

## Newbury College Corporation Audit Committee

### Minutes of a meeting held on Monday 07 March from 4pm via MS Teams

| Present              | Name                   | Role                                 |
|----------------------|------------------------|--------------------------------------|
| <b>Membership</b>    | Glyn Howells (GH)      | External Member - Chair              |
|                      | Javaid Iqbal (JI)      | External Member                      |
|                      | Peter Lambert (PL)     | External Member                      |
|                      | Tom Rossiter (TR)      | External Member                      |
|                      | Martin Hamer (MH)      | External Member                      |
|                      | Nick Fox (NF)          | External Member                      |
|                      |                        |                                      |
| <b>Apologies</b>     | Tom Barlow (TB)        | Interim Finance Director             |
|                      | Lee Hunt (LH)          | Vice Principal                       |
|                      |                        |                                      |
| <b>In Attendance</b> | Cathy Wright (CW)      | Director of HR & Support Services    |
|                      | Didem Allen (DA)       | Finance Director                     |
|                      | Jo Houghton (JH)       | Director of Business & Partnerships  |
|                      | Iain Wolloff (IW)      | Principal & Chief Executive          |
|                      | Richard Bott (RB)      | Partner, Mazars                      |
|                      | Liz Clayton (LC)       | Manager – Risk Consulting, Mazars    |
|                      | Rachel Southall (RS)   | PA to the Principal                  |
|                      | Richard Elwell         | IT Services Manager for Item 8.      |
|                      |                        |                                      |
| <b>Quorum</b>        | Three members required | Meeting quorate, six members present |

### AGENDA ITEMS

| Item No. |   | Action |
|----------|---|--------|
| 1.       | <b>APOLOGIES FOR ABSENCE</b><br>Lee Hunt (LH) and Tom Barlow (TB) had sent apologies.   |        |
| 2.       | <b>DECLARATIONS OF INTERESTS</b><br>Members confirmed that they had no declarations of interest to make.  |        |
| 3.       | <b>MINUTES OF THE PREVIOUS MEETING</b> <ul style="list-style-type: none"> <li>Item 1 amend and clarify that no members of SLT were present during this item and joined the meeting afterwards.</li> <li>RB confirmed the updated Sub-Contracting Controls Report will be circulated with the minutes.</li> </ul> <p>The Committee approved the minutes of the 02 December 2021 with the amendments above.</p> |        |
| 4.       | <b>MATTERS ARISING FROM THE MINUTES</b><br>Item 4. Cyber Security report is on the agenda.<br>Item 9. Risk Register is on the agenda<br>Item 11. CW had provided the information to GH. All waste is incinerated<br>Agreed all actions completed.   |        |

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| 5. | <p><b>OUTSTANDING RECOMMENDATIONS (INTERNAL AND EXTERNAL AUDIT)</b></p> <p>LC reported they still required some information / documents to fully review all recommendations. The report, in its totality, will be submitted to the next Audit Committee.</p> <p>GH asked that Mazars provide a paper for each Audit Committee showing the current position on items which are still outstanding – a current tracker would be appreciated.</p>  | LC |
| 6. | <p><b>RISK MANAGEMENT POLICY</b></p> <p>IW went through the minor changes in the policy. The following points were noted.</p> <ul style="list-style-type: none"> <li>• Page 11 Emergency Disaster Recovery Plan – add a reference where this can be found.</li> <li>• Front cover to correct: <ul style="list-style-type: none"> <li>▪ Review Date - March 2023</li> <li>▪ External Web Site Appropriate YES/NO – to confirm which</li> <li>▪ Summary available YES/NO – to confirm which</li> </ul> </li> <li>• Risk Scoring – it was agreed the definitions should include a loss of assets based on a percentage of budgeted cost rather than a percentage of budgeted surplus.</li> </ul> <p>The committee agreed to recommend the policy to the Board for approval, subject to amendments agreed.</p>   | IW |
| 7. | <p><b>RISK MANAGEMENT &amp; RISK REGISTER</b></p> <p>IW summarised on the key updates made by SLT:</p> <ul style="list-style-type: none"> <li>• Revision and updating of both ‘Actions taken to mitigate’ and ‘Action plans to reduce risks further’ for all risks</li> <li>• Re-allocation of risk owners amongst the SLT</li> <li>• All scorings have been reviewed and adjusted to accord with the current evaluation of the impact and probability of each risk</li> <li>• Scoring has been revised to reflect that, in most instances, the probability score can be reduced by appropriate actions, but the impact score is less likely to change</li> <li>• Risk 9 has been re-named as ‘climate’ to reflect the specific importance of this risk</li> <li>• The previous risk 10 relating to ESFA intervention has been removed and the actions are now included within the risk 8, relating to cashflow</li> <li>• The previous risk 11, relating to the development of the UCN has been removed, as the UCN is now established and HE issues are now integrated as appropriate within other relevant risks</li> <li>• Risk 12 has been broadened to address the management of all assets, to include specific actions on lifecycle maintenance, reflecting the importance of the ending period for the PFI</li> <li>• A new risk 13 has been added to address the issues of business continuity</li> <li>• Risk 11 has been re-worded to clarify focus on cyber-security</li> </ul> <p>The highest ranked residual risks remain safeguarding and those related to income and cashflow.</p> <p>After discussion the following suggestions were made:</p> |    |

|     |   |    |
|-----|---|----|
|     | <ul style="list-style-type: none"> <li>To include a specific Risk to recognise the importance of risks relating to the PFI hand-back period, including specific actions on lifecycle maintenance.</li> <li>Risk 11 - 2. Some information missing from the sentence. CW will check.</li> <li>Risk 11 - to re-consider whether the Cyber-attack scoring of 3 reflects the current risk.</li> <li>To incorporate a general risk relating to pandemic.</li> <li>To consider a risk management module on E-learning for staff.</li> </ul> <p>GH commented that the document felt more consistent and was an improvement from the previous version. The Register will be amended as agreed, and provided to the next meeting of the Board.</p>  | IW |
| 8.  | <p><b>CYBER SECURITY</b></p> <p>The Cyber Security report was reviewed and considered to be comprehensive.</p> <p>The Committee noted the report and thanked RE for his hard work on Cyber Security arrangements.</p> <p>IW raised the point that both Audit and Finance &amp; Resources Committee had requested an update on Cyber Security. It was agreed that lead responsibility for this issue will remain with the Audit Committee.</p>   |    |
| 9.  | <p><b>HEALTH &amp; SAFETY REPORT</b></p> <p>CW highlighted two significant matters outlined in the report.</p> <ul style="list-style-type: none"> <li>First Aid training has been completed across staff groups including most of the duty managers.</li> <li>Balancing Government guidance re Covid with an employer's need to keep everyone safe has been challenging throughout the pandemic.</li> </ul> <p>After discussion the following key points were noted:</p> <ul style="list-style-type: none"> <li>Point 7 Water Quality - to consider changing the title to Estate Risk.</li> <li>Consideration of site management when the building work starts for Mayfield Point.</li> <li>A current list of policies with review dates to be included in the Health, Safety and Environment Report as a standard item.</li> </ul> <p>The Committee thanked CW for the report, and it was noted.</p> |    |
| 10. | <p><b>SIGNIFICANT INCIDENT REPORT</b></p> <p>A significant incident had happened recently, and CW gave an update to the Committee. CW had been subject to a malicious cyber event (known as spear-fishing) which led to a member of the senior team not getting paid. CW had received a message that bank details had been changed and then actioned it without checking verbally with the member of staff.</p> <p>CW confirmed that the bank are doing what they can to reclaim the money. The system has been amended so that any change in bank details has to be completed by the member of staff on the HR Hub. The Committee expressed their sympathy to CW.</p>  |    |
| 11. | <p><b>AOB</b></p> <p>GH confirmed that he is moving to the Finance Committee and, therefore, asked members to consider appointing a new Chair of Audit Committee.</p>   |    |

Confirmed as a correct record:

*Glyn Howells*

Glyn Howells (Jul 19, 2022, 9:48pm)

Signature of Committee Chair

Date 19 Jul 2022



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**Document fingerprint** 543e39aa07b36606fd57e0881a30c28f

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| Tue, 19th Jul 2022 21:48:01 BST | Glyn Howells - Signer (8ca161dc4d13e7cd645bc558c361d84b) |

**Audit history log**

| Date                            | Action  |
|---------------------------------|---|
| Tue, 19th Jul 2022 21:48:03 BST | Glyn Howells viewed the envelope. (35.179.80.221)                                       |
| Tue, 19th Jul 2022 21:48:01 BST | The envelope has been signed by all parties. (35.179.80.221)                            |
| Tue, 19th Jul 2022 21:48:01 BST | Glyn Howells signed the envelope. (35.179.80.221)                                       |
| Tue, 19th Jul 2022 21:46:17 BST | Glyn Howells viewed the envelope. (35.179.80.221)                                       |
| Mon, 18th Jul 2022 18:28:11 BST | Glyn Howells opened the document email. (104.28.89.69)                                  |
| Mon, 18th Jul 2022 14:27:44 BST | Document emailed to glyn_howells@hotmail.com (18.135.103.213)                           |
| Mon, 18th Jul 2022 14:27:44 BST | Sent the envelope to Glyn Howells (glyn_howells@hotmail.com) for signing. (80.2.104.86) |
| Mon, 18th Jul 2022 14:26:18 BST | Glyn Howells has been assigned to this envelope (80.2.104.86)                           |
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| Mon, 18th Jul 2022 14:24:38 BST | Document generated with fingerprint<br>82825a070e91712555b3f3ae07d6a554 (80.2.104.86)   |
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