

MINUTES

Audit and Governance Committee No 15

Date: *06/11/2018*
(Tuesday)

Time: *18:00–20:00*

Venue: *Rural Business Centre* Committee: *Audit and Governance*

Notes: *Refreshments will be available from 5.30pm*

Present: *Barbara Godby (Co-opted Member), Gerry Corless (Chairman) and Jane Booker*

Attending: *Alison Robinson (Principal) and Richard Morris (Deputy Principal)*

Clerks: *Ron Matthews (Clerk) and Susan Robinson (Deputy Clerk)*

Guests: *Anna Spencer Gray (External Auditor) and Kashif Azeem (Internal Auditor)*

Apologies: *Garry Payne (Vice Chairman)*

Public Minutes		
Item number: (and category)	Item description:	Queries:
42.18 <i>Decision</i>	<p><i>Attendance of College Staff and Audit Representatives</i></p> <p>Section 8.1 of the current Constitution and Terms of Reference for the Audit & Governance Committee states:</p> <p><i>"The Principal or any other senior manager who is responsible for the College's internal control and representatives of the External and Internal Auditors shall normally attend meetings at the invitation of the Committee, and the Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary".</i></p> <p>A warm welcome was extended to the internal and external audit representatives, Kashif Azeem and <i>Anna Spencer Gray</i>. They were introduced to the Principal and members of the Committee.</p> <p>Resolved:</p> <p>Audit & Governance Committee confirmed College Management staff and the External and Internal Audit representatives attend the meeting.</p>	
43.18 <i>Record</i>	<p><i>Apologies for Absence</i></p> <p>Apologies for absence had been received from Garry Payne.</p>	
44.18 <i>Decision</i>	<p><i>Appointment of Chair and Vice Chair of the Audit and Governance Committee</i></p> <p>The outgoing Chair and Vice Chair were eligible for re-election and the Committee proposed they serve for a fourth year in office.</p> <p>Following due process it was</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That Gerry Corless be re-appointed Chair of Audit & Governance Committee for the academic year 2018 / 2019. 2. That Garry Payne be re-appointed as Vice Chair of Audit & Governance Committee for the academic year 2018 / 2019. 	
45.18 <i>Decision</i>	<p><i>Minutes of the Previous Meeting</i></p> <p>The public minutes of the Audit and Governance Committee meeting number 14 held on Tuesday 26 June 2018, published on the Extranet, were signed and agreed as a true and correct record.</p>	
46.18 <i>Record</i>	<p><i>Declarations of Interest</i></p> <p>There were no declarations of interest made in respect of items on the public agenda</p>	

47.18
Decision

Financial Statements Auditors Draft Management Letter year ending 31 July 2018

RSM's Audit Partner responsible for Myerscough College, Anna Spencer-Gray was in attendance at the meeting and presented the Financial Statements and the Audit Findings Report to the Committee and responded to questions.

The draft Report and Financial Statements for the year ended 31 July 2018 had been included to provide supporting information and would be considered at the Finance and Resources Committee meeting on 4th December 2018.

Some amendments to the accuracy of the text in the Governance section were agreed.

In brief members noted, income had increased, largely due to 16-18 funding, and expenditure had increased to a larger extent than income. The surplus at £29k was lower than budget. Those present referred to good performance in the context of the external environment, though at a level beneath their comfort zone.

The external audit of the financial statements for the year ended 31 July 2018 was complete subject only to the reconciliation of ESFA funding receivable for the year to the final ILR (Individualised Learner Return).

The report included the proposed Letters of Representation in respect of both the Financial Statements and Regularity Assurance (pages 14 to 19). The letters would be signed at the Corporation meeting on 11th December 2018.

The Auditors Report lodged within the Financial Statements (pages 24 and 25) state: In our opinion the Financial statements:

- Give a true and fair view of the College's affairs as at 31st July 2018 and of the Colleges surplus of income over expenditure for the year then ended.
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice.

The Audit Findings Report highlights key points:

- RSM had nothing to report in respect of additional audit, accounting and regularity issues identified during their audit and regularity work (page 7).
- No unadjusted or adjusted misstatements in the financial statements (page 8).
- RSM having nothing to report in respect of impropriety issues from their work undertaken in respect of the regularity audit (page 9).
- RSM have nothing to report in respect of significant deficiencies in internal control from their work performed during the audit (page 10).

As Governors were aware, the College was chosen through random sampling for an ESFA funding audit that took place during September and October 2018 with the final 2017/18 funding reconciliation having been completed 18th October, enabling submission of the final ILR 31 October 2018.

Governors recognised that the final funding reconciliation and ILR were completed post preparation of the financial statements and external audit fieldwork, and as a consequence the final funding reconciliation will be reflected in an updated version of the audited Financial Statements to be presented to the Finance & Resources Committee 4th December 2018. Members noted the funding reconciliation reduced the College's income for the year by £68k. This has been discussed and agreed with

	<p>the external auditors.</p> <p>This final reconciliation does not affect the Audit & Governance’s Committee’s review of the Financial Statements and Regularity Assurance in respect of control issues included in the financial statements, regularity report of the auditors or the letters of representation.</p> <p>RSM would sign the regularity conclusion, " In the course of our work nothing has come to our attention which suggests that in all material respects the expenditure disbursed and the income received during the period 1 August 2017 to 31 July 2018 has not been applied to purposes intended by Parliament and the financial transactions do not conform to the authorities which govern them."</p> <p>Audit & Governance Committee made comment on various aspects of the report as they considered it section by section.</p> <p>It was observed that in terms of capitalisation there was a large number of fully written off items prompting a suggested analysis of depreciation time frame. The matter was referred to Finance & Resources Committee to investigate.</p> <p>The Deputy Principal Finance & Corporate Services would provide assurance on College Corporation Tax thresholds, through regular review. It was noted that following the budget, the threshold would be raised.</p> <p>The Auditor made comment on the 'High quality set of accounts' and wished to pass her thanks to the Finance team and in particular the Director of Finance, Janet Whiteside.</p> <p>In the Emerging Issues section, members gave focus to 'making tax digital'. Finance & Resources Committee noted complex changes ahead and were pleased to be informed that management and the IT Department were looking at systems.</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That the External Audit Findings Report for the year ended 31 July 2018 be commended to Corporation for approval. 2. That the Auditors Opinion in respect of the Financial Statements Audit and Conclusion in respect of the Regularity Audit for 2017 / 2018 be commended to Corporation for approval and signatures. 3. That the Letters of Representation be commended to Corporation for signature by the Chair and Principal. 4. That the external auditor attend the 4th December Finance & Resources Committee. 5. That a report on Capitalisation be submitted to a future Finance & Resources Committee meeting 	
<p>48.18 <i>Decision</i></p>	<p><i>Internal Audit Progress Report and Summary Report</i></p> <p>The internal Auditor was present at the meeting and supported Audit and Governance Committee in their consideration of the Internal Audit summary and progress reports.</p>	

	<p>Annual Summary Report for 2017 / 2018</p> <p>The audit assignment findings feed into the College's assurance framework and support management to inform and update the organisation's risk profile. The report provided a summary of work delivered during the year. The work had been planned and delivered as a series of 'agreed upon procedures', delivering reviews and testing in areas at the request of management and the Audit and Governance Committee.</p> <p>There were 16 management actions monitored through the GDPR action Plan which were reported later in the meeting.</p> <p>The 7 actions identified during the year had all been completed</p> <p>The auditors confirmed that the 11 management actions from year 2016 / 17 had been fully implemented or superseded.</p> <p>RSM Internal Audit Progress Report</p> <p>The internal audit plan for 2018/19 had been approved by the Audit and Governance Committee following its meeting in June 2018. The assignments had been agreed and the first, a review of General Data Protection Regulations (GDPR) implementation in the college, would commence week 19th November 2018.</p> <p>The Safeguarding Framework review has been postponed to February 2019 to take into account the appointment of the Director of Student Support & Welfare (from 1 November 2018).</p> <p>In addition to the 2018/19 internal audit plan, College had requested an additional Procurement Framework Advisory Review following the Finance and Resources Committee meeting on 18 September 2018.</p> <p>Governors received a verbal update on the audit which looked at internal procurement processes. Governors would receive a briefing on the findings on 20th November prior to the Governor training event. This briefing would include proposed next steps linked to recognised good practice, taking into account data and IT requirements.</p> <p>Subcontracting Controls</p> <p>As part of the funding agreements, College had requested a review of its Sub Contracting Controls to meet external assurance requirements from the ESFA. The review had been conducted in June 2018 in line with the agreed scope of work as set out in a separate engagement letter and the certificate was issued and relayed to the ESFA according to time frames.</p> <p>The work identified 2 low actions, linking to policies and procedures, both of which had been completed.</p> <p>Myerscough College Internal Audit Progress Report.</p> <p>The College's action tracking report provided detail of 7 recommendations, 6 had been completed and 1 was ongoing.</p> <p>Resolved:</p> <p>That the Internal Audit Reports be received.</p>	
<p>49.18 <i>Decision</i></p>	<p>General Data Protection Regulations (GDPR) Update Report</p> <p>The report contained an update on the activities taken to support full compliance to GDPR.</p>	

	<p>Future actions were outlined with strategies to embed a data secure culture in the College.</p> <p>The Internal Auditors undertook an audit of the College's GDPR preparations in October 2017. The report formed the basis of the action plan for the College GDPR project group. All actions had been completed with the exception of 2 items which were partially complete. The remaining actions linked to data sharing agreements with third parties and to a review of archiving, data storage and retention periods and procedures.</p> <p>Potential and actual data breaches, all low level, had been investigated and tracked. There had not been any requirement to report to the Information Commissioner.</p> <p>Members noted the considerable work undertaken and progress made, which included bespoke staff online training. They commented on an informative, positive report with clear outcomes and wished to relay their thanks to Debbie Clayton, Director of Corporate Services.</p> <p>Resolved:</p> <p>That the GDPR Report be received and actions noted.</p>	
<p>50.18 <i>Decision</i></p>	<p><i>Risk Appetite and Risk Management Plan (Full) 2018 / 2019</i></p> <p>Audit & Governance Committee gave consideration to the College's Risk Management Framework which comprised the risk appetite statement, risk assessment and risk heat map. Members recognised that risk management is a key enabler to the delivery of the Strategic Objectives and supports the assurance statement in evidencing that all risks are considered.</p> <p>Risk Appetite - The section in the Risk Management Policy referring to this states:</p> <p>'The College recognises that, whilst it must take steps to manage and monitor all risks, it must not allow an aversion to risk to prevent it from taking opportunities which will aid its successful and innovative development in line with the Strategic Plan.</p> <p>Its appetite for particular risks will depend not only on the likelihood and effect of the risk (before and after controls) but also on the effects of the risk on its core business if the risk materialises. It will therefore be risk averse in core activities which, if they failed, might jeopardise the solvency of, or seriously undermine the reputation of, the College, but will be risk tolerant in activities where failure would not cause serious financial or reputational damage but where success would lead to significant advantages to the College in achieving its Strategic Plan.</p> <p>In all cases, risk tolerance will be enhanced for developmental activities which will assist the College to develop new markets or enhance reputation even if their full objectives are not achieved.'</p> <p>Risk Assessment - Audit & Governance Committee gave attention to the full risk register, a live document that is continuously updated.</p> <p>The risk register is sub-divided into seven areas, being; Strategic, Financial, Curriculum, Governance, Estates, Cross College and Human Resources.</p> <p>The College's committees, at each meeting, review the risk registers appropriate to their respective terms of reference and the Corporation reviews the Highest</p>	

	<p>Operational Risks. Members noted that during the past 12 months, four new risks had been identified and added to the register.</p> <p>Risks are assessed in terms of the likelihood of occurrence and the potential effect should they occur. Risk is measured by considering both likelihood and effect using a scale of 1 to 5. To ensure consistency, the definitions of Risk Scores recommended in the report would be added to the Risk Policy.</p> <p>Risk heat map - a tool used to present the results of a risk assessment process visually and in a meaningful and concise way by using colours to draw attention to those risks that have the highest residual risk score. The residual risk score is calculated as the multiplication of the residual risk assessment for Likelihood and Effect.</p> <p>Members commented on a valuable review taking into account the whole framework. Members welcomed the clarity of reports enhanced through the definitions of the risk scores and colour coded cover summaries, which also indicated trends.</p> <p>All proposals were agreed and reports along with an updated Risk Policy would be presented to Corporation at its meeting in December 2018.</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That the College Risk Appetite be agreed fit for purpose and commended to Corporation for approval. 2. That the definitions for the College’s Risk Assessment be adopted. and included in a revised Risk Policy which is commended to Corporation for approval. 3. Continued use of the risk heat map and the addition of the colour coding to support review and maintenance of the risk registers be noted. 	
<p>51.18 <i>Decision</i></p>	<p><i>Draft Annual Report of the Audit & Governance Committee 2017 / /2018</i></p> <p>The Committee gave consideration to the draft Annual Report of the Audit & Governance Committee to the Principal/Chief Executive and the Corporation for the year 2017 / 2018.</p> <p>Audit & Governance Committee noted that the report reflected Governance matters according to its terms of reference.</p> <p>In accordance with the Joint Audit Code of Practice the Audit & Governance Committee was required to give assurance to the Board. Members noted that the report stated:</p> <p>'The Audit & Governance Committee is of the view that it has operated effectively and fulfilled its obligations as identified in its Terms of Reference. It is also of the opinion that the College’s audit arrangements, the internal control systems, value for money policy and procedures, financial controls, framework of governance, risk management and control are adequate, operating effectively and its processes secure economy, efficiency and effectiveness and can be relied upon.'</p>	

	<p>The report would be signed by the Chair of Audit & Governance Committee and commended to Corporation for approval and onward transmission to the funding body.</p> <p>Members gave consideration to the Audit & Governance Committee terms of reference and agreed they remained fit for purpose.</p> <p>Some minor amendments to the report were agreed.</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That the draft Annual Report of the Audit & Governance Committee to the Principal / Chief Executive and Corporation for the year ended 31 July 2018 be accepted and commended to the Corporation. 2. That the Audit & Governance Committee Constitution and Terms of Reference remained fit for purpose. 	
<p>52.18 <i>Information</i></p>	<p><i>Data Return Reports</i></p> <p>Audit and Governance Committee gave consideration to the reports which listed the completion and timing of statutory returns required by the relevant funding bodies for the end of the year 2017 -2018 and the completed returns for the current year 2018-2019.</p> <p>All returns had been submitted on time.</p> <p>Resolved:</p> <p>That the Data Returns Reports be received.</p>	
<p>53.18 <i>Decision</i></p>	<p><i>ESFA Subcontracting Report</i></p> <p>The ESFA requires providers who subcontract a defined level of provision to obtain a report from an external auditor on the arrangements in place to manage and control their subcontractors. Myerscough falls into this category and as required, RSM had reviewed the College's Sub Contracting Controls to provide the necessary report and external assurance.</p> <p>The work had identified 2 low level actions, linking to policies and procedures, both had been completed.</p> <p>Resolved:</p> <p>That the ESFA subcontracting Report be received.</p>	
<p>54.18 <i>Decision</i></p>	<p><i>Senior Staff Remuneration Code</i></p> <p>Members gave consideration to the AoC consultation document which contained proposed changes to the Code of Good Governance through the introduction of a Senior Staff Remuneration Code. The Code of Good Governance had previously been adopted by the Corporation.</p>	

	<p>Corporation, at its meeting in October had asked members to make comment to the Clerk and had referred the document to Audit & Governance Committee for consideration and response, which was required by 27 November 2018.</p> <p>The document states, 'By visibly adopting the Remuneration Code, governing bodies demonstrate leadership and stewardship in relation to remuneration within their institutions and, in doing so help to protect institutional reputation and provide greater assurances to key stakeholders and partners, including the student community and wider society.'</p> <p>Members instructed the Clerk to seek clarity on the definition of senior staff, was it a senior post holder as recognised by the College or otherwise?</p> <p>Resolved:</p> <p>That the Clerk be instructed to respond to the consultation document.</p>	
<p>55.18 <i>Decision</i></p>	<p><i>Teachers Pension Report</i></p> <p>Audit & Governance Committee received the Teachers Pension Report.</p> <p>Corporation noted that RSM had provided an independent reasonable assurance report in connection with the Teachers' Pensions Contributions for the year ended 31 March 2018 which had been submitted to the ESFA in accordance with their time frame.</p> <p>Resolved:</p> <p>That the Teachers Pension Report be noted.</p>	
<p>56.18 <i>Decision</i></p>	<p><i>Report on Chairs Action</i></p> <p>Audit & Governance gave consideration to the Chair's Action Report which had been brought to the meeting at the request of the Chair.</p> <p>The report contained an extract from the Standing Orders which gave the parameters in which the Chair's Action option could be used.</p> <p>The Clerk outlined the framework and advised on best practice.</p> <p>In general the use of Chair's Action is confined to instances where an immediate authorisation is needed in lieu of a decision from the full Corporation. In any event such a decision must be reported to the next meeting of the Corporation where it should be endorsed.</p> <p>Once a Chair has taken a decision to implement Chair's Action the full Corporation would be unable, usually, to reverse that decision once it had been implemented. Corporation disagreement with a Chair's Action could raise leadership issues.</p> <p>Two recent issues occurred following a discussion at Finance and Resources Committee where the Committee wished the decisions to be implemented</p>	

	<p>immediately. Chair's Action had the support of the Committee.</p> <p>The third issue was the approval of a subcontracting policy, agreed by both the Chair of the Corporation and the Chair of Finance and Resources Committee, to ensure compliance with an on-going audit.</p> <p>In line with the extract from Standing Orders it is for the Chair to decide if it is appropriate to take Chair's Action. He or she would also consult with the Vice-Chair or other appropriate Governors before implementation.</p> <p>Members were satisfied with the explanations, use of the facility to date and endorsed decisions made.</p> <p>Resolved:</p> <p>That the Report on Chair's Action be received.</p>	
<p>57.18 <i>Decision</i></p>	<p><i>Governance Quality Improvement Plan 2018 - 2019</i></p> <p>Governance received a Grade 2 'Good' following validation of its self-assessment report.</p> <p>The Clerk had drawn up a Governance Quality Improvement Plan for 2018 / 2019, members noted that in the coming year attention would be given to:</p> <ul style="list-style-type: none"> • Governors awareness of the curriculum offer, financial plan and CPD • Greater involvement of Governors in the activities of the College • More understanding by Governors of external stakeholder engagement • Setting demanding targets • Governor Profiles and publication of photographs • Twilight workshops to explore single item big issues • Review membership of Audit & Governance Committee <p>Resolved:</p> <p>That the Governance Quality Improvement Plan 2018 / 2019 be received</p>	
<p>58.18 <i>Decision</i></p>	<p><i>Co-opted Committee Member appointments</i></p> <p>Due to recent resignations there was a vacancy on Corporation for an independent Governor, a student Governor and potentially a further independent Governor. In considering Governor appointments members would consider potential co-options to Committees.</p> <p>Terms of reference allow up to 2 co-opted members on Finance & Resources, Audit & Governance and Quality & Standards Committees.</p> <p>Co-opted Committee members have full voting rights on the committee they are assigned to but not on Corporation though they are actively encouraged to attend. The co-option facility allows the Board to bring expertise to a particular Committee from those who may not be able to commit to full Board membership and also allows appointment with a view to progression to full membership.</p> <p>Audit & Governance Committee concurred with the interview arrangements and endorsed the panel formed for the interviews on 13 November to fill the independent vacancy. There were three candidates to interview including the</p>	

	<p>current Audit & Governance Co-opted Committee member. Members noted the intention to recruit to Audit & Governance as there was need for increased membership on this Committee.</p> <p>Barbara Godby's 1 year term of office ceases on 31 December 2018. Should she not be recruited as an independent Governor, members recommended she be reappointed as a co-opted member of Audit & Governance Committee.</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That the arrangements for the interviews be agreed 2. That Corporation be recommended to re-appoint Barbara Godby as a Co-opted Committee member to Audit & Governance Committee for a second 1 year term commencing 1 January 2019 should she not be appointed as an independent Governor following 13 November interview. 	
<p>59.18 <i>Decision</i></p>	<p><i>Annual Review of the Decision Making Process of the Corporation</i></p> <p>The Provider Financial Assurance (PFA) review of the effectiveness of financial management and governance at Myerscough, undertaken in January 2003, recommended that the Corporation carry out a full review of its decision making processes annually. This requirement arises from the press release issued by Baroness Blackstone in April 1999 which stated that each college must review annually its decision making process and such reviews must be recorded in the Corporation minutes.</p> <p>Audit & Governance Committee was asked to consider the following that make up the overall decision making process and recommend for approval.</p> <p>Corporation Structure Instrument and Articles of Government Standing Orders Code of Conduct</p> <p>During this cycle of meetings all Committees are asked to consider their Terms of Reference to ensure they remain fit for purpose. The Terms of Reference for the Audit and Governance Committee appeared as part of the Annual Report considered earlier in the meeting. Approval dates would be recorded on the Committee Terms of Reference.</p> <p>The Clerk was reviewing the Boards umbrella document, the Instrument and Articles of Government, and would bring such to the February 2019 Audit & Governance Committee meeting for consideration and approval of any changes.</p> <p>Resolved:</p> <ol style="list-style-type: none"> 1. That the Committee expressed its satisfaction with the above and agreed that the documents attached to the decision making processes remained fit for purpose. 2. That the review of the Instrument & Articles of Government be submitted to the next Audit & Governance meeting in February 2019 following review. 	

<p>60.18 <i>Decision</i></p>	<p>Governor Training</p> <p>The Clerk updated members on future Governor Training activities.</p> <p>20 November 2018</p> <p>4pm - Briefing At the last Finance and Resources Committee and the subsequent Corporation meeting on 2 October last, questions were asked about departmental overspends in 2017/2018, purchasing arrangements and investigations into provision of replacement IT systems. Arising out of the meetings RSM, the College Auditors, were appointed to undertaking a review of our current purchasing arrangements, how other colleges operate and best practice.</p> <p>All of the above will be reported through Finance and Resources Committee and Corporation in December. However, to keep all Governors informed of progress a briefing is arranged for Tuesday 20 November, at 4.00pm.</p> <p>6pm - College Self-Assessment Report. The Assistant Principal Apprenticeships & Quality will present the Myerscough College annual self-assessment report to Governors. The session aims to support governors understanding of the process, grading, external validation, outcomes and monitoring. The Board will be required to make an informed judgement when they approve the final document at their Board meeting on 11th December 2018 prior to its upload to the Ofsted site in December 2018.</p> <p>Future Training A Strategic Training Day will take place in 2019, date to be arranged. Twilight training sessions will be arranged prior to some Board and /or Committee meetings commencing at 4pm with allowance for a break before the start of scheduled meetings.</p> <p>Resolved:</p> <p>That the Governor Training Update be received.</p>	
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Signed:

Date: