

[Confidential in respect of Minutes 20/28-39, 20/44 and 20/48]

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE ON 17 JUNE 2020 VIA ZOOM**Present**

Don Iro	Independent Governor
Harry Mears	External Co-opted Member
James Rimmer	Independent Governor & Chair
Lena Samuels	Independent Governor
John Simpson	Independent Governor
Captain Emma Tiller	Independent Governor

In attendance

Stephen Avery	Director of Finance
Dr Caroline Carpenter	University Secretary
Kerrie Clark	Financial Controller
Paul Colbran	Chief Information & Infrastructure Officer
Professor Karen Stanton	Vice-Chancellor
Andrea Thompson	Interim Deputy Vice-Chancellor
Anna Blackman	Audit Director, PwC
David I'Anson	Audit Partner, BDO
Lucy Driver	Audit Assistant Manager, BDO
Bridget Woolven	Clerk to the Governors

20/25 Welcome & Apologies

Apologies: None. The Committee was quorate.

20/26 Conflict of Interests - Harry Mears informed the Committee that KPMG was working with Solent University on a procurement project but he was not personally involved. No other conflicts of interest were declared.

20/27 Minutes of the previous meeting on 21 May 2020 - approved.

20/28 Matters arising from the previous meeting

Minute: 20/18 - Risk Management and Risk Register.

The Risk Management Group report confirmed that the review of the RM Policy would commence later in 2020 and risk appetite would be included in the review.

Minute 20/19 - External Audit and the impact of Covid19. A report would be presented at this meeting.

Minute 20/24 Future meetings. October/November to be discussed later. The new January 21 date would be confirmed by the Clerk shortly and was likely to be either 18 or 21 January.

Going Concern Update

**Paper 20/AC/06
Confidential**

This minute is confidential.

20/29 Confidential Pre-Meeting**Oral Report**

This minute is confidential.

20/30 Risk Management Group & Risk Register **Paper 20/AC/07**
Confidential
Presented by: Paul Colbran, Chief Information & Infrastructure Officer

This minute is confidential.

20/31 Internal Audit (IA) Reports: **Confidential**
IT Disaster Recovery **Paper 20/AC/08**
Presented by: Anna Blackman, PwC

This minute is confidential.

20/32 IA Report: ESFA Action Plan **Paper 20/AC/09**

(Susan Patrick, Head of Apprenticeships, joined the meeting for this item only.)

This minute is confidential.

20/33 IA Report Risk Management **Paper 20/AC/10**

This minute is confidential.

20/34 IA Report: Treasury Management **Paper 20/AC/11**

This minute is confidential.

20/35 IA Report: Data Quality **Paper 20/AC/12**
OfS: Continuation and Completion Indicators

This minute is confidential.

20/36 IA Progress Report **Paper 20/AC/13**

i. The report was noted.

20/37 IA Draft Annual Report and Opinion **Paper 20/AC/14**
Presented by: Anna Blackman, PwC

This minute is confidential.

20/38 Draft Internal Audit Plan 20/21 **Paper 20/AC/15**
Presented by: Anna Blackman, PwC

This minute is confidential.

(Captain Emma Tiller left the meeting at this point.)

20/39 External Audit Planning Report 2019/20 **Paper 20/AC/16**
Presented by: David I'Anson, Audit Partner BDO & **Confidential**
Lucy Driver, Assistant Audit Manager, BDO

This minute was confidential.

20/40 Annual report on GDPR and FOI **Paper 20/AC/17**
Presented by: Dr Caroline Carpenter, University Secretary

The report was noted.

(Don Iro left the meeting at this point. The meeting remained quorate.)

20/41 Self-evaluation of Audit Committee 19/20
Presented by: Bridget Woolven

Paper 20/AC/18

The report was noted. **ACTION: Clerk to amend reference to BDO under 'Future Governance' to 'Weightmans'. COMPLETED.**

20/42 Audit Committee - Terms of Reference
Presented by: Bridget Woolven

Paper 20/AC/19

- i. The Clerk informed the Committee that recently the Committee of University Chairs (CUC) had published a new Handbook for Audit Committee members. **She would review the contents and circulate it to Audit Committee members with a briefing note on key issues and those which may require further changes to the terms of reference or the Committee's processes. ACTION: CLERK.**
- ii. The Committee agreed to recommend the changes currently proposed to the Board of Governors.

20/43 Order of Business 2020/2021
Presented by: Bridget Woolven

Paper 20/AC/20

This was noted together with the potential requirement to add additional meeting date(s) prior to sign off of the AFS.

20/44 Complaints received under the Public Information Disclosure Act and the University's Fraud Policy

Confidential

This minute is confidential.

20/45 Serious Incidents & Reportable Events

The Committee is asked to note that, since the last meeting,

- no "serious incident", or suspicion or allegation thereof, as defined as reportable to the Office for Students (OfS) by the Charity Commission and outlined in the University's Financial Regulations, has been reported to the Chief Finance Officer or the Clerk to the Governors.
- Since the last meeting, there has been the following reportable event(s), as defined by the OfS, that *'could materially affect or materially effects the provider's legal form of business model and/or its willingness or ability to comply with its conditions of registration'*.

- a. None.

20/46 Reporting Whistle Blowing

The Committee is asked to note that, since the last meeting,

- no incidents involving whistle blowing have been reported to the Director of Finance or Clerk to the Governors.

20/47 Date and time of next meeting: Wednesday 4 November 2020 17:15hrs.

Members noted the potential requirement for additional meetings to be arranged quickly in order to review the AFS.

The Internal and External auditors left the meeting at this point.

20/48 Annual evaluation of internal & external audit services Paper 20/AC/21
Presented by: Bridget Woolven Confidential

This minute is confidential.

Meeting ended at 19:30 hrs.