



MEETING OF THE AUDIT AND RISK COMMITTEE

THURSDAY 22 JUNE 2023

Via Teams

MINUTES

Members: Ololade Adesanya (Chair), Julie Goldstein, Stephen Robertson

In attendance:

Shirlene Adam (interim Group Finance Director from 1 July 2023), Mick Axtell (Chief Financial Services Officer), Helen Cole (Senior Governance Officer), Michael Flay (Head of Governance), Lucinda Parr (Registrar and University Secretary), Jason Smerdon (Group Finance Director), Peter Vermeulen (Chief Financial Officer), Evelyn Welch (Vice-Chancellor) until 11am.

Internal Auditors: David Broughton until 11:30am, Tom Loader

External Auditor: Colin Bates (PwC Audit Partner)

Apologies: Mary Bishop, Judith Squires (Deputy Vice-Chancellor and Provost)

- 1.1 The Chair welcomed the new attendees: Shirlene Adam (interim Group Finance Director from 1 July 2023), Michael Flay (Head of Governance) and Peter Vermeulen (Chief Financial Officer).
- 1.2 On behalf of the Committee and the Officers, the Chair thanked Jason Smerdon (Group Finance Director for his contributions to the Committee since 2008 noting that Jason was leaving the University on 30 June.

MINUTES OF THE PREVIOUS MEETING

- 1.3 The minutes of the meeting on 13 March and 11 March 2023 were **APPROVED** as a true and accurate record of the meeting.

2. MATTERS ARISING & ACTIONS

- 2.1 RECEIVED and **NOTED** (*on file*).
- 2.2 NOTED that on 31 March, the Board of Trustees unanimously approved on the recommendation of Nominations Cttee that Mary Bishop be re-appointment for a final term from 28 May 2023 to 27 May 2026 as an additional member on Audit and Risk Committee. To be noted at the meeting on 16 October and the Cttee to be updated via an email from the Chair.

Action: Secretary
- 2.3 AGREED that going forward the action log should reference a specific target meeting date.

Action: Secretary
- 2.4 AGREED that with reference to actions 5.4 and 2.5, the Secretary to provide further clarity and improvements in these areas.

Action: Secretary

- 2.5 AGREED that with reference to action 7.4.6, **[REDACTED likely to prejudice commercial interests]**

Action: Secretary

3. FORWARD PLAN

- 3.1 RECEIVED and **NOTED** (*on file*).

- 3.2 AGREED that the agenda for the next meeting on Monday 16 October 2023 risked being too full, Secretary to review and the propose amendments and deferrals to the Chair and Officers.

Action: Secretary

4 DECLARATIONS OF INTEREST

- 4.1 There were none.

5 CHAIR'S BUSINESS

- 5.1 The Officers provided a verbal update on Industrial relations and the Marking & Assessment Boycott.

- 5.2 NOTED that the impacts and University responses to Industrial relations and the Marking & Assessment Boycott would be covered further in the Executive Group Report to the Board of Trustees on 7 July. **[REDACTED likely to prejudice commercial interests]**

Action: Registrar

6 FINANCIAL PERFORMANCE SUMMARY

- 6.1 RECEIVED: paper ref: **AUD/22-23/031** (*on file*)

- 6.2 In response to a question, **[REDACTED likely to prejudice commercial interests]**

- 6.3 In response to a question about student numbers, Officers sought to provide assurance, the University remained a highly selective institution, with a buoyant pool of students **[REDACTED likely to prejudice commercial interests]**

- 6.4 Officers provided more context on recruitment, **[REDACTED likely to prejudice commercial interests]**

7 KEY UNIVERSITY RISKS (KURR)

- 7.1 RECEIVED: paper ref: **AUD/22-23/032** (*on file*).

- 7.2 APPROVED the articulation of the University's risk profile as an accurate representation of the current exposure to, management of, and appetite for risk.

- 7.3 APPROVED the risk scores as appropriate and correctly reflect the level of risk the University is exposed to.

- 7.4 NOTED that the University's overall risk profile **[REDACTED likely to prejudice commercial interests]**

- 7.5 NOTED that **[REDACTED likely to prejudice commercial interests]**

- 7.6 In response to a question, Officers provided an update on the University's procurement processes **[REDACTED likely to prejudice commercial interests]**

8 RISK APPETITE STATEMENTS

- 8.1 RECEIVED: paper ref: **AUD/22-23/041** (*on file*).

- 8.2 NOTED that the paper had been presented to UEB on 19 June prior to being reported to the Board of Trustees for initial approval on 7 July, the Board would then receive a revised version in Autumn 2023.
- 8.3 CONSIDERED the approach being taken to risk appetite-setting.
- 8.4 CONSIDERED how an understanding of risk appetite should inform risk management processes and University decision-making more generally.
- 8.5 NOTED that further work was required to consider how an understanding of the University's risk appetite can be communicated and embedded within the University's operational and strategic decision-making processes.
- 8.6 NOTED that there was a maturing appetite to risk at the University, **[REDACTED likely to prejudice commercial interests]**

9 INTERNAL AUDIT PROGRESS REPORT

- 9.1 RECEIVED: paper ref: **AUD/22-23/033** (*on file*).
- 9.2 NOTED that an additional circulation on internal audit reports prior to the paper circulation for the meeting on 16 October should be considered. Secretary to review and agree with the Chair, Internal Audit team and Officers.
- Action: Secretary**
- 9.3 In response to questions, Officers provided an update on the stage 0 business case and key areas of work that **[REDACTED likely to prejudice commercial interests]**

10 INTERNAL AUDIT STRATEGY AND PLAN 2023/24

- 10.1 RECEIVED: paper ref: **AUD/22-23/034** (*on file*).
- 10.2 APPROVED Internal Audit Strategy and Plan 2023/24 and NOTED this approval also included approval of the Internal Audit Charter as per the paper

11 EXTERNAL AUDIT PLAN (YEAR ENDING 31 JULY 2023)

- 11.1 RECEIVED: paper ref: **AUD/22-23/035** (*on file*).
- 11.2 CONSIDERED the proposed scope and confirm that it is comfortable with the audit risks and proposed approach highlighted in the report
- 11.3 CONSIDERED and RESPONDED to the matters raised relating to fraud
- 11.4 APPROVED the proposed audit fee highlighted in the report.

12 REPORT OF WHISTLEBLOWING OFFICER

- 12.1 The Register provided a verbal update.

13 OFS REPORTABLE EVENTS

- 13.1 RECEIVED: paper ref: **AUD/22-23/036** (*on file*).

14 FINANCIAL REPORTING UPDATE TO INCLUDE UPDATE ON PROPOSALS AIMED AT RESTORING TRUST IN AUDIT AND CORPORATE GOVERNANCE

- 14.1 RECEIVED: paper ref: **AUD/22-23/037** (*on file*).

15 INSURANCE MANAGER'S REPORT

- 15.1 RECEIVED and NOTED: paper ref: **AUD/22-23/038** (*on file*).

16 ANY OTHER BUSINESS

16.1 NOTED that Andreas Raffel was stepping down from the Board of Trustees on 30 June and that Nick Joicey would become the Chair of Finance and Infrastructure Cttee effective from 1 July 2023. The Chair would continue to meet regularly with the new Chair of Finance and Infrastructure Cttee and the Chief Financial Services Officer.

Action: Secretary

16.2 NOTED that as part of the ongoing recruitment of Independent Trustees to the Board and via regular conversations, the Chair of the Board and the Chair of Audit and Risk Cttee would continue to consider the membership, ensuring quoracy and succession planning for the Committee.

Action: Secretary

16.3 NOTED that the ARC Away Day on 22 May was successful and the Committee wanted to continue/repeat in 2023/24.

Action: Secretary and Chair

17 APPOINTMENT OF THE INTERNAL AUDITORS 2023-24

17.1 RECEIVED: paper ref: **AUD/22-23/039** (*on file*).

17.2 AGREED to RECOMMEND to the Board of Trustees, the reappointment of RSM as the internal auditors for the year ending 31 July 2024.

18 APPOINTMENT OF THE EXTERNAL AUDITORS 2023-24

18.1 RECEIVED: paper ref: **AUD/22-23/040** (*on file*).

18.2 AGREED to RECOMMEND to the Board of Trustees the re-appointment PricewaterhouseCoopers LLP (PwC) as external auditors for the year ending 31 July 2024.

19 MEETING CLOSE AND DATE OF NEXT MEETING

19.1 The date of the next meeting was confirmed as Monday 16 October 2023, 1400. [Subsequently the meeting was rescheduled to Thursday 19 October 2023, 1400.]