

Audit and Quality Committee

DATE / TIME / VENUE	1030, Wednesday 22 February 2023, Room 0.32, St Andrews Court
PRESENT	Frances Morris-Jones, External Governor (Chair) Bahram Bekhradnia, External Governor (<i>via videoconference</i>) Liz Jolly, External Governor Professor Sandy Pepper, External Governor
IN ATTENDANCE	Dr Sonia Brandon, Staff Representative (until and including min 39) Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) (Mins 38.4 and 39) Harriet Dunbar-Morris, Dean of Learning and Teaching, (Min 41) Alana Holland, (Min 41) Duncan Laird, External Auditor, KPMG LLP (<i>via videoconference</i>) (until and including Min 51) Lorna Raynes, Internal Auditor, RSM LLP (until and including Min 51) Brent Schwartz, Head of Health and Safety (Min 42) Emma Woollard, Executive Director of Finance (until and including min 39)
SECRETARIAT	Claire Dunning, Executive Director of Corporate Governance Annette Mills, Head of Governance Services

Private Sessions

- The external governors, the staff representative, and the auditors held a private session before the start of the main meeting at 1015 hours.
- The external governors, the Executive and the secretariat held a private session after the main meeting at 1300 hours.

Due to availability of guests some items were taken out of order.

34 Welcome, Quoracy and Apologies

- 34.1 Apologies were received from: Professor Graham Galbraith, Vice-Chancellor; Aleksandra Siedlecka, Student Governor; Louise Tweedie, Internal Auditor RSM LLP; and Rees Batley, External Auditor, KPMG LLP.
- 34.2 No conflicts of interest were declared.
- 34.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

35 Minutes

The minutes of the meeting held on 10 November 2022 were confirmed as an accurate record.

36 Matters Actioned Since the Last Meeting or Under Continuing Consideration and Matters Arising

Matters Actioned

36.1 Action was reported on two matters, one which was for note and one item that would be covered on the agenda.

Matters Arising

36.2 There were no other matters arising from the minutes.

37 Chair's Action – confidential

38 Internal Audit

Higher Education Benchmarking Report 2021/2022

38.1 Committee received a report from the internal auditors that provided a comparison of the number of actions agreed, and the audit assurance opinions provided in similar audits performed across RSM LLP's higher education (HE) client base. The following points were noted in discussion:

- (i) There was a consistency in the benchmarking year on year. The Committee noted that 88% of the HE client base received the same annual opinion at the reasonable level.
- (ii) Each higher education institution had a different approach to the conduct of audits. Some organisations prioritised key systems and others, like the University, focussed upon areas that were known to require scrutiny and improvement.
- (iii) The Committee noted that the University worked closely with RSM LLP to identify appropriate areas of audit, for example focussing on areas that were known to not working as well as expected.
- (iv) The thematic review in the report identified the high-risk areas across the sector which aligned with the areas that the University either recently audited or were due to audit in the future.

38.2 The Committee noted the report.

Progress Update Report

38.3 Committee received an update on progress against the internal audit plan for 2022/2023 from Lorna Raynes, RSM LLP. The progress report provided a factual summary of progress to date. In discussion, the following points were noted:

- (i) Some start dates still needed to be confirmed, in particular the Cyber Security Controls and High Level Advisory VAT review.
- (ii) Some draft reports were with management and were awaiting responses.
- (iii) The Committee noted the update.

Data Quality Arrangements - Fee Assessment – confidential

Student Exchange Visits Arrangements

38.4 Committee noted that the overall conclusion of the audit was reasonable assurance. The audit had focussed on the change from the Erasmus to the Turing scheme. There were four medium and four low priority actions arising from the audit. The report had been circulated to members on 16 November 2022. In discussion the following key points were noted:

- (i) One of the medium priority findings from the audit was that the University did not have its own policy or procedure in place regarding exchange students. Therefore, the University did not have a single policy which could be referred to by staff with any queries as to how the processes operate.
- (ii) The actions arising from the report would be followed up with management during April and May. The annual follow-up report received by the Committee would demonstrate the progress with actions.
- (iii) The Committee noted the report.

Key Financial Controls – Cashless Procedures and Banking

38.5 The Committee noted that this was an advisory report.

Follow-Up Report

38.6 The Committee received an overview report on the follow-up progress made by the University to implement previously agreed management actions in response to audit recommendations. The following points were noted in discussion:

- (i) The format of the report had changed. The report included all actions from the last 3 academic years (2019/20-2021/22) (table 1) as well as any action outstanding from prior years (table 2).
- (ii) There were seven open actions that had exceeded the original target date. It was noted that this was similar a situation to other HE clients.
- (iii) The Committee noted the update.

39 Review of UKVI Processes

Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) introduced a report prepared by Sara Smith, Principal UKVI Compliance Manager on the Review of the UKVI Processes. In discussion the following key points were noted:

- 39.1 It was essential that the University was UKVI compliant, as this would enable the University to recruit overseas students and to continue to sponsor its current students. The loss of the University's UKVI sponsor licence would have a material impact on the University's reputation and a substantial financial impact.
- 39.2 It was recognised that there were regular policy changes to the UK immigration system therefore it was important to ensure that the University's internal processes were robust, agile and able to manage the associated risks and changes to policy and to safeguard the University's UKVI Sponsor licence.
- 39.3 The report outlined the current annual UK Government immigration key performance indicators that needed to be met by the University in order for it to maintain its UKVI Sponsor Licence.
- 39.4 Following a procurement process an external auditor, Penningtons Marches Cooper LLP, an immigration specialist law firm, had been engaged. They would review the University's current practices and measures in place to manage the impact and the UKVI associated risks. The audit would commence on 13 March 2023 and be conducted for a duration of one week.
- 39.5 It was noted that the Home Office could conduct a UKVI audit of the University at any time and that the audit by Penningtons Marches Cooper would help the University to identify any improvements needed in advance of any Home Office audit.
- 39.6 There was discussion about the risk associated with completion rates of students. It was noted that non-completion was not necessarily always true non-completion and could be due to a number of factors including but not limited to early completion of a course or a transfer to another University.
- 39.7 The Committee noted the report and confirmed their support for the external audit of the University's UKVI compliance.

40 Risk Management

Corporate Risk Register

- 40.1 The Committee received the updated Corporate Risk Register from Claire Dunning, Executive Director of Corporate Governance. The following points were noted in discussion.
 - (i) A new risk appetite document had been approved by UEB and was being used as part of the strategic and financial planning process. The risk appetite sets

categories of risk for the University and the acceptable level of risk for each category.

- (ii) In response to a question about the risk appetite for student recruitment, it was noted that UEB thought that the University needed to take more risks on student recruitment given the current challenges the organisation was facing on home student recruitment. However, it was acknowledged that this would depend on the level of perspective and the operational risk registers would provide more visibility on this area.
- (iii) In a response to a comment that the target risk set out in the corporate risk register did not always match the risk appetite document, it was noted that the risk appetite parameters had been developed in isolation by UEB and the target risks identified in the corporate risk register would be developed to align with the risk appetite document.
- (iv) The Committee agreed it would be helpful to have a better understanding of the underlying discussion at UEB around the risk appetite that had led to final document.

Action: Executive Director of Corporate Governance

- (v) In response to a query as to why the statutory and regulatory compliance was set at a medium level of risk appetite, it was noted that the underlying theme was the need for the University to be bolder in approach to enable it to move forward.
- (vi) There was a comment about the size of the corporate risk register and the amount of information it contained which made it difficult to read. It was noted that options to make the information easier to access were being considered.

40.2 The Committee noted the update.

Corporate Risk Assurance Map

40.3 The Committee received the revised Corporate Risk Assurance Map from Claire Dunning, Executive Director of Corporate Governance. The Committee noted that the Corporate Risk Assurance Map had been revised to reflect recent audit activity but that it would be reviewed as the Corporate Risk Register evolved.

40.4 The Committee noted the update.

41 Risk Mitigation Deep Dive (presentation)

The committee received a presentation from Harriet Dunbar-Morris, Dean of Learning and Teaching and Alana Holland, International Student Advice Manager on 'Mitigating Risk – Ensuring Being, Belonging, Becoming for our students'. In discussion the following key points were noted:

- 41.1 The deep dive would enable the Committee to consider mitigating actions taken in relation to a particular subset of risks in more detail. To that end, the presentation focussed on the following three risks:
- Students withdraw or fail to progress;
 - Failure to maintain or increase international student numbers;
 - Student poor language skills, academic misconduct and failure to pay tuition fees.
- 41.2 Following research, a framework had been created to mitigate risks that was to plan learning, teaching and student experience around students.
- 41.3 There was a programme that included a number of activities and events such as welcome events and access to building social networks for new and returning students. There were also induction and transition activities to build a feeling of belonging for students. It was noted that previously there had been more focus on undergraduates but this year there was more focus on postgraduates.
- 41.4 There was an International Orientation Programme for international students which took place before induction week. This was led by student ambassadors and there were in person workshops and online sessions run by external providers. There was also immigration advice provided.
- 41.5 It was noted that social events for international students took place throughout the year. There was also a global week event that took place annually which was open to all staff and students.
- 41.6 In response to a question about student feedback, it was noted that the feedback was positive and the activities were well received by students. It was noted that ethical approval was being sought to undertake regular surveys on an ongoing basis to monitor feedback. It was also noted that the Dean of Learning and Teaching also held frequent drop in sessions in the library to get informal feedback from students.
- 41.7 There were representatives from across the University on the programme who would presented about the programme to the faculties. An all staff questions and answer session had taken place for all staff.
- 41.8 There was some discussion about the impact of the developments in artificial intelligence on students. It was acknowledged that different cultures had a different approach to use of these technologies. Further guidance was provided and included reference to areas such as academic integrity which some students might not be familiar with.
- 41.9 The Committee noted that the Dean of Learning and Teaching and recently written an article for the THE and had an Education Matters blog. Links to these would be circulated to the Committee for information.

Action: Head of Governance Services

[Post meeting note: Links to the articles were circulated electronically to the Committee on 23 February 2023.]

- 41.10 The Committee noted the presentation and the activities undertaken to mitigate risks. It was agreed that further deep dives would be scheduled for the Committee to improve scrutiny particularly of risks which cut across Faculties and Delivery themes.

42 Health and Safety Quarterly Report

The Committee received the quarterly Health and Safety Report for 1 August to 31 October 2022 (Quarter 1) from Brent Schwarz, Head of Health and Safety. The following points were noted in discussion:

- 42.1 As previously reported at the Board of Governors meeting in January, some initiatives described in the report had been placed on hold due to a lack of resource. It was noted that line management of the Health and Safety department had moved to Estates and Campus Services on 2 January 2023, and this would provide an opportunity to review and reprioritise initiatives.
- 42.2 There was discussion about the well-being statistics which appeared to show significant loss of staff time and was referred to in the faculty reports. There was also discussion about how well-being could be viewed holistically and what the strategic approach should be. It was noted that the object 'Improve Wellbeing Support - Investigate the viability of providing a mental health first aid programme for the University' was currently on hold while the University overall approach on well-being was considered.
- 42.3 The report was noted by the Committee.

43 Student Related External Returns Data Quality

- 43.1 Annual Report 2021/2022
- (i) Committee received and noted a report from Helen Taylor, Head of Student Operations, Department of Student and Academic Administration (DSSA), on the external statutory data returns made in the academic year 2020/2021.
 - (ii) The paper provided an annual summary to the Committee of the external returns undertaken during 2020/21 by the External Returns and Data Standards Team in DSAA. The report was designed to provide assurance to the Committee that the University had complied with its responsibility to provide timely and accurate data.
 - (iii) The Committee asked for more information on the Transparency Return and what this return entailed.

Action: Head of Governance Services
 - (iv) The Committee agreed that the report provided assurance that the University's processes for external data returns were robust and that it had complied with its responsibilities.

43.2 Data Returns Register

- (i) Committee received and noted the Data Returns Register as at 1 February 2022. The OfS Regulatory Notice 2 stipulated that the audit committees of higher education institutions were responsible for providing assurance to their governing bodies on the adequacy and effectiveness of the management and quality assurance of data.
- (ii) The Committee agreed that the report provided assurance that the University was alert to its key data returns, their associated timescales and any risks associated with the collection of the data.

44 Professional, Statutory and Regulatory Body (PSRB) Accreditations

44.1 Professional, Statutory and Regulatory Body (PSRB) Accreditations at the University of Portsmouth:

- (i) Committee noted a report from Sophie Mansfield, Academic Standards and Quality Adviser, Academic Standards, Quality and Partnerships, Department of Student Academic Administration, on the business processes for supporting and recording courses with Professional Statutory and Regulatory Body (PSRB) accreditation status.
- (ii) There were a number of new and renewed accreditations of courses and it was noted that these would have been subject to a rigorous approval process.

44.2 Professional Accreditations - Status of Courses (*circulation only*):

- (iii) Committee had received electronically a complete list of the professional accreditation status of courses offered by the University.

44.3 The Committee agreed that the report and the comprehensive and clear spreadsheet gave assurance to Committee that the University was actively managing its professional accreditations.

45 Committee Effectiveness Self-Assessment

The Committee received a report from Claire Dunning, Executive Director of Corporate Governance about the Audit and Quality Committee Effectiveness Review 2022/2023. In discussion the following points were noted:

- 45.1 At its meeting on 28 September 2022, the Committee agreed that it would be helpful for the committee to evaluate its effectiveness across the 2022/2023 academic year.
- 45.2 The proposal was to utilise the self-assessment questionnaire that had been circulated for the previous committee effectiveness review and for it to be distributed using the survey monkey tool.

- 45.3 The Committee agreed that using the same questionnaire as previously was a sensible approach as it would allow a comparison with the previous review. The Committee requested an additional question on risk management under strategic oversight.
- 45.4 The Committee agreed the self-assessment questionnaire, subject to the addition of the additional question, was the appropriate methodology for gathering feedback from members.
- 45.5 The questionnaire would be circulated for completion before the next Committee meeting in order for the outcome reported to the 18 May 2023 Committee meeting.
- Action: Head of Governance Services**

46 The University's Prevent Duty

The Committee received a report from Claire Dunning, Executive Director of Corporate Governance that provided an overview of the University's activities to deliver the Prevent Duty.

- 46.1 The Committee noted that the Executive Director of Corporate Governance would provide a summary of the Freedom of Speech legislation, when finalised, to both the University Executive Board and the Board of Governors.
- 46.2 The Committee noted the update.

47 Non-Audit Services Provided by External and Internal Auditors

Committee noted there had been no planned services outside the core audit and ancillary services provided by the internal and external auditors during the course of 1 November 2021 to 31 January 2022.

48 OfS Publications

Committee noted the full list of OfS publications could be found at:
<https://www.officeforstudents.org.uk/publications/>.

49 Proposed Meeting Dates 2022/2023

The Committee noted the proposed meeting dates for 2023/2024 which had been circulated electronically to members on 5 December 2022:

- Monday, 25 September 2023, 1330 to 1600
- Friday, 10 November 2023, 1030 to 1330
- Tuesday, 20 February 2024, 1030 to 1300
- Wednesday, 22 May 2024, 1030 to 1300

50 Date of Next Meeting

The next meeting would be held on Thursday 18 May 2023 from 1030.

51 Discussion on The Work and Performance of The Auditors on An Annual Basis – confidential

52 Election of Chair 2023/2024

The Committee noted that the current Chair of the Committee, Frances Morris-Jones, would complete her final term of office at the end of the academic year, and that therefore a new Chair would be required to serve from 1 August 2023. A call for nominations for the role of Chair of the Audit and Quality Committee would be issued to ensure that an appointment would be made prior to 1 August 2023.