

**MINUTES**

**PRESENT:** Mark Wilson – Chair (MW)  
Tom Hesmondhalgh (TH)  
Gemma Archer (Co-opted member) (GA)

**IN ATTENDANCE:**

**Internal:**

Caireen Mitchell (Principal & CEO Designate) (CM)  
Keith Oxspring (Chief Operating Officer -COO) (KO)  
Jo Bland (Director Human Resources DHR) (JB)  
Frances Wadsworth (Principal & CEO) (FW)

**Auditors**

Tim Lo – Client Manager (RSM) (TL)

**CLERK:**

Jo Bland (Interim Clerk)

**APOLOGIES**

Kim Meyler-Vincent

**QUORUM**

The meeting was quorate

**TIMING**

6.05 pm – 7.15 pm

Item no.	
17.14	<p><b>Welcome and apologies for absence</b> Apologies were received from Kim Meyler-Vincent (Staff Governor).</p>
17.15	<p><b>Declarations of interests</b> There were no declarations of interests relating to items on the agenda.</p>
17.16	<p><b>Minutes of the meeting held on 7 November 2017</b> The minutes of the meeting on 7 November 2017 were approved as an accurate record (with the amendment of a number of small typos at 17.3 and 17.7).</p>
17.17	<p><b>Matters arising</b></p> <ul style="list-style-type: none"> <li>• LQC review of effectiveness to be followed up on the appointment of a permanent Clerk. This action was to be carried forward to the next meeting as was the frequency of the review to annual intervals;</li> <li>• ST2 of the Risk Register to be monitored by LQC. This will be reviewed with the Chair of LQC; and</li> <li>• Whistleblowing Procedure: The Whistleblowing Policy was approved with any inconsistent use of policy or procedure amended.</li> </ul> <p><b>RESOLVED: To approve the Whistleblowing Policy</b></p> <p><b>ACTIONS:</b> (i) Carry forward LQC review of effectiveness for new Clerk; and (ii) Chair of LQC to review the effectiveness of ST2.</p>

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	There were no further matters arising.
<b>17.18</b>	<p><b>Internal Audit 2017/18</b></p> <p>TL presented the two audit reports on Safeguarding and Risk Management and Governance respectively. Copies of the internal audit reports on Safeguarding (dated 15 February 2018) and Risk Management and Governance (15 February 2018) were circulated to the Committee.</p> <p>On Safeguarding, TL reported that RSM was able to give reasonable assurance with two medium risks identified. The audit had identified that during sampling four cases where references had not been obtained for new employees before starting, and in two of those cases the auditor could not confirm appropriate chasing was completed. In discussion, the unusual circumstances in these two cases were outlined, in that both had been employed for limited periods, and management confirmed how it would progress future cases where a reference could not be obtained within a reasonable period or at all.</p> <p>In addition, TL reported not all new starters had completed on-line training within the timescale set by the College. It was noted that management had identified the difficulty prior to the audit and were taking corrective action to streamline the training arrangements and improve completion within the timescale.</p> <p>P&amp;CEO noted that the recent Ofsted inspection had also commended the College on its safeguarding practices which was also a further external assurance.</p> <p>On Risk Management and Governance, TL reported that the medium risk identified was that there was no overarching Risk Management Policy and there was a possibility that an inconsistent approach could be taken between the various policies. It was noted that management were working a draft policy. The Chair said once drafted he would review and then circulate for comment.</p> <p>TL reported that there were no instances where a control was not in operation but for both Risk OP1 and Risk OP2 operational practice did not entirely reflect current working practice as a small number of controls had not been updated to match improvements in operating practice. This had been identified as a low risk item.</p> <p>On future planned internal audit, the COO noted that audits on Financial Controls, HE Numbers and Follow Up Actions would take place in early March. The audit on Learner Numbers would take place later in the year. All agreed this timetable remained appropriate.</p> <p><b>Action: Overarching Risk Policy:</b> The Chair will review the draft Risk Management Policy and then circulate to the Committee for comment.</p>
<b>17.19</b>	<p><b>Risk Management (Termly Report)</b> <i>The P&amp; CEO presented the report.</i></p> <p>It was reported the overall risk register was last reviewed by the Executive and SMT on 23 January 2018. Changes to Op3 had been reviewed by the F&amp;R</p>

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	<p>Committee and the F&amp;R Chair was content with the changes proposed. In addition to changes in the Remedial Action section of the risk analysis, it was also proposed to include details of sources of assurance from external sources, for example, an inspection by Ofsted.</p> <p>TL asked if the Board Assurance toolkit provided had been received and this was confirmed. P&amp;CEO commented that the Board receives the full risk register annually and allocates the ownership of each risk area.</p> <p>After a short discussion, the P&amp;CEO confirmed that there was no movement of the risk map. TL asked if a risk tolerance level could be set. The P&amp;CEO responded that risk appetite could be considered as part of the overarching Risk Management Policy.</p> <p>The Chair asked if the management was content with the strategic plan risk being at 'red'. The P&amp;CEO responded that this was still deemed appropriate given the level of change in the sector. It was queried as to whether 'flawed' was the correct description of the risk in relation to the strategic plan and the P&amp;CEO said she would review this.</p> <p><b>The Committee received the report.</b></p>
17.20	<p><b>Private discussion – Auditors and the Audit Committee</b></p> <p>Auditors were asked if there was anything they wished to raise in private whilst College managers were not present. TL advised the Committee of RSM's positive feedback on cooperation and dialogue with College management. It was confirmed that there was nothing they wanted to raise.</p> <p>TL asked whether the Committee wished to review the current audit plan and consider other options with various of their sector specialists. The Chair confirmed that he wished to continue on the current basis, with another year or two of clean opinions and review in 18 months' time.</p>
17.21	<p><b>Dates of Next Meetings</b></p> <p>It was noted that the next meeting was scheduled for Tuesday 5 June 2018 at 6pm which was no longer possible. The possible dates mooted were Monday 4 June; Wednesday 6 June; Monday 11 June; or Wednesday 13 June. The Clerk will canvas the alternatives and confirm the next date.</p> <p><b>Action: Date of next meeting to be rearranged:</b> The Clerk will canvass the alternative dates and confirm.</p>
17.22	<p><b>Any Other Business</b></p> <p>There was none.</p>

Signed

Date

## ACTIONS

<b>Item</b>	<b>Action</b>	<b>Owner</b>	<b>Status</b>
17.17	Carry forward: (i) Clerk to ensure LQC to carry out a review of effectiveness; and (ii) Chair of LQC to review of effectiveness of ST2	Clerk	
17.18	(i) Management to produce a draft of an overarching Risk Management Policy; and (ii) Chair of Audit to review before circulation to the Committee.	(i) COO (ii) Chair	
C/F	Fol policy to be tabled in the summer term (date TBA) after being reviewed in line with GDPR.	DHR	
17.21	Clerk to review date of the next meeting.	Clerk	