



AUDIT COMMITTEE

**FINAL SIGNED Minutes of the Meeting held on Tuesday 19 November 2019
at 5.30pm in The Source, All Saints' Building, Worcester**

Present

Governors:

Kevin Gaffney	Chair
Steve Bolton	
Tony King	
Denis Miles	
Debbie Morris	
Sue Nicholls	

In Attendance:

Stuart Laverick	Principal
Nicki Williams	Vice Principal and Deputy Chief Executive Officer
Cherie Clements	Director of Finance
Charlotte Swain	Vice Principal Vocational and Technical Education – Item 18.1 only
Lesley Baker	Director – Hair & Beauty, Health & Social Care and Early Years – Item 18.1 only
Tony Felthouse	Senior Manager, KPMG (External Auditors)
Asam Hussain	Director, RSM Risk Assurance Services LLP (Internal Auditors)
Sue Frost	Clerk to the Corporation

Action

18.1 T-Levels and Associated Risks

i) The Vice Principal Vocational and Technical Education and the Director – Hair & Beauty, Health & Social Care and Early Years gave an informative presentation and answered Members' questions. Key points were:

- T-levels are a new, high quality, level 3 technical study programme lasting two years with 900 hours (A three A Level Study programme would be 600 hours)
- T levels include a technical qualification (Core content and an occupational specialism), a substantial industry placement (315 hours over two years) and English, maths and digital content which students must achieve to level 2 to pass
- The College was in wave two for 2021/22 delivery on two routes, Childcare and Education and Digital
- Funding was banded in sizes, for example medium T level 1,450 average planned hours, 1,350 minimum planned hours, £9,670 per T level, £4,835 per year
- Industry placement funded at £550 per T level, £275 per year, year two funding could be conditional on completion

- ii) The key risks associated with the qualifications were:
- The lack of understanding of T levels in schools, students, parents, and employers
 - Unknown expectations in terms of returns to the Education and Skills Funding Agency
 - English and mathematics as a condition of passing
 - Group sizes and impact on curriculum planning
 - Large industrial placement – availability, accessibility, suitability, issues where students already have a part time job, sustainability, location, costs when Capacity Development Funding ends
 - Delay in availability of course specifications and the impact on planning, resources, staff skills and development and marketing
 - Lack of certainty around future of existing level 3 qualifications such as BTEC
 - Complex grading system, achievement only at the end of year two and T levels might not be accepted by all Universities
 - Employers might take on students full time before completion
 - Thin margins.

Sue Nicholls joined the meeting at this point.

- iii) Risks were mitigated by:
- Inclusion on and monitoring through Risk Register
 - Two years of Capacity Development Funding to build employer placements (currently 20% of students, 30% of students in 2020/21)
 - Wave two so can learn from earlier deliverers
 - CRQ Directors and Leaders are engaging in wide range of networking meetings and events
 - Working with the Education Training Foundation (ETF) to develop a Continuing Professional Development strategy
 - Development of the CODE area at Worcester
 - Careful selection of curriculum areas (relevant, learner experience, resources and expertise)
 - ETF training for Governors was available

- iv) The Audit Committee **RECEIVED** a presentation from the Vice Principal Vocational and Technical Education and the Director – Hair & Beauty, Health & Social Care and Early Years on T-levels and associated risks.

The Chair thanked the staff for their presentation and College staff members and the auditors left the meeting at this point

18.2 Audit Committee Concerns

- i) Members were invited to raise any issues which they wish to discuss in the absence of College Management and Auditors and all confirmed that there were none.

Tony Felthouse, Senior Manager, KPMG and Asam Hussain, Director, RSM Risk Assurance Services LLP returned to the meeting at this point

18.3 Auditor Concerns

- i) The Auditors were invited to raise any issues which they wish to discuss in the absence of College Management and all confirmed that there were none.

The Principal, Vice Principal and Deputy Chief Executive Officer and Director of Finance returned to the meeting at this point.

18.4 Apologies

- i) Apologies were received from Lucy Hodgson. The Chair asked for congratulations to be passed on to Louise Tweedie on her promotion to Partner with RSM.

18.5 Declarations of Interest

- i) Members were asked to declare any Interests, financial or otherwise, which they may have in any Agenda Item and all confirmed that they had no interests to declare.

18.6 Minutes of the Previous Meeting

- i) Two minor amendments were highlighted in the papers. The Audit Committee **APPROVED** the revised Minutes of the meeting held on 25 June 2019 as an accurate record for signature by the Chair.

18.7 Matters Arising

- i) The Clerk to the Corporation reported that seven actions had been completed, four would be considered in the course of the meeting, two had been superseded and one carried forward.
- ii) The Audit Committee **MONITORED** action taken, and remaining to be taken, in respect of Matters Arising from the Minutes of previous meetings.

18.8 Determination of Any Other Urgent Business

- i) There were no other items of urgent business.

18.9 Audit Committee Performance Review

- i) The Clerk to the Corporation reported on the three elements of Audit Committee performance:
- Assessment of compliance with the Terms of Reference. The report in the papers indicated one potential area of non-compliance with regard to reviewing and recommending changes to the Financial Procedures to the Corporation. Members agreed that this should be brought into line with the Scheme of Delegation.
 - Assessment of effectiveness. The Clerk to the Corporation thanked the ten respondents had completed the Audit Committee Effectiveness Aide-Memoire. Effectiveness was considered as 71% 'All of the time/Fully satisfactory, 27% 'Most of the time/Above average' and 2% 'Not applicable' across the range of areas covered, an improvement on the previous year.
 - Benchmarking attendance. Audit Committee Members noted that attendance was at 86%, an improvement on the 78% in 2017/18 and just above the Corporation's combined target of 85% for the Corporation and all Committees.
- ii) The Clerk to the Corporation drew Members' attention to the comments under the Audit Committee Effectiveness Aide-Memoire scores. Members noted that although auditors had again commented upon the

Principal's attendance (across the sector, a number of colleges did not allow the Principal to attend, the risk being that as natural leaders, Principals could lead discussions) they had "noted no issues at all in this regard. The Principal allows the discussion to take its course and adds useful and appropriate context". Members agreed that there was merit in considering FE Commissioner investigations and challenging the College's processes in this context to improve effective governance. **CC**

iii) Members noted changes proposed to the Terms of Reference to reflect the requirements of the Post-16 Audit Code of Practice 2018 to 2019 and the Statement of Governance Principles and Scheme of Delegation. **CC**

iv) The Audit Committee

- **MONITORED** its effectiveness in 2018/19 and concluded, based on compliance with Terms of Reference, Audit Committee Effectiveness Aide-Memoire responses and attendance that it was adequate and effective
- **REVIEWED** the Terms of Reference for the Audit Committee and **AGREED TO RECOMMEND** changes to the Corporation for approval on 17 December 2019. **CC**

18.10 2018 – 19 Financial Statements

i) Engagement Letter

The Audit Committee **NOTED** that the Engagement Letter with KPMG for 2017/18 remained in place.

ii) Regularity Self Assessment Questionnaire

The Director of Finance explained that the Regularity Self Assessment Questionnaire (RSAQ) was completed by the Director of Finance and Clerk to the Corporation for the External Auditors to inform the Regularity Audit. It included finance and governance items. There were no areas of non-compliance to report. The Principal stated that as accounting Officer he took comfort from the RSAQ and thanked the staff involved and the Audit Committee Chair agreed.

The Audit Committee **REVIEWED** the Regularity Self Assessment Questionnaire and **RECOMMENDED** that the college accounting officer and Corporation Chair sign it and that it should be included in the Corporation Supporting papers pack for information. **P/ Corp Chair CC**

iii) External Audit Report to the Audit Committee

Tony Felthouse, Senior Manager, KPMG, presented key findings from the External Audit Report to the Audit Committee. The three significant risks were Revenue recognition, Management override of controls and Valuation of pension assets and liabilities which were standard across colleges. There were no significant concerns arising from the audit work in these or other areas. There were no misstatements, which was a credit to the finance team, and two low risk control deficiencies which did not affect the numbers. The list of outstanding matters was fairly standard at this time and would be resolved before the Corporation meeting.

A substantive issue had been identified with reference to guaranteed minimum pension allowances which were calculated to 2021 but thereafter. Further discussion was being held to resolve this and refine

exactly what was required. This might require input from Mercers, Actuaries, at a cost to the College in order to assess the level of materiality.

With respect to the minor control deficiencies, the Director of Finance stated that all supplier amendment documentation was now being entered onto the system but that all checks had been carried out. A new legal company had been engaged in respect of bad debts and a write off would be effected following their assessment of recoverability.

The Audit Committee Chair thanked the Director of Finance and the Finance Office Team for their hard work on the Financial Statements and for their assistance in the audit process which had produced such a clean report.

The Audit Committee

- **REVIEWED** the findings of the audit with the external auditor
- **AGREED TO ADVISE** the Corporation that no material control issues were identified in the External Audit Report to the Audit Committee in respect of the accounts of Heart of Worcestershire College for the year ended 31 July 2019
- **AGREED TO RECOMMEND** that the Corporation receive the revised final External Audit Report to the Audit Committee for the year ended 31 July 2019 at the meeting on 17 December 2019.

**KPMG/
DF/ CC**

iv) Letter of Representation

One Member questioned the inclusion of a sentence in red referring to uncorrected misstatements and Tony Felthouse Senior Manager, KPMG, agreed that this would be removed. The Audit Committee Chair questioned whether the Corporation Chair (required to sign the letter) could attest to all the statements. The external audit view was that the Corporation Chair did so by drawing on the assurances from management and the Audit Committee.

**KPMG/
DF/ CC**

The Audit Committee **RECEIVED** confirmation from College Management that the contents and representations in the Letter of Representation are appropriate, that risk management and internal controls had operated effectively in their areas of responsibility throughout 2018/19 and that that the College has complied with the Financial Memorandum.

The Audit Committee **REVIEWED** the Letter of Representation for the year ended 31 July 2019 and **AGREED TO RECOMMEND** the final revised version to the Corporation for approval on 17 December 2019.

CC

v) Going Concern Review

The papers included a report covering the Financial Plan, Cash and Reserves, Loans and Covenants, Financial Health, Sources of Funding and Budgeting as well as cashflow forecasts to July 2021. The Director of Finance stated that the worst case scenario had been presented and the College was benefitting from an increase in numbers, increased high needs students and an increased income. In answer to a question from the Chair, there were no concerns in the month 3 Finance Report.

The Audit Committee **RECEIVED** confirmation from College Management that the Going Concern basis remains appropriate and

RECEIVED the cashflow forecast for the period to 31 July 2021, **NOTING** that the cash flow forecast would be extended to December 2021 for the Corporation meeting on 17 December 2019. **DF/ CC**

vi) Financial Statements

The Director of Finance stated that the Financial Statements showed an operating deficit of £197K before restructuring and pension costs charged to the Statement of Comprehensive Income, and a deficit of £1,431K after these charges. The Total Comprehensive Income for the year was £13,258K after the significant actuarial loss in respect of pension schemes of £11,827K. There were no significant changes between the draft and final Financial Statements.

An additional provision would be added for litigation in respect of three potential claims. The Director of Finance reminded Members that the pension adjustment discount factor reduction meant that the scheme needed to earn more to meet its liabilities. The Chair questioned the provision for 3% staff salary increases within the calculations, which the College had challenged before, but the Director of Finance said that this was appropriate because of the impact of changes to the National Minimum Wage. The Director of Finance agreed to add in some details from the new pension valuation as context for the pension deficit. Members who had identified typographical errors should report them to the Director of Finance.

The Audit Committee:

- **MONITORED** the integrity of the annual Financial Statements, reviewing significant financial reporting issues and judgements which they contained
- **REVIEWED** the Statement of Corporate Governance and Internal Control
- **AGREED TO RECOMMEND** the Heart of Worcestershire College Financial Statements for the year ended 31 July 2019 to the Corporation for approval on 17 December 2019 **SUBJECT TO:** **CC**
 - full internal review
 - an additional provision for litigation
 - additional pension text
 - minor amendments such as the correction of typographical errors
 - final review from the Audit Committee Chair **DF/ Chair**

vii) Teachers Pension Statement

The papers included the Engagement Letter which had been signed by the Corporation Chair in order for KPMG to provide the certificate for the Teachers' Pension Deadline in September. This would be in the Supporting papers in future years. The End of Year Certificate to the Teachers' Pension Scheme for the year ended 31 March 2019, confirming contributions deducted and paid over was also included, with two immaterial differences identified. **CC**

The Audit Committee **NOTED** the Engagement Letter with KPMG and **RECEIVED** the Teachers' Pension Statement which would proceed to the Corporation on 17 December 2019. **CC**

viii) Subsidiary Company Accounts

The College had two subsidiary companies which filed dormant accounts. The companies would hold Annual General Meetings to approve their accounts on 17 December 2019. The companies were retained for potential future use and for VAT reasons for NEWCEL. A brief explanation for this would be provided with the next year's accounts. **DF**

The Audit Committee **NOTED** the Molinna Ltd and NEWCEL Accounts.

18.11 Internal Audit Annual Report 2018/19

i) Asam Hussain, Director, RSM Risk Assurance Services LLP presented the Annual Report. The audit opinion was amber-green: "The organisation has an adequate and effective framework for risk management, governance, internal control and economy, efficiency and effectiveness. However, our work has identified further enhancements to the framework for risk management, governance, internal control and economy, efficiency and effectiveness to ensure that it remains adequate and effective". The report included a summary of the work completed during the year, which the opinion was based upon. The College had continued to direct reviews to high risk areas and areas influenced by changed legislation, policy or procedures where recommendations were likely to arise to add value. It was therefore unlikely that the College would receive a green opinion.

ii) The Audit Committee **AGREED TO ADVISE** the Corporation that there were no significant issues arising from the Internal Auditor's Annual Report for the year ended 31 July 2019 which concluded that the College framework was adequate and effective with scope for further enhancement and **AGREED TO RECOMMEND** that the Corporation receive the Internal Audit Annual Report at the meeting on 17 December 2019. **CC**

18.12 Audit Committee Annual Report

i) The Clerk to the Corporation talked Members through the draft Audit Committee Annual Report agreeing wording to be used from reports included as Agenda Items and in the conclusion sections. Members were in agreement with the proposed wording but asked for the training received by new Members to be added. **CC**

ii) The Audit Committee

- **PRODUCED** the Audit Committee's Annual Report to the Corporation for the year ended 31 July 2019
- **DELEGATED** authority to the Audit Committee Chair to approve the final version for submission to the Corporation on 17 December 2019. **AC Chair/ CC**

18.13 Risk Register and Assurance Framework

i) Risk Management 2018/19 Report

The Vice Principal and Deputy Chief Executive Officer presented the Risk Management Annual Report, which summarised the approach review and actions taken in 2018/19, and the operation of the Risk Management Policy and the development of the Risk Register from merger to the present.

In answer to Members' questions, the Vice Principal and Deputy Chief Executive Officer stated that subcontracting was covered in several entries on the Risk Register. The risk profile had changed from

2017/18 with more risks and more at high and medium levels. This was due in part to student number risks, Office for Student requirements and Brexit. Governors asked whether there should be a risk associated with climate change, given the flooding around Worcester, but staff felt that College premises were unlikely to be affected and that the risks were mitigated by having several separate buildings.

The Audit Committee **REVIEWED** the Risk Management Annual Report 2018/19 and **AGREED TO RECOMMEND** it to the Corporation for approval on 17 December 2019. **CC**

ii) Risk Management Plan 2019/20 and Strategic Risk Register

The Vice Principal and Deputy Chief Executive Officer presented the Risk Management Plan 2019/20 and the Strategic Risk Register – Autumn Term 2019. There were no changes to the plan except for job titles.

The full Risk Register was available on the Governor Portal. All changes to the full Risk Register were listed and the Strategic Risk Register for Autumn term 2019 with changes highlighted and a summary page showing the scoring and classification of all risks were included in the papers. Some risks had been divided into two to provide more detail. Student number risks had reduced, reflecting strong recruitment.

Members considered how to monitor risks and what topics might be suitable for Risk Presentations. Members requested Cybersecurity and FE Commissioner Report themes. Cybersecurity had been the subject of a detailed internal audit and follow up and the College had experienced a live restoration in Worcester due to an unplanned server shut down. As the College was moving towards a new standard the Vice Principal and Deputy Chief Executive Officer agreed that an update was appropriate. The Clerk to the Corporation could bring governance themes out of the FE Commissioner Reports. The Vice Principal and Deputy Chief Executive Officer also agreed to produce the College response to the “Considerations for governors” questions posed in the RSM Progress Report briefing, “Further education risk register analysis”. **VPDCEO**
CC
VPDCEO

The Audit Committee:

- **CONSIDERED** the Audit Committee’s approach to monitoring the Risk Register in 2018/19
- **AGREED TO RECOMMEND** the Risk Management Plan 2018/19 to the Corporation for approval on 17 December 2019 **CC**
- **MONITORED** and **AGREED TO RECOMMEND** the College Autumn Term 2018 Strategic Risk Register to the Corporation for approval on 17 December 2019

18.14 Local Government Pension Scheme (LGPS)

i) The papers included Mercer’s report “Worcestershire County Council Pension Fund - Local Government Pension Scheme FRS 101/102 Pension Scheme Accounting Figures September 2019 As At 31 July 2019” with reference to the College. Information about pension accounting, the LGPS triennial valuation as at 31 March 2019 and Guaranteed Minimum Pension (GMP) Equalisation was also provided.

The Director of Finance explained some issues around pension accounting discount factors, provision for the McCloud case and the latest actuarial valuation.

- ii) The Audit Committee:
 - **CONSIDERED** pension accounting as requested at the Corporation meeting on 8 October 2019
 - **RECEIVED** an update on the LGPS triennial valuation as at 31 March 2019

18.15 Bournville College Investigation

i) The Clerk to the Corporation explained that the Chief Executive of the Education and Skills Funding Agency (ESFA) had written to College Corporation Chairs about a report into an investigation into practices at Bournville College between 2011 and 2015 undertaken in 2015 to 2016. The activities that took place during the period covered by the investigation clearly fell significantly short of the expectations for college governance and oversight of expenditure. Governors were asked to be vigilant about identifying and challenging activity or behaviour that appears inappropriate and Corporations were urged to review the recommendations included in the report.

ii) The Clerk to the Corporation had extracted key statements from the letter and the report and analysed these against College practice with the help of the Director of Finance and the Regularity Self Assessment Questionnaire, an earlier Agenda Item which provided further detail about the control environment. The College was protected from poor practice by a range of controls, including:

- Financial Regulations
- Financial Procedures
- Internal Audit programme, particularly annual Key Financial Controls and Student Data Audits
- External Audit of Financial Statements and Regularity
- External Audit of Subcontracting provision

The Principal and Vice Principal and Deputy Chief Executive Officer felt that adherence to the Heart of Worcestershire College values of trust and integrity also helped to ensure that data returns were appropriate. The papers included actions to address potential improvements which the Audit Committee endorsed. Members noted that the Principal and Vice Principal and Deputy Chief Executive Officer's expenses were included the Financial Statements and were less than £1200 in 2018/19.

- iii) The Audit Committee:
 - **RECEIVED** the letter from Eileen Milner, Chief Executive, Education and Skills Funding Agency, circulated by email 18 July 2019
 - **RECEIVED** the Education and Skills Funding Agency's Investigation Report on Bournville College
 - **REVIEWED** an analysis of observations/ recommendations against the Heart of Worcestershire College position and **AGREED** that the actions identified should be taken forward

CC

18.16 Subcontracting Assurance

i) The papers included a letter from the Chief Executive of the Education and Skills Funding Agency raising concerns about control oversight

and management of subcontracted provision. The Principal reported that the response to the letter was by a hyper link to a page where he confirmed that he had received the letter and that College practice was appropriate in respect of subcontracting. The College continued to appoint subcontracting control auditors and their final "Advisory Audit Report 18/19 Sub-Contracting Certificate (External Assurance Review)" was included in the papers. No recommendations were made.

- ii) The Audit Committee:
- **RECEIVED** the letter from Eileen Milner, Chief Executive, Education and Skills Funding Agency, to the Chair and Principal dated 3 October 2019
 - **NOTED** the Principal's response
 - **RECEIVED** the annual external audit subcontracting audit report from ICCA

18.17 Annual Procurement Report

i) The Director of Finance presented the Procurement Report which included a review of procurement activity during 2018/19 including spend values that exceed £50,000 during the year and initial plans for 2019/20. Governors were pleased to hear that the intercampus bus service provided by Diamond Bus Ltd was excellent.

- ii) The Audit Committee **REVIEWED** the Procurement Report for 2018/19 and **AGREED TO RECOMMEND** it to the Corporation for monitoring on 17 December 2019. **CC**

18.18 Whistleblowing Procedure

i) The Clerk to the Corporation explained that the Whistleblowing Procedure originally approved had been changed as a result of comments made by the Trades Unions and by wording changes suggested by Eversheds Sutherland in response to the comments. A tracked changes version was available in the supporting papers. The Vice Principal and Deputy Chief Executive Officer advised that it was best practice to report the extent of the changes to the Union but not to consult further. **CC**

- ii) The Audit Committee **CONSIDERED** the revised Whistleblowing Procedure and to **AGREED TO RECOMMEND** it to the Corporation for approval. **CC**

18.19 Department for Education (DfE) Governance Guide - Follow Up UK Corporate Governance Code

i) The Clerk to the Corporation reminded Members that as the College had not adopted one of the three possible codes, the relevant statement in the Annual Report was "We have not adopted and therefore do not apply the UK Corporate Governance Code. However, we have reported on our Corporate Governance arrangements by drawing upon best practice available, including those aspects of the UK Corporate Governance Code we consider to be relevant to the further education sector and best practice." Compliance with the provisions had been considered on 25 June 2019 and the analysis had been updated to reflect compliance with the Annual Report and Financial Statements reporting elements.

- ii) The Clerk to the Corporation reported that, in the main, there was text in the Annual Report in respect of all of the headings, but the it did not follow the format in the UKCGC provisions, frequently setting out the approach taken (for example by the Remuneration Committee to its work) rather than providing a detailed summary of the year's activity. The Annual Report had been considered earlier in the meeting. Members agreed that it was not necessary to make textual changes to the Annual Report in future years to better reflect the UKCGC. The compliance exercise had been interesting, and some actions had resulted, but it UKCGC would always be more relevant to companies than to Colleges which followed the "Casterbridge College" Accounts model.
- iii) Actions agreed and remaining were:
- 14. Published Role Descriptions. Written, Chair and Vice Chair role descriptions had been revised and would be made publicly available with that of the Principal on the website once agreed by the Corporation on 17 December 2019. **CC**
 - 21. Assessing Chair Performance. Members would be asked to assess the Chair's performance in 2019/20 and triennially and this would complement the current two way one to one dialogue sessions and Corporation self assessment. **CC**
 - 41. Remuneration Committee Work. A Remuneration Committee Annual Report, compliant with the Senior Post Holders Remuneration Code, would be placed on the website after Corporation approval on 17 December 2019. **CC**
- iv) The Audit Committee **CONSIDERED** the extent of College compliance with the UK Corporate Governance Code and **AGREED** that the disclosures were appropriate.
- 18.20 Students Union Accounts**
- i) The Audit Committee **AGREED TO RECOMMEND** the Students' Union Accounts for the year ended 31 July 2019 to the Corporation for approval on 17 December 2019 **NOTING** that an activity report would be provided for that meeting. **CC**
- 18.21 Internal Audit**
- i) Asam Hussain, Director, RSM Risk Assurance Services LLP (Internal Auditors) presented the Progress Report. The first block of fieldwork had been completed and the debriefing meeting was pending. The findings were positive and would be reported to the next Audit Committee meeting. Several briefings were attached to the report including the Risk Report referred to earlier in the meeting and information about Fraud which suggested a review. Managers were happy that there was a Fraud Policy in place and that this had been tightened up in respect of an incident in the College in the previous year. The Clerk to the Corporation stated that the specific requirements of the Post-16 Audit Code of Practice would be considered in the spring term review of Whistleblowing, Fraud and Anti-Bribery Policies. **CC**
- ii) The Audit Committee **RECEIVED** the Progress Report from RSM.
- 18.22 Any Other Urgent Business**
- i) There was no other urgent business.

18.23 Date and Time of Next Meeting

- i) This date was to be confirmed as the Chair had requested a move from CC the planned date of Tuesday 10 March 2020.

The Auditors left the meeting at this point

CONFIDENTIAL ITEMS

- 18.24** These Matters are recorded as Confidential Minutes 1 of 1.

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18.26

The meeting closed at 7.40pm.

Signed:

Date:

Sue Frost
Clerk to the Corporation
20 November 2019