



**Minutes** of the 25 June 2021 meeting (held via Microsoft Teams)

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**Present:** Nick Whitaker (Chair)

Qari Asim, Professor Christina Hughes, Barry Matthews\*, Rob Purdy

**In attendance:** Kyla Bellingall (BDO), Rachel Bradford, Andrew Bush (KPMG), Phil Harrison, Helen Knowles (BDO), Tracey Lancaster, Holly Lewis (Secretary), Adam Makda (KPMG), Professor Chris Prince\*, Professor Peter Slee\*, Mark Stow\*, Caroline Thomas

**Attendees apologies:** Arvinder Khela (KPMG), David Lowen

*\* Present as indicated in the minutes*

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*Secretary's note: prior to the meeting, members of the Audit Committee met with the internal auditors (KPMG) and external auditors (BDO) without any University colleagues present.*

*Barry Matthews left the meeting.*

**PRELIMINARY ITEMS**

**Declaration of interest**

127.2021 (a) Rob Purdy advised the Committee that he would soon be joining the Board of Morelife (UK) Ltd which is a subsidiary of the University.

(b) No other declarations of interest were made.

**Minutes of the last meeting held on 23 April 2021**

128.2021 The Committee agreed that the minutes of its meeting on 23 April 2021 were an accurate record.

**Minutes of the last meeting held on 28 May 2021**

129.2021 The Committee agreed that the minutes of its meeting on 28 May 2021 were an accurate record.

**Matters Arising**

130.2021 The Chair presented a report on the matters arising from the previous meetings of the Committee that were not otherwise included on the agenda.

*Minute 131.2021 is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000*

132.2021 The Committee **agreed** that the policy for the approval of engaging the internal or external auditors for non-core audit work would be formally noted in the Committee's Terms of Reference.

## **RISK MANAGEMENT**

### **Business Engagement Service Update**

133.2021 The Committee received an update on key Business Engagement activities undertaken since the last deep dive report presented to the Committee in April 2020.

*Minutes 134-136.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*



*Secretary's note: Professor Peter Slee, Vice Chancellor, left the meeting.*

*Barry Matthews joined the meeting.*

137.2021 The Committee agreed that progress within the Business Engagement Service would be considered at a future meeting of the Committee.

*Secretary's note: Professor Chris Prince, Pro Vice Chancellor - Business Engagement, and Mark Stow, Director of Business Engagement, left the meeting.*

#### **Corporate Risk and Assurance Register**

138.2021 The Committee received an update on the risks in the University's Corporate Risk and Assurance Register for the fourth quarter of 2020/21. A risk dashboard of the University's risk assessment profile across 2020/21 was also appended to the report.

*Minutes 139-140.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

141.2021 It was agreed that the Corporate Risk and Assurance Register, along with the updated summary of the University's risk assessment profile across 2020/21, would be presented to the full Board of Governors for review at its meeting in July.

**Update on Cyber Security audit recommendations**

142.2021 The Committee received an update on the progress of actions taken in response to the recommendations from the recent internal audit on Cyber Security.

*Minutes 143-144.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

145.2021 The Committee noted the good progress against recommendations had been made to date, and it was agreed that the Committee would continue to monitor further progress on the actions taken in response to the audit recommendations.

## INTERNAL AUDIT

### Internal Audit Progress Report

146.2021 KPMG set out the recent follow up work on internal audit recommendations, noting those implemented since the last meeting and those that remained in progress or outstanding.

*Minute 147-148.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

### Internal Audit Report of Health & Safety

149.2021 The Committee received an internal report from KPMG on Health & Safety which was considered as part of the 2020/21 programme of audits. The Health & Safety audit had received a rating of *significant assurance*.

*Minute 150.2021 is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

**Draft internal audit plan 2021/22**

151.2021 The draft 2021/22 internal audit plan was presented by KPMG.

*Minutes 152-153.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

- 154.2021 (a) Subject to the revisions discussed in the meeting, the Committee **resolved** to approve the 2021/22 internal audit plan and would conduct an interim review to see if the subject and timing of proposed audits remained appropriate.
- (b) It was **agreed** that, following the review of the Corporate Risk & Assurance Register, KPMG would review the 2021/22 internal audit plan to ensure it remained in line with the University's strategy and key strategic risks.

## EXTERNAL AUDIT

### **Draft external audit planning report for year ended 31 July 2021**

- 155.2021 The Committee received the external audit planning report for the year ended 31 July 2021.

*Minutes 156-157.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*



158.2021 The Committee confirmed materiality set at 2.1% and **resolved** to approve the strategy.

## GOVERNANCE AND COMPLIANCE

### Reportable Events: update report

159.2021 The Head of Regulatory Compliance & Assurance presented an update on Reportable Events.

*Minutes 160-161.2021 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.*

## OTHER BUSINESS

### Draft Schedule of Business 2021/22

162.2021 The Committee received its draft schedule business for 2021/22, noting that an additional meeting was scheduled in January 2022 to focus solely on review and approval of the TRAC/TRACT returns.

163.2021 (a) The draft Schedule of Business was discussed, and it was agreed that it would be updated to reflect the following:

- i. HR Deep Dive at November meeting.

- ii. Review the remaining Deep Dive themes during the course of the year.
- iii. Review the proposed items for the November meeting to reduce the size of the agenda where possible.
- iv. A tender exercise would be undertaken for the appointments of the internal and external auditors to take effect from 1 August 2022.
- v. Update the programme of internal audits once the plan and timings were finalised.

(b) It was noted that further updates on Business Engagement would be included within Matters Arising reports following the release of future Gradate Outcomes data.

164.2021 Subject to the revisions discussed at the meeting, the Committee **approved** the draft Schedule of Business for 2021/22.

#### **Annual review of Committee Terms of Reference & Membership**

165.2021 The Committee received a report from the University Secretary setting out proposed minor changes to the Committee's Terms of Reference and membership for 2021/22. Following discussions held at Governance & Nominations Committee in June, it was reported that the Audit Committee had achieved a stable membership throughout 2020/21 which had been a priority for the Committee, and it was noted that no changes to the membership were being proposed.

*Minute 166.2021 is exempt from publication under section 22 (information intended for future publication) of the Freedom of Information Act 2000.*

167.2021 Subject to the revisions discussed at the meeting, the Committee recommended the Terms of Reference to the Board for approval.

**Date of next meeting**

168.2021 The next meeting of the Committee would be held 10:00 – 13:00 on Friday 05 November 2021, via Microsoft Teams. This will be preceded by a pre-meeting of the governors and the auditors from 09:30.

**RESERVED BUSINESS**

*Minutes 169-171.2021 are exempt from publication under the provisions of the Data Protection Act 2018, and section 41 (Information provided in confidence) of the Freedom of Information Act 2000.*