



# Minutes of the Audit Committee Meeting held on Tuesday 24 September 2024 at 8.20am via Teams

- Present:** Andrew Jones – Chair (*Co-opted Governor*)  
Mark Dawson (*Co-opted Governor*)  
Graeme Slater (*Foundation Governor*)
- In attendance:** Neil Clark (*WBG – Internal Auditor*)  
Michelle Williams (*Vice Principal, Finance, Resources & Systems*)  
Kevin Burke (*IT Manager*) – for part of meeting  
James Bisset (*JISC*) – for part of meeting  
Ruth Potter (*Clerk*)

## PART 1

*The Chair welcomed all attendees and the meeting was opened in prayer at 8.20am.*

### 1. ROUTINE AND STANDING ITEMS

#### 1.1 Declarations of interest

Members were invited to declare whether they had any direct or indirect personal, prejudicial or pecuniary interest or conflict of interest in any matter that formed part of the agenda for this meeting or was likely to be discussed at this meeting. There were no declarations of interest made.

#### 1.2 Apologies for absence

Apologies were received and accepted from Sue Jarvis. The meeting was quorate.

#### 1.3 Items to be included under urgent business

There were no items submitted for inclusion under urgent business.

#### 1.4 Minutes of the Audit Committee meeting held on 11 June 2024 (*previously circulated*)

The minutes were approved as a correct record and would be signed by the Chair in accordance with Article 12 (3) of the Articles of Government. The publication of the minutes was authorised in accordance with Article 13.

#### 1.5 Matters arising from the minutes (*previously circulated*)

Committee members considered the action log prepared by the clerk.

### 2. RISK MANAGEMENT

#### 2.1 JISC Cyber Security Assessment Report (*previously circulated*)

James Bisset from JISC was invited to present the key findings from the recent cyber security assessment (CSA) report, the full version of which had been circulated to Committee members prior to the meeting. The CSA had been commissioned to obtain external assurance of the progress made in this key area

since the original assessment undertaken in 2022 following the cyber-attack earlier that year.

The following key strengths were highlighted:

- good progress on addressing the recommendations from the previous CSA
- widespread use of multi-factor authentication
- comprehensive back-up systems
- strong anti-malware.

A capability maturity model comparing the 2024 CSA outcomes with those of 2022 was presented to governors. Good progress was noted in the majority of areas. It was explained that there had been changes to the way in which JISC assessed patch management processes which had impacted outcomes in this particular area.

Reference was made to the main recommendations included in the 2024 report, key amongst which were:

- obtain Cyber Essentials certification in 2024-25 as condition of College's Accountability Agreement
- develop asset register with network discovery model
- define patching policy, including systems supplied and/or maintained by third parties.

In developing a regular cyber security assurance cycle, it was suggested that a two- to three-year cycle be followed:

- Year 1 – cyber security assessment; remediations and actions; Cyber Essentials / Cyber Essentials Plus
- Year 2 – remediations and actions; penetration testing; Cyber Essentials / Cyber Essentials Plus
- Year 3 – remediations and actions; penetration testing; Cyber Essentials / Cyber Essentials Plus.

The development of a range of key metrics – reviewed over time – would further assist with assurance and oversight in this area. The Vice Principal referenced plans for IT key metrics to be reported to the Senior Leadership Team (SLT) on a regular basis.

The Vice Principal also confirmed that data protection staff training had taken place at the beginning of the academic year.

The Chair thanked James Bisset for his comprehensive report and helpful presentation. Following discussion, governors' questions and comments included:

**Q** – Upon review of the maturity assessment, good progress noted in addressing front line vulnerabilities. Was it correct to say that focus had now shifted to further development of the framework necessary to deliver ongoing assurance?

**A** – Yes. Frontline recommendations had been addressed. In an ever-changing landscape, will need to continue to develop framework to respond to new and emerging threats.

**Q** – Does College have adequate resource levels to respond to the CSA recommendations?

**A** – Greater demand on IT team's time this year due to increase in students, however newly appointed Infrastructure Engineer due to start in post in October which will release some of the IT Manager's time for more strategic developments. Resourcing will be kept under review.

**Q** – In terms of out of hours cover, has outsourcing been considered?

**A** – Yes, but prefer to keep this in-house for operational as well as cost reasons.

**Resolved:**

- **That the JISC Cyber Security Assessment Report be received and noted.**

*James Bisset and Kevin Burke left the meeting at this point.*

## 2.2 **Risk Management Action Plan** (previously circulated)

The Vice Principal presented this report which entailed a review of the Risk Register brought forward from the previous year. It was noted that once the self-assessment review (SAR) process had been completed, new priorities for the 2024-25 academic year would be determined and the Risk Register would be further updated. In the meantime, the SLT had reviewed and updated the existing register and key risks were highlighted as follows:

### Significant risk

The potential impact of Level 3 reform on curriculum planning was the only significant risk. The Vice Principal updated governors on the shorter pause and review period than had previously been anticipated and the potential implications for the College's curriculum offer for September 2025.

### Contingent risks

These included:

- ILT strategy
- Software reporting development
- Financial health
- New SLT
- Curriculum offer (T Level recruitment)
- Recruitment and retention of staff

The Chair thanked the Vice Principal for her report. A discussion ensued and governors' questions included:

**Q** – How are other sixth form colleges approaching curriculum planning given continuing uncertainty around Level 3 reform?

**A** – Sixth Form Colleges Association (SFCA) is lobbying on behalf of the sector, but impact varies depending on different colleges' current curriculum. The Principal was involved in networks with other colleges at which this issue was regularly discussed.

**Resolved:**

- **That the Risk Management Action Plan be noted and recommended to the Governing Body for approval.**

### **3. INTERNAL AUDIT**

#### **3.1 College management update report on previous recommendations and actions taken *(previously circulated)***

The Vice Principal provided a progress report on all the recommendations made by the Internal Auditors. Recommendations had been brought forward from two reports:

- Climate Change (December 2023)
- Student Recruitment (May 2024).

With regard to the climate change recommendation, this action had been completed and the sustainability plan had been updated with key targets.

With regard to the student recruitment recommendation, surveys would be ongoing throughout the year. Taster day feedback from students had already been collected and, once open days had been held, additional surveys would be sent out.

The Chair thanked the Vice Principal for her report.

#### **Resolved:**

- **That the College management update report on previous internal audit recommendations be received and noted.**

### **4. COMPLIANCE**

#### **4.1 ESFA Post-16 Funding Assurance Review *(previously circulated)***

The Vice Principal confirmed that the College had been selected for a funding assurance review of Education and Skills Funding Agency (ESFA) funded provision for 2023-24. The audit had commenced and was being conducted by RSM on behalf of the ESFA. The outcome would be reported to governors in due course.

#### **ACTION – Report ESFA funding assurance review outcome to governors once available**

#### **4.2 Draft Regularity Self-Assessment Questionnaire *(previously circulated)***

The Vice Principal presented the College's draft regularity self-assessment questionnaire for 2023 to 2024 for the Committee's consideration. It was reported that the questionnaire was supported by a file of evidence that was reviewed by the external auditor as part of the regularity process. The final document must be signed by the College's Accounting Officer and Chair of Governors prior to submission to the regularity auditor.

#### **Resolved:**

**That the draft regularity self-assessment questionnaire be approved and recommended for signature by the Chair of Governors.**

#### **4.3 Code of Governance – annual review of compliance *(previously circulated)***

The Clerk presented an updated self-assessment report against the principles of good governance set out within the Charity Governance Code. The RAG rated assessment was presented and evidence provided of compliance across all code principles. It was noted that the external governance review report had provided

additional, external assurance of compliance against a number of key areas. Further opportunities for continuous improvement were highlighted and would be reflected in the annual governance self-assessment report and resulting action plan.

Discussion ensued on the evidence provided and the Chair thanked the Clerk for her report.

**Resolved:**

- **That the annual review of compliance against the code of governance be approved.**

**4.4 Calendar of Business 2024-25** *(previously circulated)*

The Clerk presented this schedule of business for the governing body and its committees for the academic year ahead. One of the Audit Committee's key functions was to assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the College's assurance arrangements, assurance over sub-contracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets. Members considered the document and confirmed its contents.

**Resolved:**

- **That the Calendar of Business 2024-25 be approved.**

**5. ANNUAL REPORTS**

**5.1 Audit Committee Annual Report 2023-24** *(previously enclosed)*

The Chair presented the draft Audit Committee Annual Report which was a statutory requirement of the Post-16 Audit Code of Practice. The draft report had been prepared by the Clerk in consultation with the Chair of the Audit Committee. Responsibility for the content of the report rested with the Audit Committee and, following due consideration, members confirmed that no amendments were required.

**Resolved:**

- **That the Audit Committee Annual Report 2023-24 be recommended to the Governing Body for approval.**

**ACTION – FGB agenda for approval**

**6. POLICIES**

**6.1 Counter Fraud Policy** *(previously circulated)*

**6.2 Anti-Corruption and Bribery Policy** *(previously circulated)*

**6.3 Whistleblowing Policy** *(previously circulated)*

The Vice Principal presented these policies which had been reviewed in accordance with their biennial review cycle with minimal changes proposed. It was confirmed that once the policies had been through the necessary approval process, all staff would be notified and reminded of their existence. The Vice Principal also confirmed that all staff counter-fraud training had taken place in the previous academic year.

**Resolved:**

- **That the Counter Fraud, Anti-Corruption and Bribery, and Whistleblowing policies be recommended to the Governing Body for approval.**

**ACTION – FGB agenda for approval**

**7. COMMITTEE EFFECTIVENESS**

**7.1 Review of Committee Terms of Reference and Cycle of Business** *(previously circulated)*

The Clerk invited Committee members to conduct an annual review of the current Terms of Reference to determine whether these remained fit for purpose. No amendments were proposed.

Reference was also made to the Committee's cycle of business; Committee business would be planned in accordance with this document and in response to arising needs. Specific reference was made to the regular assurance cycle for cyber-security further to the discussion that had ensued under agenda item 2.1.

**Resolved:**

- **That the Audit Committee Terms of Reference and Cycle of Business be received and noted.**

**7.2 Review of Key Performance Indicators (KPIs) 2023-24 and approval of KPIs for 2024-25** *(previously circulated)*

The Committee was required to review its own performance annually and the Clerk presented an analysis of performance against agreed KPIs from the previous academic year. It was noted that all KPIs had been achieved. Strengths and weaknesses during the year were highlighted. During discussion it was noted that an application from an individual with a professional audit and accountancy background had been received for the Co-opted Governor vacancy and this appointment would be presented to the full Governing Body for consideration the following week.

The Clerk referred members to the draft KPIs for the year ahead and invited any comments. No suggested amendments were raised.

**Resolved:**

- **That the analysis report on KPIs for 2023-24 be received and approved.**
- **That the KPIs for 2024-25 be approved.**

**7.3 Review of Committee Skills Analysis and Training Plan** *(previously circulated)*

The Clerk presented an anonymised analysis of the 2024 skills audit responses for Audit Committee members. It was noted that the average score for all questions was three or above. As a result, no significant skills gaps were evident on the Committee. However, it remained the stated aim to further strengthen the skills base of the Committee through the recruitment of an additional member with professional audit or accountancy experience.

The Clerk reminded members of the training and development opportunities available via the Sixth Form College Association (SFCA) governance webinar

programme and the Education and Training Foundation (ETF) Governance Development Programme. In addition, the Internal Auditor was able to deliver awareness raising or briefing sessions prior to Committee meetings and members were invited to identify potential topics. Following discussion, it was agreed that an overview of the funding process and individual learner record (ILR) would be a timely refresher for the next meeting.

**Resolved:**

- **That the Committee skills audit 2024 be received and noted.**
- **That training be delivered by the Internal Auditor prior to the next meeting and governors review additional training and development opportunities and access in line with their individual needs.**

**ACTION – Arrange training prior to Autumn Term 2 meeting**

**8. OTHER MATTERS**

**8.1 Future Agenda Items**

None identified

**8.2 Governor Training**

No training was reported

**8.3 Urgent Business**

None

**8.4 Date of Next Meeting**

Tuesday 19 November 2024 at 8.20am via Microsoft Teams.

*Neil Clark left the meeting at this point.*

Following the Part 1 meeting, governors approved the Part 2 confidential minutes of the Audit Committee meeting held on 11 June 2024 as a correct record. These would be signed by the Chair in accordance with Article 12 (3) of the Articles of Government. There was no other Part 2 business to discuss.

The Chair thanked all members for their attendance and contribution.

The meeting was brought to a close at 9.20am.

Signed by the Chair: \_\_\_\_\_



On this day: \_\_\_\_\_ 19 November 2024 \_\_\_\_\_