

## Audit and Quality Committee

DATE / TIME / VENUE	1000, Friday 12 November 2021, Room 0.32, St Andrew's Court
PRESENT	Frances Morris-Jones, External Governor (Chair) Bahram Bekhradnia, External Governor (from Min 22) Liz Jolly, External Governor (by videoconference)
IN ATTENDANCE	Dr Liz Bartle, Deputy Director of Finance (Financial Systems) (Mins 18 to 22) Rees Batley, External Auditor, KPMG LLP Chris Chang, Pro Vice-Chancellor (Global Engagement and Student Life) (Min 26) Rebecca Di Pancrazio, Head of Student and Academic Administration (Min 26) Claire Dunning, University Solicitor (Mins 27) Amy Dymond-Hobbs (Min 26) Dr Rinat Khusainov, Staff Representative Dr Simon Kolstoe, Reader in Bioethics and University Ethics Advisor (by videoconference) (Min 23.3) Duncan Laird, External Auditor, KPMG LLP Dylan Powell, Student Governor Lorna Raynes, Internal Auditor, RSM LLP Brent Schwartz, Health and Safety Manager (Min 30) David Willan, External Governor (by videoconference) (Mins 18 to 22) Emma Woollard, Executive Director of Finance
SECRETARIAT	Adrian Parry, Executive Director of Corporate Governance Annette Mills, Head of Governance Services

### Private Sessions

- The External Governors, the staff representative, the student governor and the external and internal auditors held a private session before the start of the main meeting at 0945 hours.
- The External Governors, the Executive, the staff representative, the student governor and the secretariat held a private session after the main meeting at 1330 hours.

## 18 Welcome, Quoracy and Apologies

- 18.1 Committee welcomed David Willan, Chair of Infrastructure and Finance Committee (IFC) and Liz Bartle, Deputy Director of Finance, who would assist Committee in the discussion of the financial statements. The Chair also welcomed Dylan Powell to his first meeting of this Committee.
- 18.2 Apologies were received from: Professor Graham Galbraith, Vice-Chancellor and Louise Tweedie, Internal Auditor, RSM LLP.
- 18.3 The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.

## 19 Minutes

The minutes of the meeting held on 16 September 2021 were confirmed as a correct record.

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

### Matters Actioned

20.1 Action was reported on six matters, three items for note and three items that were covered later in the agenda.

### Matters Arising

20.2 There were no other matters arising from the minutes.

## 21 Chair's Action

The Committee noted and endorsed the Chair's action to approve the request to use KPMG LLP to provide challenge to the full business case for the London Campus project under delegated authority exercised on 17 October 2021.

## 22 University Financial Statements for the Year Ended 31 July 2021 - confidential

## 23 Internal Audit

### Internal Audit Annual Report 2020/21

23.1 On behalf of the internal auditors RSM LLP, Lorna Raynes presented a report which provided a summary of the work undertaken by the internal auditors during the 2020/21 session.

- (i) The auditors' overall opinion was that, for the year 2020/2021, the University had operated with an adequate and effective framework for risk management, governance, internal control and economy, and efficiency and effectiveness. However, within this overall opinion, the auditors had identified scope for further improvements to the framework of risk management, governance, internal control and economy, and efficiency and effectiveness to ensure that the framework remained adequate and effective.
- (ii) Following discussion, the Committee concluded that it was satisfied that the overall opinion was a fair conclusion. The internal auditors' overall opinion was accepted by the Committee and management.

### Progress Update Report 2019/2020 and 2020/2021

23.2 The Committee received an Internal Audit Progress Report for 2020/21 and 2021/2022. It was reported that of the 263 actions raised over the course of 61 audits since 2016/17, 224 had been implemented and, of the remainder, 17 were beyond their target date. The following key points were noted:

- (i) The SITS implementation review had been deferred to 2021/2022.
- (ii) In response to a number of questions, it was agreed that RSM LLP would check and confirm the following:
  - a. If the Data Quality Processes HESA Student Record audit had been replaced by an audit of the Student Loan Company.
  - b. The start date for the Cyber Security audit.
  - c. The status of the Workload Planning audit that was deferred from 2019/2020.
- (iii) In response to a question about whether there would be an audit of the London Campus project, it was noted that there would be a project update at the next Board meeting on 25 November 2021. Depending on progress with the project an internal audit in 2022/23 would probably be appropriate.

**Action: RSM LLP**

### Research Ethics Arrangements

23.3 The Committee noted that the overall conclusion of the audit was partial assurance and received an update on progress against the actions resulting from the audit from Simon Kolstoe, University Ethics Advisor. The following key points were noted:

- (i) The audit had provided a useful insight and given momentum and traction to resolving a number of outstanding issues within the research ethics processes.
- (ii) The audit had identified twelve management actions and, of these, seven actions had now been resolved and the remaining actions were in progress.
- (iii) It was also noted that the University Executive Board (UEB) had reviewed the audit report and action plan.

23.4 The Committee noted the update.

### Staff Leavers – Processes for Handing Back Equipment, Research and Course Notes

23.5 Committee noted that the overall conclusion of the audit was reasonable assurance.

### Recommendation Follow-Up Report

23.6 The Committee received an update on progress with the Estates and Contract Management Processes audit report from Fiona Bell, Director of Estates and Campus Services presented by Adrian Parry, Executive Director of Corporate Governance. In discussion the following key points were noted:

- (i) There was a disparity between the terminology of the auditors and terminology used within the Estates and Campus Services Department which had led to some ambiguity and confusion.
  - (ii) The contract management arrangements currently in place were appropriate and consistent with best practice in facilities management. It was considered that a template would not add further value as all the requirements were already included in the existing contract management arrangements.
  - (iii) Formal service delivery plans had been developed for each contract. These responded to the contract objectives, service delivery plan, associated service standards, service level agreements and key performance indicators, all of which were set out in the overarching contract documents.
  - (iv) A Contract Register would be established by the end of November 2021.
  - (v) The Service Delivery Plans with contractors now explicitly identified a process for validating sub-contractors.
  - (vi) The Committee noted the update and that there had been progress with addressing the recommendations. It was agreed that the internal auditors would follow up with the Estates and Campus Services Department outside the meeting.
- 23.9 The Committee received an overview report on the follow-up progress made by the University to implement previously agreed management actions. In discussion it was agreed that the status of the following audit recommendations would be checked and confirmed:
- (i) The outstanding actions from the Estates Stocktake Processes Audit and an update on the target date and progress of the action from the Gender Pay Gap Reporting Compliance Arrangements audit.  
**Action: RSM LLP**
  - (ii) The outstanding action from the Conflicts of Interest audit.  
**Action: Executive Director of Corporate Governance**

## 24 Draft Annual Report of Audit and Quality Committee

- 24.1 Committee received the draft annual report of the Audit and Quality Committee from Adrian Parry, Executive Director of Corporate Governance. The University was required to submit an annual report on the work of Audit and Quality Committee to the OfS.
- 24.2 Committee considered the draft report, which would be updated with relevant points following discussion at this meeting and the inclusion of minute references as appropriate.
- 24.3 The Committee confirmed that it was content to give the assurances that it was required to provide to the governing body.

- 24.4 Committee agreed to recommend that the report should be submitted to the Board of Governors meeting to be held on 25 November 2021.

**Action: Executive Director of Corporate Governance**

## 25 Annual Report on the Prevent Duty

Committee received from Adrian Parry, Executive Director of Corporate Governance a report on the University's delivery of the Prevent duty during 2020/21. In discussion the following key points were noted:

- 25.1 It was a statutory requirement that all universities demonstrated due regard for the Prevent duty. Governing bodies were required to provide the OfS with a declaration each year confirming their assurance that this responsibility has been met.
- 25.2 The annual Prevent report was produced to provide the Board of Governors with the evidence necessary for it to provide the assurances required by the OfS in the annual accountability declaration and data return.
- 25.3 The Committee noted and endorsed the University's approach of aligning its Prevent duty with its safeguarding duty and with ensuring the wellbeing of students, and remarked favourably on the close involvement of the Students' Union in the implementation of the Prevent duty.
- 25.4 The OfS required the University to provide a statistical return of the number of cases reviewed and the training provided to staff during 2020/2021. The Committee noted that despite the impact of the ongoing global pandemic, there had been a good take-up of training and 802 training sessions had been delivered to staff. The Committee also noted that the online training had recently been reviewed and revised.
- 25.5 The Committee agreed that the report demonstrated that the University had given due consideration to the Prevent duty over the last academic year, whilst balancing this duty with other legal duties to protect freedom of speech and academic freedom.
- 25.6 The Committee agreed that the Prevent duty report should be submitted to the Board of Governors meeting to be held on 25 November 2021 and that it provided the necessary assurance that the University had due regard for the Prevent duty.

## 26 Assurance Quality Assurance

### Academic Quality Assurance

- 26.1 The Committee received an oral update from Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) on academic quality assurance. In discussion the following key points were noted:
- (i) On this occasion due to the work generated by the Portfolio Review, it had not been possible to provide the usual written report for this meeting on the Academic Assurance Statement on Quality.

- (ii) The Committee acknowledged and understood that there had been intense activity involved in checking and confirming the data for the Portfolio Review which had taken considerable time and effort by the same team that would normally produce the assurance report. However, a comprehensive written report would be submitted to the Board meeting on 25 November 2021.

#### Assurance Statement on Apprenticeship Quality

26.2 The Committee received the Quality Assurance Statement for Apprenticeships from Amy Dymond-Hobbs, Quality Manager for Apprenticeships and Work Based Learning and Rebecca Di Pancrazio, Head of Student & Academic Administration. In discussion the following points were noted:

- (i) There were two main bodies, Ofsted and the Education and Skills Funding Agency (ESFA), that would assess the University's capability to deliver apprenticeships, as well as identify how the University was using apprenticeship funding to deliver these programmes.
- (ii) This report outlined the activity that had taken place so far and the planning activity underway to ensure that the University met the requirements set out in the Ofsted Provider Handbook.
- (iii) The first monitoring visit from Ofsted would be a review into the processes and documents in place. The outcome would be either be categorised as insufficient, reasonable or significant progress.
- (iv) Gathering all the relevant evidence in preparation for a monitoring visit was a complex process. In August 2021 an initial review into the apprenticeship provision at the University had been undertaken and a number of priority areas had been identified. An action plan was in place to track progress against these actions and to provide evidence of activity to Ofsted.
- (v) MESMA, a consultancy organisation who specialised in supporting apprenticeship providers, had been contracted to support the University in preparing for an Ofsted inspection.
- (vi) In response to a question about support for degree apprentices, it was noted that feedback on academic support was excellent, but it was acknowledged that there was sometimes a disconnect between the academic aspects of the degree apprenticeship and the end point assessment. There was work ongoing to increase and standardise the support provided across the University.
- (vii) In response to a question, it was noted that there was good engagement with employers, including the development of the curricula as the employers were usually the industry experts.
- (viii) In response to a question, it was confirmed that the University had enrolled circa 900 degree apprentices this year and that the trend was an increase year on year.

- (ix) The positive feedback received from apprentices was noted, as well as the challenges of obtaining evidence to assess the workplace element of the apprenticeships and build strong employer relationships.

26.3 The Committee confirmed its acceptance that the report:

- (i) Provided evidence of the continuous improvement of the apprentice experience across the apprenticeship as a whole.
- (ii) Confirmed that apprenticeship delivery had adhered to Education and Skills Funding Agency regulations, and where areas of improvement had been identified, an appropriate action plan was in place.
- (iii) Provided a confirmatory statement outlining how the University had met its obligations in relation to safeguarding and Prevent, and where required steps were being taken to ensure both were prioritised in the approach to apprenticeship delivery.

## 27 Modern Slavery Act 2015 Review of Statement

Committee received an updated Modern Slavery and Human Trafficking Statement that had been prepared by Claire Dunning, University Solicitor and Claire Crothers, Procurement Manager. Key points noted during discussion were:

- 27.1 Committee noted that the Modern Slavery Act 2015 required organisations (and their subsidiaries) with a turnover of more than £36m to produce and publish an annual slavery and human trafficking statement or a declaration that they had no statement to publish. The statement should be published within six months of the financial year end.
- 27.2 This annual statement provided an update on the actions proposed in the University's previous annual statement and set out the further steps that the University planned over the next twelve months.
- 27.3 Committee noted the intent to trial a new database tool for supplier due diligence (Net Positive Futures) and to consider synergies between the University's own research activities in the field of modern slavery and its procurement activities.
- 27.4 Committee considered the updated statement, agreed that it demonstrated an ongoing improvement in activities, and agreed to recommend the statement to the Board for approval at its meeting of 25 November 2021.

**[Post meeting note:** The Annual Slavery and Human Trafficking Statement was agreed by the Board of Governors at its meeting on 25 November 2021, Min 40(vi) refers.]

## 28 Non-Audit Services Provided by External and Internal Auditors

- 28.1 Committee noted the annual report on audit fees paid to, and additional services purchased from, the external and internal auditors in 2020/2021. Committee confirmed that the additional payments were at an appropriate level and presented no risk of compromising the auditors' independence.

- 28.2 Committee noted planned non-core audit services to be provided by the internal and external auditors during the period 1 September 2021 to 31 October 2021. Committee confirmed that these were appropriate and would not compromise the auditors' independence.
- 28.3 Committee noted the statement of independence for the external auditors had been included within the management letter (Min 22.2(vi)) and for the internal auditors had been included in their annual report (Min 23.1).

## 29 Whistleblowing Policy

The Committee received the updated Whistleblowing Policy from Adrian Parry, Executive Director of Corporate Governance.

- 29.1 The review of the Whistleblowing Policy had been discussed at the previous meeting of the Committee and it was noted that feedback from these discussions had been incorporated into the updated policy.
- 29.2 The draft Policy had been endorsed by UEB at its meeting held on 1 November 2021.
- 29.3 Following discussions at the previous Audit and Quality Committee meeting the following key changes had been made:
- (i) The inclusion of details of the OfS notification scheme.
  - (ii) A flowchart added as an appendix to the Policy to better explain the process to be followed.
- 29.4 During discussion, the Committee noted that the policy was highlighted to new staff as part of the induction process and that most of the allegations received had been made by fairly recently appointed staff. There appeared to be less awareness of the policy amongst longer serving staff. Therefore, the intention was to ensure the policy was widely publicised and communicated once it had been approved by the Committee.
- 29.5 The Committee approved the Whistleblowing Policy.

## 30 Declarations of Interest Policy

The Committee received the updated Declarations of Interest Policy from Adrian Parry, Executive Director of Corporate Governance. Key points noted during discussion were:

- 30.1 The draft policy had been endorsed by UEB at its meeting held on 20 September 2021.
- 30.2 The Committee noted that the updated policy strengthened the coverage of the need to declare personal relationships, particularly those between staff and students and it was thought that this aspect might be under-disclosed across the higher education sector.
- 30.3 The Committee noted that the intention was to further review the policy in 12 months to capture any intervening developments or improvements in best practice, given that



there was much work underway within the sector to consider and implement the seven OfS expectations for tackling harassment and sexual misconduct.

30.4 The Committee approved the Declarations of Interest Policy for a 12 month period.

## 31 Risk Management

### Corporate Risk Register

31.1 The Committee received the updated Corporate Risk Register from Adrian Parry, Executive Director of Corporate Governance. Key points noted during discussion were:

- (iii) UEB had identified the top 12 risks from within the risk register and these had been aligned with the four immediate strategic imperatives. It was noted that there was a heavy emphasis within the risks identified upon improving student recruitment and engagement and the student experience.
- (iv) It was noted that the risks had been aligned to each strand of the University Strategy and any duplication removed. The new distinction between high and low amber risks and target risk scores had been incorporated in the risk register.
- (v) There was discussion about the categorisation of risks, for the risks currently reflected in the register, and that only one risk had been identified as 'red' and none as 'blue'. It was noted that a 'red' risk was reserved for catastrophic risks that could close down operations and 'blue' risks were mainly intended for the risk registers at the level below the Corporate risk register. It was also noted that the distinction between high and low amber was useful as previously amber had been a very wide band.
- (vi) In response to a question about the focus on the four strategic imperatives and how this impacted on the rest of the strategy, it was noted that this was a short-term focus that reflected a re-phasing of priorities and did not impact on the delivery aspirations of the overall strategy.
- (vii) There was discussion about the length of the risk register and it was acknowledged that some rationalisation might be required.
- (viii) There was a discussion about when the risks associated with emerging strategic projects should be included within the register. It was noted that there was a pre-Board session scheduled before the next Board meeting on 25 November 2021. This session would focus on the London Campus and there would be an opportunity to discuss the risks associated with the project.
- (ix) There was discussion about the placement of risks under particular priorities drawn from the University Strategy, an example being whether the risk associated with student recruitment was correctly aligned. It was agreed that any observations about where risks should be placed would be sent to the Executive Director of Corporate Governance outside the meeting.

- (x) There was also a discussion about the implications on resourcing if the target score were set below the residual score, and whether consideration should be given to 'demoting' such risks from the top-level register on the grounds that they were being fully managed, or whether the efficacy of controls in these cases should be tested.
- (xi) The Committee requested that a mechanism be identified to reflect the inter-relationships and dependencies between risks and provided at the next meeting of the Committee.

**Action: Executive Director of Corporate Governance**

- (xii) It was noted that the Corporate Risk Register was a work in progress which would evolve as action plans were further developed to deliver the University Strategy.

31.2 The Committee agreed that the Corporate Risk Register should be submitted to Board of Governors meeting to be held on 25 November 2021.

#### Corporate Risk Assurance Map

31.3 The Committee received the revised Corporate Risk Assurance Map from Adrian Parry, Executive Director of Corporate Governance. The Committee noted that the Corporate Risk Assurance Map had been revised to reflect pending audit activity. Following discussion, it was agreed that the assurances provided should continue to be included on a rolling five-year basis.

## 32 Health and Safety

### Health and Safety Quarterly Report

- 32.1 The Committee received and noted the quarterly report summarising the actions that had been taken during the period 1 May 2021 to 31 July 2021. The following points were noted in discussion:
- (i) Display Screen Equipment training and Fire Safety training were averaging around 40% compliance against the 80% target for completion of the training. Work was ongoing to increase the training numbers.
  - (ii) There had been no significant issues raised from the Hampshire Fire and Rescue inspection of Bateson and Rees Halls.
  - (iii) Services previously undertaken by Radiation Protection Consultancy Services had been transferred to Public Health England. A recent Radiation and Laser compliancy audit had raised no significant findings.
  - (iv) Health and Safety training for governors would be scheduled in the new year.
  - (v) There had been three incidents reported to the Health and Safety Executive (HSE) in compliance with the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations, two of these incidents were directly related to the University and one the Student's Union.

#### Health and Safety Annual Report 2020/2021

- 32.2 The Committee received the Health and Safety Annual Report 2020/2021 from Brent Schwarz, Health and Safety Manager. The following points were noted in discussion:
- (i) The Committee noted and supported the introduction of the incident reporting tool.
  - (ii) The Committee discussed the possibility of storm damage and/or flooding over the coming winter.
  - (iii) The Annual Report of Health and Safety 2020/2021 would be presented to the 25 January 2022 Board meeting.

#### Health and Safety Committee:

- 32.3 The Committee noted that soft copies of the draft Health and Safety Minutes of 8 September 2021 were circulated to the Committee on 4 November 2021.

### **33 Annual Report on Student Complaints**

The Committee noted the annual report on student complaints received during the academic year 2020/2021 prepared by Samantha Hill, Information Disclosure and Complaints Manager. In discussion, it was noted that although there has been a 24% increase in the overall number of complaints received, these were mostly attributable to issues associated with the impact of the Covid-19 pandemic and the IT issues experienced by the University.

### **34 OfS Publications**

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

### **35 Date of Next Meeting**

The next meeting would be held on Thursday 17 February 2022 from 1030.