

**ADDITIONAL MEETING OF THE AUDIT & RISK COMMITTEE
OF SOUTH HAMPSHIRE COLLEGE GROUP CORPORATION
ONLINE VIA TEAMS
Monday 8 January 2023 16.00**

Members Present: Ian Harris Phil-Harris Bridge
 Bernie Topham Kerrie Clark

In attendance: Michael Johnson (Chief Operating Officer)
 Georgina Flood (Director of Governance)
 Andrew Kaye (CEO (Chief Executive Officer))
 Sandra Prail (Chair of the Corporation)

41/23 Item 1: Apologies for absence

There were no apologies for absence.

42/23 Item 2: Declaration of Interests

Members were reminded of the need to declare any personal or financial interest in any item of business to be considered at the meeting. There were no declarations of interest. It was noted since this was an additional meeting there were no previous meeting minutes or actions to review.

43/23 Item 3: Internal Audit Plan approach

The COO introduced this report (circulated in advance) which provided an overview of the risk register and agreed risk appetite as approved by the Corporation combined with the suggested methods of providing 3rd party review/audit of those agreed risks. Members commended the format of reporting which enabled the Committee to review the entire risk register and associated risk appetite with the suggested means of 3rd party assurance or external reviews.

The COO agreed there was possible confusion at the previous Audit Committee whereby 30 days of audit via TIAA was the entirety of the review programme, when in fact it was only part of a wider schedule. Members were reminded that TIAA had originally suggested 50-75 days, however SLT review and discussion had led to a proposal of 30 days of 'core' audit with more specialist audit e.g. health and safety or cyber security being commissioned by specialist providers. All agreed this was now a clear approach.

The Committee noted the report.

44/23 Item 4: TIAA Internal Audit Plan 2023-24

Clarence Mpofo introduced this report (circulated in advance) which provided a revised internal audit plan to that previously considered by the Committee and based on the above report.

Members were informed that all suggested audits link to the key 14 risks included in the current register (see Appendix A and B). Additionally, the plan includes curriculum planning, 2 x key financial control audits and the associated time to ensuring follow up from previous audits at legacy colleges.

A member commented that it was useful to have the plan tracked against the key risk and the schedule looks appropriately balanced. They queried if the curriculum planning audit had sufficient days to cover this adequately. CM discussed the number of days allocated at length, confirming that the intention is for the audit to be quite narrow, with a focus on key high-risk areas, rather than a wider audit of the entire curriculum.

Another member noted that there was no allocated audit or external scrutiny for Safeguarding in 2024 – was this intentional? The COO confirmed that since safeguarding is a specialist subject, the group would likely get more benefit from an alternative provider. All agreed that a safeguarding audit (not necessarily delivered by TIAA) should be added to the plan for the year ahead.

ACTION: Safeguarding audit or external review (provider tba) to be added to the 2024 schedule

Members discussed that Risks 9 (Emergency response planning) and 10 (Major event/systems failure) had significant cross-over and as such would it be better to try to align these within the ERP audit rather than including a review? On discussion, it was agreed that it would be important for TIAA to ensure that risk 9 and 10 were considered at same time to avoid unnecessary duplication. Members discussed the risk management audit, and its content, noting it could be deferred until early in the next academic year e.g. Autumn 2024.

A member suggested that the Audit Committee have increased involvement in the suggested deep dives in advance of the the Committees and should be involved in the scheduled risk management audit. The member welcomed the review of emergency response and the overlap with cyber risk/systems issues that may arise. They urged that key financial control audits should avoid the temptation to ‘tick box’ and illustrate inevitable misalignment but instead be focused on gaps in controls, bringing systems together, reflecting on what should it look like in the future, consistency and control moving forward. Members agreed that robust scoping would be key to ensuring that audits deliver desired outcomes.

CM thanked members for their feedback and agreed the focus for the newly merged group should be on developing expected controls and the harmonising /consistent application of controls/procedures across all sites. It was noted that the Committee clearly recognised the value of high level/ strategic reviews over transactional reviews and that clear scoping would be critical to success.

**DECISION: The Committee approved the IA plan subject to the following changes;
Inclusion of Safeguarding audit by specialist provider.**

45/23 Item 12: AOB (Any Other Business)

There were no further items of business. The Chair thanked members for their contribution noting the robust discussion and welcome challenge. It was noted the next Audit & Risk meeting would be held on 13 March 2024. The meeting ended at 17.15.