board.

ACTION US to update report for Board submission.

9.4 VH noted that following recent publication of OfS guidance in this area, VFM may need some more thought in future surrounding what students think VFM means to them. It was agreed that sufficient assurance was provided in this context but developing how the University measures VFM and how students interpret this could be included in the report going forward.

9.5 EvdL provided an update on committee membership, noting that Pamela Greener had since stepped down from the Board, and further finance experience will be sought as per the Terms of Reference.

10. Update on BBC project spend

10.1 John Bailey joined the meeting to provide an update on the BBC project. He indicated some snagging issues but confirmed the project was 99% complete.

10.2 There had been a slight delay but the BBC Workshop was now open and being used by the students who were talking about this on social media.

10.3 JB noted that the report submitted outlined both the academic benefits of the project and the costs.

10.4 An initial underestimation of costs was noted, due to VAT not being included in the original proposal and the total cost was therefore over the original budget. Some savings had also been identified through the procurement process.

10.5 JB noted that on a limited budget, the University now has the best journalism facilities in the sector.

10.6 A new process for project proposals and management had since been introduced. This included a more structured approach to implementing new projects with improved

communication across departments, improved management of finances and a better overview from key senior staff.

10.7 JS noted that despite some areas of improvement having been identified he was pleased that the University had taken the project forward and not missed the opportunity.

ACTION JB agreed to provide the committee with the social media responses from the students.

10.8 JB left the meeting.

11. To receive and discuss the External Auditors Completion Report and Management Letter for the year

11.1 NC noted that the completion process will take place shortly, to be followed by the financial accounts and management letter sign-off by the Board.

11.2 NC noted that at the start of the year, neither of the two key finance team were in post but since their appointment, a number of improvements had been seen. Plans were in place to further improve the process for the following year, including delaying the audit by a week.

11.3 The VAT and self-billing issues surrounding the DbS provision were briefly discussed and NC advised that this would continue to be monitored. While this was considered DbS responsibility, there could be some reputational risk for the University by association.

11.4 Other issues that had been identified and resolved included approving the SU grant by the Board, reconciling the fixed assets register and ensuring the appropriate treatment of VAT.

11.5 NC finally noted an update to accounting standards for the following year but suggested any significant impact on the University was unlikely.

11.6 There was also some discussion surrounding the FRS102 assumptions and the treatment of pension liabilities and NC provided some assurance surrounding this, confirming that the requirements are sector wide.

12. To receive and discuss the draft Audited Financial Accounts

12.1 VH noted one recommendation for the Statement of Internal Control which includes that we are a registered OfS provider and are therefore required to meet the provisions of registration.

ACTION SA to update the Statement of internal control in the accounts.

ACTION US to update the legal status on the Governance web pages as well.

12.2 SA provided an outline of the financial position detailed in the financial accounts including the debt profile, cash, investments and adjustments.

12.3 The committee agreed that the accounts should be recommended for approval and sign off by the Board.

12.4 SA provided a brief update on the progress made with regards to the budget and forecast.

12.5 VH left the meeting at this point.

12.6 **ACTION** US to send the up-to-date version to the Chair of the Board for onward submission to the Board.

13. To review the Fraud policy

13.1 SA noted that the paper outlined his approach to updating the fraud policy and processes going forward and the policy will be brought back to a future meeting.

14. To receive and approve the Value for Money Report

14.1 SA indicated that while a formal report to the OfS is no longer required, it remains good practice to review VFM and report in to Audit committee. Further guidance from OfS had recently been published and as discussed earlier in the meeting, understanding what VFM looks like will need exploring further in future.

14.2 SA noted that linking VFM to the University's values will be important and outlined his approach going forward. SA planned to discuss the scope of a future Value for Money (VFM) Report to help shape the approach to VFM reporting in future.

14.4 The committee agreed that demonstrating VFM for students and understanding what VFM means to students will also be key and SA's plans for an infographic for students would be welcomed.

14.5 Including a statement in the annual accounts on the University's approach to VFM was also suggested for future years.

15. To receive the significant losses report

15.1 SA reported that no significant losses have arisen or been reported during 2018/19. The report outlined some actions and noted a minimal fraudulent incident having been detected and since dealt with, with support from the Bank.

16. To consider the Data Assurance Annual Report

16.1 SP joined the meeting and outlined the key points noted in the report. The context and risks surrounding Data assurance were outlined including relating to the accuracy of student data. There were no material concerns brought to the committee.

16.2 SP provided a summary of the HESA submissions due for submission which will then be reported to the Board, providing assurance in this area.

16.3 Regarding the SMT annual data assurance returns, SA had indicated some plans to improve some systems in the finance area going forward to ensure accurate recording and usage of data. SA provided a brief update surrounding this.

16.4 EvdL also sought assurance from SP surrounding the GDPR audit earlier discussed. He confirmed he is the SMT lead surrounding this and will respond to the audit findings going forward.

16.5 The committee approved the report for submission to the Board.

17. To consider the Whistleblowing report

17.1 US indicated the report is submitted annually to Audit committee and the Board to provide assurance that appropriate processes are in place for whistleblowing.

17.2 No incidents had been reported in year but ensuring that the whistleblowing policy and process is easily accessible and understood would continue to be important. US briefly outlined other routes for individuals to raise concerns with managers HR and for students to place complaints and these were all considered to be sufficient.

17.3 The committee approved the report for submission to the Board.

18. To receive any relevant reports from the National Audit Office, the funding bodies and other organisations

18.1 SA indicated that there was nothing of note in this area but regular updates are currently being published by OfS, and this would continue to be monitored.

ACTION LOG

Minute	Action	Owner	Deadline
9.3	Some minor typos were identified and US agreed to update the Audit Committee Report for submission to the Board.	US	Board 13 November
10.7	JB agreed to provide the committee with the social media responses to the BBC Workshop from the students.	JB	Following the meeting
12.1	SA to update the Statement of internal control in the accounts. US to update the legal status on the Governance web pages as well.	SA US	Board 13 November
12.6	US to send the up-to-date version to the Chair of the Board for onward submission to the Board.	US	Board 13 November