Audit & Risk committee Meeting

Minutes of the meeting held on Tuesday 3rd March 2026
5.00pm - 7.00pm, TEAMS

Present	Amirun Nehar – Chair of A&R Committee Sarah Horton-Walsh Harrison Thompson Michael Burnett – External Member Tony Worth – External Member
In Attendance	Heather Hunt – Deputy Principal and CFO, Pete Haynes – Vice Principal HR & Student Services, Nancy Buckley - Vice Principal Business Growth, Skills & Partnerships, Sam Bromwich – Director of Corporate Governance, Risk & Compliance, Laura Gough – Bishop Fleming LLP, Dave Gartside – Director of Digital Transformation and IT.
Apologies	Dave Nanda, Rebecca Gater – Principal & CEO.

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1. **Welcome and Apologies for Absence**
   The Director of Corporate Governance, Risk & Compliance advised that, as the college's *Solihull Unplugged* day was simulating a cyber-attack, the meeting was being held via a temporary Zoom account. As a result of the account's limitations, participants would need to leave and rejoin the meeting after 40 minutes.

   The Chair welcomed everyone to the meeting. Apologies were received and accepted from Dave Nanda and Rebecca Gater – Principal & CEO.

2. **Declarations of Interest**
   None declared.

3. **Minutes of the previous Audit & Risk Committee meeting and Actions Report held on 25th November 2025.**
   The previous minutes of the Audit & Risk committee meeting held on 25th November 2025 were received and **APPROVED.**

3.1. Matters arising

None to be reported.

3.2. Feedback from the extra A&R Committee regarding the Internal Audit Plan 2026/27
The notes from the extra A&R committee meeting regarding the Internal Audit Plan 2026/2027 were **NOTED.**

3.3. Actions
The actions of the previous meeting on were reviewed and **NOTED.**

The Director of Corporate Governance, Risk & Compliance reported that all actions are complete or will be complete after the meeting, including a scheduled meeting with RSM, a cyber presentation, and a fraud risk assessment.

4. **Chair's Action**
   None to be reported.

5. Membership Update

None to be reported.

6. Board Assurance Presentation – Cyber Risk

The Director of Digital Transformation and IT joined the meeting. The Committee received a presentation on cyber risk, focusing on the risk of the college being unable to continue day-to-day operations following a cyber-attack.

Key points noted included:

- The college is operating on the basis of *when*, not *if*, a cyber-attack occurs.
- Early adoption of multi-factor authentication (2019) had significantly strengthened resilience.
- Sector intelligence indicating high prevalence and cost of cyber incidents across FE.
- Ongoing risks linked to bring-your-own-device usage and third-party suppliers.
- Strong assurance mechanisms including Cyber Essentials certification, regular penetration testing, managed detection and response, and repeated cyber preparedness exercises (including *Solihull Unplugged*).

The Committee noted planned next steps, including further cyber deep dives, the implementation of device compliance rules, enhanced patch management solutions, and the development of student-focused cyber training.

The Committee sought clarification and provided challenge in the following areas:

- ***Clarification was requested*** on the meaning of *limited assurance* arising from RSM's review of cyber incident response plans. It was explained that while the overarching college plan was sound, some localised plans required strengthening, which would be addressed through targeted cyber deep dives.
- ***Governors queried*** whether any actions arising from recent penetration testing were overdue and whether this could impact insurance cover. It was confirmed that a follow-up review was scheduled and that a summary of progress against penetration test actions could be provided.
- ***A query was raised*** regarding whether governors were covered by MFA controls. It was confirmed that MFA is in place for all user accounts accessing college systems.
- The Committee discussed the residual risk score and agreed that, despite extensive mitigations, cyber risk should remain a standing and high-priority item on the agenda. **ACTION**

7. Risk Management & Board Assurance Report

The report presented the latest risk reports including Top Key Risks; the Strategic Risk Register and Board Assurance Framework 2025/26; and the Fraud Risk Assessment

<u>Risk Management Report</u>

The Committee received the Risk Management Report and noted:

- Cyber security remains the top strategic risk.
- Other key risks include recruitment challenges and achievement rates.
- Strategic risks are reviewed regularly at both Corporation and Audit & Risk Committee level.

The Committee was updated on the implementation of the new GRC system, including the decision to fully refresh the risk register rather than migrate historic data. It was noted that the system would enable more sophisticated reporting, including risk heat maps, assurance reports and emerging risk analysis.

The Committee discussed the importance of alignment between top-down strategic risks and bottom-up operational risks, recognising this as a measure of organisational risk maturity.

<u>Fraud Risk Assessment</u>

The Committee noted the introduction of a new Fraud Risk Assessment, developed in response to recent legal and regulatory changes and previously agreed actions. The assessment had been developed in consultation with relevant risk owners across the college.

The Committee received an update on the Fraud Risk Assessment. It was noted that feedback had been provided in advance and reflected in the revised document.

A governor queried the wording in the covering paper regarding organisational liability for fraud, noting that liability arises where reasonable fraud prevention procedures are not in place, rather than automatically where fraud occurs. The Director of Corporate Governance Risk & Compliance acknowledged the point and confirmed that the narrative would be amended to more accurately reflect the legislative position. **ACTION**

Governors queried the mitigation referenced in relation to subcontracting, specifically the role of "growth and excellence" (now referred to as "GERS") reviews.

Governors queried the mitigation referenced in relation to subcontracting, specifically the role of "growth and excellence" (now referred to as "GERS") reviews. The Director of Corporate Governance Risk & Compliance explained that subcontracted provision is reviewed in the same way as internal provision, including learning walks, learner discussions, portfolio reviews and data analysis. It was noted that this is part of the quality team's regular improvement review process. ***A governor suggested*** that additional narrative would be helpful to explain this mitigation more clearly. **ACTION**

The Committee discussed future Board assurance presentations, noting that the focus for the year was on key risk areas and gaps in assurance. A proposal was made for a future assurance presentation from Jisc, particularly in light of ongoing work on AI and digital risk. Members agreed that an external perspective would be beneficial. The Committee supported the proposal. **ACTION**

With there being no further comments or questions the reports were **NOTED.**

8. Internal Audit Plan

8.1 Internal Audit Reports

The Committee received the Internal Audit report on the Careers Advice Framework, which provided a Substantial Assurance opinion with one low-priority action.

It was noted that:

- The College had assessed itself as fully compliant with the Gatsby principles.
- Internal Audit focused on validation against the Impact Maturity Model as part of an IoC pilot.
- Audit findings confirmed the College's self-assessment.
- The key action related to developing and fully implementing the action plan arising from the maturity model.

A governor queried whether the scope of the audit had been sufficiently wide, noting that "green" reports do not always provide the strongest assurance. RSM confirmed there were no control weaknesses identified. The assurance reflected the College's current position and progress, with further development actions already identified through the maturity model. It was also noted that not all future audits were expected to result in substantial assurance.

The committee **NOTED** that a Careers Strategy was not yet in place but was already in development, with plans for completion around Easter and subsequent presentation to Corporation.

8.2 Internal Audit Progress Report

The Committee received the Internal Audit progress update and noted that delivery of the plan remained on track. The following points were highlighted:

- Third Party Risk Management review at draft stage.
- Key Financial Controls review nearing draft stage.
- Learner Number Systems audit brought forward for timely reporting.
- Protect and Prevent audit deferred to July to allow further internal preparation.
- Ongoing follow-up work on cybersecurity.
- Reminder of the Employment Rights Act implementation from 1 April, with implications for HR policies.

Governors queried readiness for compliance with the Employment Rights Act. It was confirmed that relevant policies were being presented to Corporation later in March and that other aspects were already compliant.

With there being no further comments or questions the reports were **NOTED.**

9. Health and Safety Update Report

The report provided a Termly Health and Safety report covering accident statistics, activities that have taken place during the year to date and to outline how the College has carried out its duty of care regarding Health and Safety.

The key points were **NOTED:**

- The appointment of a new Health & Safety Manager.
- No significant trends identified.
- Ongoing work on antisocial behaviour and traffic management at Blossomfield and Woodlands campuses.

Members noted that the report format may evolve once the new post-holder is established.

10. Policies

None.

11. Confidential

11.1 External Auditor Performance Review

The Committee received the review of external audit performance and noted a significantly improved working relationship with Bishop Fleming, with no issues of concern identified.

The Committee **APPROVED** the recommendation to re-appoint Bishop Fleming as External Auditors for the 2025/26 audit year.

11.2 Internal Auditor Performance Review

The Committee received the Internal Audit performance review and noted improved performance compared to the previous year, reflecting improved continuity and working arrangements.

11.3 Additional Audit work – Subcontracting

The Committee discussed proposed additional audit activity relating to subcontracting, as detailed within the report. It was noted that fees were still to be confirmed.

The Committee **APPROVED the additional work in principle**, delegated to the Chair as a Chair's Action once fees were confirmed. **ACTION**

12. Items for Information

12.1 Implementation of Audit Recommendations

The Committee noted the move to a new system for tracking audit actions, which would allow:

- Direct input from RSM.
- Improved monitoring and evidence upload.
- Potential future access for governors, subject to agreed permission levels. **ACTION**

13. Any Other Business

Members were informed that:

- An External Board Review was commencing imminently.
- The Audit & Risk Committee would be observed as part of the process.
- Governors would be asked to provide feedback.

The Committee also noted and thanked staff for their work in supporting a live Cyber Simulation exercise held on the day of the meeting.

14. Date and Time of Next Meeting

Dates were confirmed as per the agenda.

The meeting concluded at 7.00pm.