

## Audit and Quality Committee

DATE / TIME / VENUE	1330, Monday 25 September 2023, Room 0.32, St Andrews Court
PRESENT	Professor Sandy Pepper, External Governor (Chair) Bahram Bekhradnia, External Governor ( <i>via videoconference</i> ) (excluding Mins 13 to 15) Liz Jolly, External Governor
IN ATTENDANCE	Stephen Avery, Interim Chief Financial Officer Rees Batley, External Auditor, KPMG LLP (up to and including Min 14) Sonia Brandon, Staff Representative Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) (Mins 13 & 14) Professor Graham Galbraith, Vice-Chancellor Morgan Lowman, Student Governor Lesley Macleod, Interim Deputy Chief Financial Officer Brent Schwartz, Head of Health and Safety (Min 15) Sara Smith, Principal UKVI Compliance Manager (Min 13) Louise Tweedie, Internal Auditor, RSM LLP
SECRETARIAT	Claire Dunning, Executive Director of Corporate Governance Annette Mills, Head of Governance Services

### Private Sessions

- The external governors, staff representative, student governor and internal auditors held a private session before the start of the main meeting at 13:15 hours.
- The external governors, Executive, staff representative, student governor and secretariat held a private session after the main meeting at 16:10 hours.

## 1. Welcome, Quoracy and Apologies

- 1.1. Interim Chief Financial officer: Stephen Avery; Interim Deputy Chief Financial officer: Lesley Macleod; and Student Governor: Morgan Lowman were welcomed to the Committee. Brief introductions were made.
- 1.2. Apologies were received from: Duncan Laird, External Auditor, KPMG LLP; and Lorna Raynes, Internal Auditor RSM LLP.
- 1.3. No conflicts of interest were declared.
- 1.4. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

## 2. Minutes

The minutes of the meeting held on 18 May 2023 were confirmed as an accurate record.

### 3. Matters Actioned Since the Last Meeting or Under Continuing Consideration and Matters Arising

#### Matters Actioned

- 3.1 Action was reported on five matters, three of which were for note and one item that would be covered on the agenda.
- 3.2 There were two items for oral update: by RSM LLP. The following points were noted:
- (i) The length of time to change the HESA Staff Cost centre was related to the system and the due date for the action to be completed was now 30 September 2023 which was before the next HESA return was due.
  - (ii) RSM had reviewed the actions with management and were content with the proposal that work must be claimed for within one month of being completed.

#### Matters Arising

- 3.3 There were no other matters arising from the minutes.

### 4. Terms of Reference and Indicative Committee Business

- 4.1 The Committee noted a report that mapped the Terms of Reference of the Committee against the business it had conducted during the 2022/2023 academic year. There was a typographical error in section 2(b) where the year should be 2022/23 instead of 2023/24. The Committee agreed that it had effectively discharged its Terms of Reference.
- 4.2 The Committee received its Terms of Reference for the 2023/2024 session. In discussion, the following key points were noted:
- (i) The remit of the Committee in terms of academic quality was discussed and it was noted that the Committee's role was one of assurance and accuracy of data. It was acknowledged that academic quality matters that impacted across the University were discussed at the Board of Governors.
  - (ii) There was also discussion about whether the Committee currently had sufficient experience of audit and finance in its membership. It was noted that it was expected that this would be addressed during the current external governor recruitment exercise.
  - (iii) There was discussion about whether the Committee name appropriately reflected the remit of the Committee and whether a change of name should be considered. Some suggestions such as Audit and Risk Committee and Audit, Risk and Assurance Committee were tabled.
  - (iv) It was agreed that there would be review of the names and Terms of Reference of similar Committees at other Higher Education Institutions and proposals would be brought back to the Committee at the next meeting on 10 November 2023.

**Action: Executive Director of Corporate Governance**

4.3 The Committee noted and agreed the indicative business of Audit and Quality Committee for the 2023/2024 session. In discussion, the following key points were noted:

(i) It would be beneficial to continue to receive a “deep dive” of specific strategic risks. This would be added to the indicative business of the Committee.

**Action: Head of Governance Services**

(ii) The Committee noted that the paper was intended to act as an aide memoire, which would be updated as necessary.

## 5. Finance Update - confidential

## 6. Internal Audit

### Progress Update Report

6.1 Committee received an update on progress against the internal audit plan for 2022/2023 and 2023/24 from Louise Tweedie, RSM LLP. The progress report provided a factual summary of progress to date. In discussion, the following points were noted:

- (i) All reports for the 2022/2023 internal audit plan had been issued.
- (ii) There were two reports from the 2022/2023 internal audit plan that would be received at 10 November Committee meeting the Ravelin Sports Centre Core Operational Processes and the Procedures for the Management of Agents.
- (iii) There were proposed changes to the Internal Audit Plan to accommodate a detailed review of the core financial controls review.
- (iv) The following audits had been removed from the internal audit plan for 2023/2024, Management of research misconduct procedures; Risk management framework; and High level advisory corporation tax review; to accommodate this review.

6.2 The Committee noted and agreed the changes to the Internal Audit Plan for 2023/24.

### Disclosure and Barring Services (DBS) checks

6.3 The Committee noted that the overall conclusion of the Disclosure and Barring Services (DBS) checks internal audit was partial assurance. In discussion, the following points were noted:

- (i) An action plan had been developed and this would be managed by the Principal UKVI Compliance Manager who would be responsible for the strategic oversight of the DBS processes from both the student and staff perspectives.
- (ii) Human Resources had the overall responsibility for DBS checks for staff, however it was noted that the faculties were responsible for some individual

BDS checks. An external company managed the DBS system and the administration for the system sat within the Corporate Governance team.

- (iii) There were some areas for improvement such as updating the Criminal Convictions Policy which was currently in progress.
- (iv) Going forward there would be periodic checks to ensure compliance and there would be consideration of how to raise more general awareness of DBS across the University.

#### Student Disciplinary Procedures

- 6.4 The Committee noted that the overall conclusion of the Student Disciplinary Procedures internal audit was substantial assurance. It was noted that there was a robust process in place.

#### Degree Apprenticeships (Advisory)

- 6.5 The Committee noted this was an advisory report. There was one high priority action identified where the University was not ensuring that records were retained detailing all of the off-the-job training activity being undertaken. This could result in the learner being considered ineligible for funding and this finding needed to be addressed in a timely manner.

#### Recommendation Follow-Up Report

- 6.5 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) There were 62 actions overall of which 35 actions had been notified as being completed or superseded, 10 actions in the process of being implemented, 16 actions that have not yet been implemented and 1 action that had not reached its target date.
  - (ii) There would be another check early in 2024 before a final follow up report was issued in May 2024.

## **7. Annual Report on Financial Irregularities and Fraud - confidential**

## **8. Review of Gifts and Hospitality Policy**

The Committee received and approved the updated Corporate Gifts and Hospitality Policy from Claire Dunning, Executive Director of Corporate Governance. The following points were noted in discussion:

- 8.1 All gifts in excess of £50 needed to be declared. The financial limit had been discussed at UEB and it was agreed that the limit would remain at £30.
- 8.2 The Committee noted the annual update on declarations made by senior staff pursuant to the policy during the previous academic year.

- 8.3 Following discussion the Committee approved the revised Corporate Gifts and Hospitality Policy and agreed that any future minor alterations to the Policy that did not change the overall intention of the document, could be agreed, updated and published without further referral to the Audit and Quality Committee.

## 9. Declaration of Interests Policy Update

The Committee received and approved the updated Declarations of Interests Policy from Claire Dunning, Executive Director of Corporate Governance. The following points were noted in discussion:

- 9.1 The policy had been updated to strengthen the University's stance on staff/student relationships following recent interaction with the Office for Students in the area of regulating harassment and sexual misconduct. In parallel a Personal Relationships Policy was also being developed which would provide further detail and guidance for staff on this issue.
- 9.2 The Committee noted the intention to prohibit staff / student relationships and that the University was one of very few institutions who would be doing this. It was acknowledged that this was likely to be seen as controversial when the policy was published.
- 9.3 Following discussion, the Committee approved the revised Declaration of Interest Policy and agreed that any future minor alterations to the Policy that do not change the overall intention of the document, could be agreed, updated and published without further referral to the Audit and Quality Committee.

## 10. University Going Concern Statement – confidential

## 11. Research Governance – Compliance with the Concordat to Support Research Integrity

The Committee received a report on the University's compliance with the UUK Research Concordat from Dr Simon Kolstoe, University Ethics Advisor. In discussion, the following points were noted:

- 11.1 The UUK Concordat outlined commitments for researchers, employers and funders to uphold research integrity and placed specific responsibility for internal processes, dissemination of guidance and training upon the employers of researchers.
- 11.2 The Concordat outlined five important commitments that those engaged in research should make to help to ensure that the highest standards of rigour and integrity were maintained. The Concordat also required organisations employing researchers to publish an annual statement describing how the institution/organisation had met the Concordat requirements.

- 11.3 The report was updated each year and included updates from contributors across the University. There was also an update upon any research misconduct cases that had been investigated during the year.
- 11.4 It was noted that the Research Misconduct Policy would be reviewed on the conclusion of current cases and taking account of any lessons learnt.
- 11.5 In response to a question it was noted that the use of PURE a Research Information Management System, had been mandated to be used in the University.
- 11.6 It was noted that research data was held separately however, a query was raised about the Data Management Policy and whether there was a section on Research within this policy. It was agreed this would be clarified and confirmed.
- Action: University Ethics Advisor**
- 11.7 The Committee noted that the report provided a thorough insight into the research activities of the University and were reassured of the University's activities to comply with the Research Concordat.
- 11.8 The Committee agreed that this report should be released for publication on the University's website.

## 12. Progressing the University's risk management maturity and Risk Management Policy review and update

The Committee received a report on progressing the University's risk management maturity and the Risk Management Policy review from Claire Dunning, Executive Director of Corporate Governance. The following points were noted in discussion:

- 12.1 The operational risks submitted as part of the strategic and financial planning submissions for the 2023/24 continued to be reviewed in conjunction with the risk owners. This had resulted in five operational risks remaining above the University's risk appetite.
- 12.2 The intention was to create a risk management forum at an operational level, subject to the outcomes of the ongoing University wide committee review.
- 12.3 Following discussion, the Committee agreed the proposal that the corporate risk register should focus on strategic risk based around the University's risk categories and appetite. It was noted that an indication of the overall direction of travel for risks and how they differed from the targets would be useful.
- 12.4 In discussion, it was noted that revisions to the Risk Management Policy reflected the changes in approach to risk management and took account of the development of a risk category structure.
- 12.5 The Committee agreed to recommend the adoption of the Risk Management Policy to the Board of Governors.

### 13. UKVI Student Compliance Audit Update

The Committee received an update on the UKVI Student Compliance Audit from Sara Smith, Principal UKVI Compliance Manager and Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life).

13.1 Committee noted the process and scope of the UKVI Student Route Audit in May 2023 and the actions taken to address the internal observations highlighted in the audit. A formal response and outcome was currently awaited from the Home Office. In discussion it was noted that:

- (i) The previous audit was in 2016 and the University had been due another audit in 2020 but the global pandemic had delayed this until 2023.
- (ii) The Internal audit conducted by Penningtons prior to the UKVI audit had been helpful to identify areas for improvement ahead of the UKVI audit.
- (iii) Subsequent to the UKVI audit, further information on 54 records was requested and had been provided to the Home Office.
- (iv) In the interim the student UKVI licence for the London Campus had been granted.

13.3 The Committee noted the update.

### 14. Internal Audit Report: Mental Health and Wellbeing Arrangements

The Committee received the Mental Health and Wellbeing Arrangements internal audit report with an associated action plan presented by Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life).

14.1 The Committee noted that scope of the audit was to ensure that mental health and wellbeing provision for its students and staff was properly organised and managed. The outcome of the audit was partial assurance.

14.2 The Committee discussed and noted that a new student support structure had been put in place and the associated action plan that had been created to address the findings of the audit. The offer of support to students would be clarified. NHS services, private providers and the council services would be utilised.

14.4 It was agreed an update on progress would be received by the Committee in 12 months' time and this would be added to the Committee business.

**Action: Head of Governance Services**

## 15. Health and Safety

### Health and safety Quarterly Report

- 15.1 The Committee received the quarterly Health and Safety Annual Report for 1 February to 30 April 2023 prepared by Brent Schwartz, Head of Health and Safety. The following points were noted in discussion:
- 15.2 It was noted that within the reporting period there had been three RIDDOR reportable incidents and the overall number of incidents reported was within the expected range.
- 15.3 The report was noted by the Committee.

### Health, Safety and Wellbeing Committee

- 15.4 Health, Safety and Wellbeing Committee on 7 December 2022 and 23 March 2023 had been circulated to members on 6 April 2023 and 9 May 2023 respectively.

## 16. 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. In discussion the following points were noted:

- 16.1 There was a new DfE Regional Prevent Co-ordinator for the South East, Helene Morris and a meeting with the Executive Director of Corporate Governance and the Head of Governance Services would be scheduled later in the calendar year.
- 16.2 The Higher Education (Freedom of Speech) Bill received royal assent on 11 May 2023. The University Solicitor was developing a policy for the University on Freedom of Speech.
- 16.3 The Committee noted the update.

## 17. Quarterly Report of Non-Audit Services from the Auditors

The Committee noted that no planned services outside the core audit and ancillary services had been provided by the internal auditors during the course of 1 May 2023 to 31 August 2023.

## 18. OfS Publications

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



## 19. Date of Next Meeting

The next meeting of the Committee would be held on Friday 10 November 2023 from 1030 to 1330.

## 20. Thanks

The Committee noted its thanks to Emma Woollard, the previous Director of Finance, *in absentia* for her work with the Audit and Quality Committee. It was agreed that the Chair could write to Emma to convey thanks on behalf of the Committee.