



## The Henley College Corporation

### MINUTES of the Meeting of the Audit Committee held on Tuesday 14 April 2020 at 13.30

<b>Members Present:</b>		
Brian Fennelly Mohammed Khaliel Dr Tim Lincoln Tony Sanderson	Independent Member Independent Member Independent Member Co-opted	
<b>In attendance:</b>		
Satwant Dool Ashok Patel Jacky Gearey	Principal Director of Finance (DoF) Clerk	
Agenda Item	Minutes	Action by
2.1	<p><b>Opening of meeting</b> The meeting opened at 13.45 With the explanation that the meeting had been rescheduled due to the coronavirus outbreak and the recent IT issues at the college</p>	
2.2	<p><b>Apologies for Absence</b></p> <ul style="list-style-type: none"> <li>1. James McCaffney</li> <li>2. Dakshita Takodra - furlough</li> <li>3. Jeni Wood - medical</li> </ul>	
2.3	<p><b>Declaration of Interests</b> There were no declarations of interest.</p>	
2.4	<p><b>Election of Chair</b> Brian Fennelly was elected as Chair of the committee</p> <p><b>Resolved that: Brian Fennelly was elected as the Chair of the committee</b></p>	
2.5	<p><b>Minutes of Previous Meeting</b> The minutes of the meeting 4 November 2019 were approved as an accurate record of the meeting and signed by the Chair.</p> <p><b>Resolved that: the Committee agreed that the Minutes were an accurate record of the meeting of 4 November 2019 and were signed by the Chair.</b></p>	
2.6	<p><b>Matters Arising from Previous Meetings</b></p> <p>Item 1.13 – Fraud Policy - FD confirmed that both the “de minimus” reference and the rewording of clause 2.2 had been actioned.</p> <p>Item 1.14 – GDPR – the Principal explained that the college used “TurnITon” for the DPO element and that the Head of HR had confirmed that this was robust in the college.</p> <p>The committee asked about the GDPR provision of 9line consulting and “TurnITon”. The Clerk explained that 9line consulting had been brought in to set up the GDPR processes but were unable to provide the services of a DPO. TurnITon provided the latter and had been recommended by a local school moreover the company provided such services to numerous other schools and colleges. The committee did ask further questions about GDPR but this was to be covered under item 2.10.</p> <p>There were no further matters arising.</p>	

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2.7	<p><b>Internal Audit Report</b></p> <p>TIAA Ltd had carried out an extensive governance health check involving interviews with the relevant personnel and a thorough check of documents and processes. Review of this documentation and assessment against the Audit's risk criteria noted that, in 19 out of 21 criteria, there was documentary evidence in place to demonstrate that appropriate arrangements were in place and matters had been considered and action taken if considered necessary. The following two points were raised:</p> <ul style="list-style-type: none"> <li>• Review of documentation noted there were issues around performance of Governors, specifically the level of challenge and distinction between operational and strategic matters. The clerk confirmed that the Governors' Away day had included a session on this specific topic regarding the Governors' roles. The committee felt that this was particularly serious, had to be monitored and that any over enthusiasm needed to be curbed. Therefore, the committee suggested that going forward a reminder is to be sent to all governors at the beginning of each academic year highlighting the importance of nor blurring the strategic with the operational role. The Principal confirmed that pursuant to the away day this was now not an issue. The clerk said that she would send out a reminder to all governors regarding this at the beginning of each academic year.</li> <li>• The issues of a governor's appraisal to be carried out – the Clerk said that the appraisal document that had been agreed with the Chair of the Board would be sent to the committee for information.</li> <li>• A recommendation was also made to ensure leads are assigned to all risks as well as the SLT to ensure accountability. The FD confirmed that this was now in hand albeit there were some risks which are covered by the SLT as a whole.</li> </ul> <p>There were no further questions.</p> <p><b>Resolved that:</b></p> <ul style="list-style-type: none"> <li>(i) The Appraisal Review – Governance Health Check for 2019-2020 was received by the committee</li> <li>(ii) The Clerk to send a reminder to all governors at the beginning of each academic year regarding the strategic nature of their role.</li> <li>(iii) The Clerk to send the new governor's appraisal document to the committee for information</li> </ul>	
2.8	<p><b>Risk Management</b></p> <p><b>SLT Risk Management Group minutes</b> – these were presented and noted. The Risk Management Group (RMG) had met on 6<sup>th</sup> February 2020 and was attended by the Vice-Chair of Corporation and a member of the audit committee. The College had changed its whole approach to measuring and assessing risk in 2019 and it was agreed that this was a more streamlined and simplified process on the whole. It is mindful of the emerging risk positions, especially in relation to those risks which may lead to health, injury/loss of life and financial risks. The SLT agenda allows for such emerging risks to be properly assessed in between meetings of the RMG. The SLT is particular keen to ensure that those risks that are currently 'red' rated are monitored on an on-going basis.</p> <p>At this time the group did not consider the impact of the current Coronavirus because at that time it had not been considered as a major worldwide risk and no one could have predicted what would later ensue. The impact of this is now being considered via a specific</p>	

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review. In terms of the other risks associated with the College, it is clear that the key categories of risk identified at the offset in 2019 are still relevant.

The FD said that very few colleges could have anticipated the issues that the coronavirus would bring but that going forward there would be contingency planning and a recovery plan based on the lessons learnt covering not only the virus but also the cyber attack and resulting IT issues experienced by the college.

### Risk Register

The FD briefed the committee on the revised register which operates through a scoring system, as disclosed in section B, which identifies a red, amber or green outcome. The register also indicates if a risk level has increased, reduced or stayed the same, since the previous review meeting. The group worked through each risk item and assessed particularly if it had changed. The only 'red' rated risks were: 'safeguarding' and undertaking 'Capital Projects' because the potential of something happening is always present and impact could be severe.

The other risks were defined as not increasing and the Curriculum & Quality risks identified as 'red' last year are now reduced to 'amber' given the targeted measures taken by the College and subsequent OFSTED outcome. The FD said that the aim had been to try to streamline the register and simplify the scoring system and that there was good mitigation in place and generally the risk register had been revised to show this.

The Principal advised the committee that the ESFA had been informed that applications prior to the lockdown were well ahead of last year and on track to deliver the contracted numbers. However, since the lockdown applications have slowed down significantly. The ESFA said that they thought that this issue might be widespread across the education sector.

Committee asked about the downgraded financial risk albeit if the college did not meet the 16-18 recruitment targets albeit it was a year away – FD said that in terms of immediate health risk it was okay about the main funding driver will be the year after and not this coming year. This had also been raised with the ESFA and it is presumed that the ESFA will have to look at the funding allocation as a sector with increased scrutiny. The FD reassured the committee that the current financial model looks acceptable, if however, learner numbers drop significantly then there will be problems. Whilst the committee felt that if the numbers fell the college will have to address this shortage, both the FD and Principal said that recent government announcements would indicate that this is being taken into consideration as there will be strains on all budgets and the governors will be kept informed related to student numbers, funding situation and any policy updates to mitigate any risks.

The committee felt that the risk register is now out of date especially with the pressure to get more students which is the core revenue stream. Principal said that the college was addressing this with the increased use of digital media using different approaches to marketing and admissions.

The Chair asked if the risk register was to be reviewed again in light of this situation and the Principal confirmed that this was going to be done. Committee said that it was more realistic to look at the effects of the coronavirus now by reappraising the register. Principal said that the SLT have spent the time in developing new ways in re-engaging with teaching and learning through Microsoft Teams. Teaching staff had been amazing in adapting quickly to new media of engagement, teaching and supporting students with their learning.

There followed an extensive discussion about the exam situation with both the Principal and Vice Principal detailing the processes that not only the College but colleges in general would be adopting regarding the student outcomes. The Vice Principal said that the reassurance is that moderated results will be against a like for like measure as advised by the ESFA and AoC. DfE has also announced that they will not be using outcomes for this year therefore there is no risk to the college but a risk to the students. Risk to first year

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	<p>students – will miss a whole term's learning unless addressed which the college is trying to do.</p> <p>The committee asked what the timeline from the AoC to give reassurance to students. Principal said that college has put in place a range of evidence for the students and outcomes to be communicated to the awarding body not before 29 May 2020.</p> <p>Committee asked if any appraisal had been done by SLT in the event of any appeals from parents/students against their grades. Ofqual have advised not to do this with parents/students.</p> <p><b>Resolved that:</b></p> <ul style="list-style-type: none"> <li>• <b>The SLT Risk Management Group minutes were received by the committee</b></li> <li>• <b>The Risk Register was received by the committee</b></li> <li>• <b>New risk register group meeting to be arranged within two weeks.</b></li> </ul>	
2.9	<p><b>Health &amp; Safety Report</b></p> <p>(i) Health and Safety Audit including security update - there had been no issues to note. New CCTV cameras had been installed in the Cuthbert Suite and the security guard was until 26<sup>th</sup> March still patrolling all sites of the college and demonstrated that the college took its security and safeguarding procedures and duty very seriously.</p> <p>FD advised the committee that the shortage of first aiders had been resolved with the recent training of 7 members of staff.</p> <p>Committee asked about the prolonged isolation of students and whether this would have an effect on the safeguarding and health and safety of students when they return to the college. The Principal said that this would most likely be an issue and the SLT will be looking to mitigate this.</p> <p><b>Resolved that the Health &amp; Safety and Security Audit update was received by the committee</b></p>	
2.10	<p><b>GDPR Update</b></p> <p>The verbal update from the DoF confirmed that:</p> <ul style="list-style-type: none"> <li>(i) <b>GDPR Annual Report</b> – the College GDPR was compliant and the specialist governor had not raised any issues and that absolute reassurance had been provided by the Head of HR</li> <li>(ii) <b>Freedom of Information Requests</b> – only marketing requests. There had been no freedom of information requests nor any data subject access requests over this academic year 2019-2020 so far.</li> </ul> <p>The committee raised the issue of IT problems albeit it was recognised that this was not a GDPR item. The FD advised the committee that as a result of the recent IT issues, all relevant external agencies had been informed. The Principal advised the committee that the Chair of the Board and governors were being kept up-to-date with what was happening and that the Principal would continue to do so as and when information was received from CyberClan a specialist company who had been employed to resolve this situation.</p> <p>The committee asked about the long-term nature of the IT issues and the FD confirmed that it was going to be difficult and time consuming to resolve but that the bulk of the servers would be up and running shortly. The initial aim was to get back on track by 20 April 2020 but he was unable to comment on the position of total recoverability at the moment. It was essential to work slowly and methodically to ensure that there were robust IT systems, policies and procedures in place. The committee said that it was imperative to look at the lessons learnt once this had been resolved.</p> <p><b>Resolved that:</b></p> <ul style="list-style-type: none"> <li>(i) <b>The GDPR Update was received by the committee</b></li> </ul>	



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2.11	<p><b>Governors Strategic Risk Register</b></p> <p>The only new addition to the register had been safeguarding and prevent which was added to the register after Corporation Meeting 2 Dec 19 wherein the Head of Student Services told the Board that the South East Safeguarding &amp; Prevent co-ordinator had advised that this should be on the Governors Strategic Risk Register. A member of the committee who was well versed in the inception of the register advised the Chair that he would go through this with him offline.</p> <p>The issue of governance was discussed but as the college had just had a thorough governance audit and apart from the two issues previously discussed there were no other problems, it was felt that this did not need to be added to the register.</p> <p><b>Resolved: that the Governors Strategic Risk Register was received by the committee</b></p>	
2.12	<p><b>Any Other Business</b></p> <p>General issue regarding video conferencing issues. The committee asked the Clerk to collate all the issues experienced and write a protocol to help address the future use of video conferencing.</p> <p>There was no other business.</p> <p><b>Resolved that the Clerk to write a protocol on video conferencing for the governors.</b></p>	
2.13	<p><b>Items to be taken forward to next Corporation Meeting:</b> There were no items to be taken forward to the Corporation</p>	<b>Clerk</b>
2.14	<p><b>Date and Time of Next Meeting</b> (i) Scheduled meeting is on Monday 22 June 2020 at 10.00</p> <p><b>Meeting Closure</b> The meeting closed at 14.57</p>	
	<p>MINUTES of the meeting held on <b>Tuesday 14 April 2020</b> were agreed and accepted as a true and accurate record and signed by the Chair</p> <p>..... on .....</p>	