

**Approved Minutes**

**Present**

Emma van der Lugt	Independent Governor, Chair of Committee	EvdL
Louise Bridgett	Independent Governor, Deputy Chair of Committee	LB
Vicky Hatton	Independent Governor	VH
Prof John Scott, CBE	Co-opted Board Member, Committee Member	JS

**In attendance**

Prof Claire Taylor	Vice-Chancellor	CT
Stephen Plant	University Secretary & Registrar	SP
Kevin Dixon	Interim Assistant Finance Director	KD
Clarence Mpofo	Director of Audit, Internal Auditors, TIAA	CM
Jessamie Thomas	Governance Officer (note taker)	JT

1. **Reserved Business (1)** (No Staff in attendance)  
*See Reserved Business (1) minutes*
2. **Reserved Business (1)** (No Staff in attendance)  
*See Reserved Business (1) minutes*
3. **Reserved Business (1)** (No Staff in attendance)  
*See Reserved Business (1) minutes*

**MAIN MEETING – all in attendance**

4. **Welcome, Apologies & Declaration of Conflicts of Interests**
  - 4.1 Opening the main part of the meeting, Committee Chair, Emma van der Lugt, welcomed colleagues. A particular welcome was extended to Prof John Scott, CBE to this his first Audit Committee meeting.
  - 4.2 Apologies were received from Co-opted Board Member Jennie Walker.
  - 4.3 No conflicts of interest were declared. The full register was included in Part C.
  - 4.4 EvdL invited colleagues to ‘unstar’ items in Part B and Part C. None were identified.
5. **(i) Risk Management Update, inclusive of Risk Register (ii) Future Approach**
  - 5.1 The report was received; the priority Risk Register was enclosed. EvdL invited Vice-Chancellor, Prof Claire Taylor, and University Secretary & Registrar, Stephen Plant, to present an overview.
  - 5.2 SP guided the Committee through the analysis in the report, referencing the Risk Register as appropriate. SP highlighted key risks of student population, financial sustainability and cyber. He also flagged the new risk of going concern and cash flow, the latter in part due to revised loan conditions. The Committee discussed the mitigation in place to address these. Interim Assistant Finance Director, Kevin Dixon provided a summary of the enhanced financial monitoring which was being conducted.

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- 5.3 Director of Audit, Internal Auditors, Clarence Mpofo noted that, with SP, he was reviewing the risk management framework, sharing good practice and streamlining processes. CM would lead a risk workshop, on campus.
- 5.4 In response to a suggestion, the Committee agreed that OfS liquidity requirements should be added to the Risk Register. **ACTION: SP**
- 5.5 In response to the Committee's queries as to the mechanism by which they would be regularly informed of the cashflow position, EvdL noted that she would discuss the optimum approach to reporting and governance the following day at a meeting of the Executive Leadership Team (ELT) with the Chair of the Board. The separation of the Audit and F&R Committees' remit, with regard to financial monitoring would need to be established and how the relevant information would then be conveyed to these Committees, for example via a Chairs' report.
- 5.6 In response to a question around the Customer Relationship Management System, SP confirmed that this was marked as a priority initiative going forwards; SP provided an overview of what this would encompass. Vice-Chancellor Prof Claire Taylor noted that this would be part of the wider digital infrastructure work which was being developed.
- 5.7 With regard to the future approach to risk, SP explained ways in which this was being reviewed, by ELT and by the University Leadership Group (ULG) with support from TIAA. The aim was to contextualise risks, with a holistic, pragmatic approach to moving this forward. SP gave examples of how it may be appropriate for the Internal Audit (IA) Plan to flex to respond to shifting priorities and how it would work in tandem with the Marjon 2030 Strategy and reprised Key Performance Indicators (KPIs).
- 5.8 The Committee requested that an update regarding the reprised Risk Register be presented to the next Audit Committee meeting, in June. **ACTION: SP**
- 5.9 The Committee requested that interim reporting (via email or Teams call) be provided during this period of change arising from moving to new systems. **ACTION: CT, SP, KD**
- 5.10 The Committee thanked CT and SP for the report.

## 6. Internal Audit

### (i) Internal Audit (IA) Progress Report

- 6.1 The IA Progress Report (cover report; Statement of Internal Controls – SICA) was received. EvdL invited Director of Internal Audit, Clarence Mpofo, to provide an overview.
- 6.2 CM invited the Committee to review the assurances contained in the Progress Report; note the briefing notes on new developments and publications, notably around financial sustainability; to note the progress made in implementing audit recommendations. The Committee discussed and agreed changes to the focus of the IA Plan, for example the inclusion of partnerships, to reflect a sector-wide focus on outcomes and quality of provision. This would be prioritised over areas where there were no reported issues. The Committee agreed that a flexible and pragmatic approach to the IA Plan was appropriate.
- 6.3 The reports of two advisory reviews were included in the papers: Financial Monitoring and Budget Outturn for 2022/23 would be considered in Reserved Business; Value for Money had been discussed at Audit Committee M1 and the final report was noted in Part B. CM

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confirmed that he would discuss with KD the output from these reviews, to ensure appropriate scrutiny and triangulation of data.

- 6.4 In response to a question, CT confirmed that graduate outcomes formed part of the University's B3 registration conditions with the OfS and thresholds were carefully monitored internally at subject level via quality mechanisms.

#### **(ii) Internal Audit Recommendations**

- 6.5 The report was received. EvdL invited CM to present an overview.
- 6.6 CM invited the Committee to note the progress made in implementing audit recommendations. CM shared a screenshot of the TIAA portal. Following discussion, the Committee agreed that ELT should review the log, with a revised list of priority areas to come to the next Audit Committee meeting. **ACTION: CT, MAG**
- 6.7 CM was thanked for the report and update.

#### **Close**

In closing the main part of the meeting, EvdL invited colleagues to reflect upon whether discussions impacted on the current Risk Register or if changes were proposed. It was felt that risks were appropriately captured and no new risks or updates were identified. EvdL thanked the Director of Internal Audit for his contributions to the meeting.

#### **7. Reserved Business (2)**

*See Reserved Business (2) minutes*

*CM left the meeting.*

#### **8. Reserved Business (3) (No Auditors in attendance)**

*See Reserved Business (3) minutes*

#### **Part B**

The following reports were received and approved:

9. Minutes of Previous Meetings (M1 14.11.2023; Extraordinary Meeting 25.01.2024) were received as an accurate record and **APPROVED** with no amendments.
10. Committee Effectiveness, Terms of Reference, Membership, Cycle of Business and Meeting Dates 2024-25. The terms of reference were **APPROVED**.

The following reports were received for information with no queries:

11. TIAA Value for Money Report (Advisory)
12. Audit Update Report
13. Management Accounts
14. Office for Students (OfS) Returns – Update
15. Matters Arising from Previous Meetings

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**Part C**

The following report was received for information with no queries:

- C Register of Interests
- C12. Marjon Key Issues for Discussion Document (Final) – Bishop Fleming
- C12 Financial Statements 2022-23 (fully signed)
- C12 Higher Education Chair of Audit Notes of Discussion - HEPI
- C14 Annual Financial Return (AFR) - Workbook
- Register of Interests