

**Tuesday 15th November 2022
5pm
held remotely via ZOOM video conferencing**

MINUTES

PRESENT:

Mr S Ebele, Foundation Governor
Mrs B Meier, Foundation Governor
Mr D Navarro, Foundation Governor
Mr C Uraih, Foundation Governor

IN ATTENDANCE:

Mr G Thompson, Principal (at request of committee)
Mrs M Searle, Director of Finance & resources (at request of committee)
Mrs C Biscoe, Engagement Partner, Buzzacott LLP for item 18
Mrs E Lewis, Clerk to the Governors

Mr Ebele, Vice Chair, was in the chair and opened the meeting at 5pm. It was quorate throughout and all present could hear / see one another.

1. **Opening Prayer:** Offered by Mr Thompson
2. **Welcome:** Mr C Uraih, foundation governor, was welcomed to the committee.
3. **Apologies:** not applicable, all members were present.
4. **Declarations of Interest:** There were none
5. **Election of Chair of Committee:** With Mrs Lewis temporarily in the chair, Mr Ebele was elected, unanimously, unopposed, as chair of the committee for a term of two years.
[Mr Ebele returned to the chair]
6. **Election of Vice-Chair of Committee:** Mrs B Meier was elected, unanimously, unopposed, as vice-chair of the committee for a term of two years.
7. **Minutes of meeting held on 17th May 2022:** Previously circulated on 29th June 2022, reported to full Board on 5th July 2022 and included in the papers for the meeting were agreed to be a true and accurate record to be signed in due course.
8. **Action Points from previous meeting:**
 - 8.1. **Letter of Engagement for Buzzacott** (item 9.3) It was noted that the letter of engagement received had some slight modifications over the previous version. Reference to "corporation" had been replaced with "governing body".
It was agreed that it should be signed by Mr Ebele.
 - 8.2. **Internal Audit Service IT Infrastructure assignment report on Secure remote working, Information Security and Operational Resilience** (item 11): The delayed report had been received and was included in the papers for the meeting. It was agreed that it provided reasonable assurance. Mr Ebele had submitted some questions in advance of the meeting. Mr Thompson had reviewed the report with Mr Shah Ali, Executive Director of IT, and incorporated his responses to answer Mr Ebele's questions. Mr Ebele commented that dealing with and responding to the Covid-19 pandemic had

been the “live” test of several aspects of the College’s Incident Management plans. He asked, going forward, what the plan was to test the College’s incident management plan annually; what type of incident scenarios had been tested previously and what type of scenarios were being considered for the next annual test. Mr Ali had advised that the VPN / remote working being used regularly by staff was a means of confirmation that the system was operating well. A routine of testing / shut down controls would be put into place.

Mr Thompson informed the committee that there had been some recent interruptions to Internet provision, each of several hours, caused by JANET (Joint Academic Network provided by JISC to research and education in the UK) with cables supplied by Virgin Media. He advised that to mitigate the risk of further disruption a second line would be put in to reinforce continuity of Internet provision. Mrs Meier asked whether this would be an expensive solution and assured it would not be prohibitive. Mr Navarro agreed it should be done now to mitigate the risk of it happening during exams, although Mr Thompson said that whilst use of technology was essential to complete exams, access to the Internet was not often permitted. Mr Navarro confirmed that the college phone lines are VOIP¹ An impact assessment for a second cable line would be undertaken.

Mr Ebele had asked why the RSM audit team had been “unable to ascertain” if patches were completed within 14 days – whether there was some difficulty with the remote nature of the internal audit or a limitation in how patch processes work at the College that prevents Management from being able to demonstrate that critical updates are installed within 14 days. Also, how does / will management gain assurance that critical patches are, in fact, applied promptly? It was confirmed that the audit had been thorough. Mr Ali had explained that the college policy had been discussed with the auditor who needed to validate it but that step had not been taken. The college had retained the Cyber Essentials external assurance accreditation which confirmed compliance and was a current validation.

The committee noted that four medium and four low risk management action points had arisen and been agreed from the assignment.

Mr Ebele concluded that this was a good report with no high risks.

The report was accepted.

9. **Matters Arising, not covered by agenda items:** there were none
10. **Regularity Audit Self-Assessment 2021 - 2022:** The committee received, formally, the final, signed, version which had been included in the papers for the meeting, of the completed questionnaire as submitted to auditors, noting that this version had been approved following consultation with audit committee members by email, 30th September 2022 and subsequently signed by Mr Sheta and Mr Thompson.
11. **Internal Audit: College Action Report (IAR):** Mrs Searle reviewed the action report which had been included in the papers for the meeting noting those that had been implemented and others that were in train and being tracked. The actions included the 8 arising from the IT assignment audit.
The report was accepted.
12. **Risk Management:**

¹ Voice Over Internet Protocol

12.1. The risk management document incorporating the register and policy, updated for the autumn term 2022, had been included in the papers with changes tracked and highlighted. The ranking of risks had not changed since the summer 2022 document.

12.2. Mr Thompson introduced the register and gave a verbal report on the key active risks:

12.2.1. **Student recruitment & competition:** The emerging risk from the planned growth strategy not coming to fruition was highlighted. Also, the creation of families of schools within the academisation programme potentially consolidating the post-16 offer and impacting recruitment to the college if pupils are encouraged to stay within the Trusts.

12.2.2. **Funding & Finance:** The relationship with risk 1 due to funding impacted by under recruitment of students was emphasised along with the catastrophic increases in energy costs.

Mr Navarro asked whether energy costs were fixed. Mrs Searle explained that the college was in a long term agreement for a good rate procured through a consortium of Wandsworth schools and colleges. Whilst the rate would rise, she believed it would be manageable within the budget. Mr Navarro said that some schools are facing 800% increase and agreed that the impact was catastrophic.

Mr Thompson explained the emerging risks from staff pay demands and potential cuts in public spending. He announced the strike action being planned for 30th November (not against the college) in response to the pay award offered to teachers. He stressed that any award agreed above 5% would affect the financial plans of the college.

Mr Thompson discussed the impact on the additional income stream generated by the Nursery arising from its struggle to recover to pre-covid levels of activity and reasons for it.

Mrs Meier enquired whether the nursery was owned by the college or whether it was a subsidiary. It was confirmed that it is part of the college and not the Trading Subsidiary (SFX Corporate Services Ltd) shown as a line in the monthly management accounts.

Mr Ebele asked whether the nursery was available to staff. Mrs Searle confirmed it was and explained how it is operated as a small, private 20 place nursery. Parents could benefit from nursery place funding to pay the fees. No discounts were offered to staff placing their children in the nursery currently.

Mr Thompson advised that the marketing strategy for the nursery was under review for improvement.

Mrs Meier asked whether there had ever been thoughts of selling the nursery off and was reminded that the Diocese owns the building. There was no lease in place. Occupiers past and present of Broadoak and Holywood, between which the nursery sits, had expressed interest in it. Mr Thompson agreed that tough decision may have to be made, in consultation with the Diocese, in the future. Parents access via the college site.

The disengagement with RSM as the Internal Audit Service was noted as an emerging risk that may impact on checks and balances.

Mr Thompson confirmed that the risk about the containing the costs of the capital project to the agreed budget had been added on the suggestion of Mr Ebele. He expressed confidence that having been back to the contractors the budget would be honoured.

- 12.2.3. **Quality:** Mr Thompson said that it had been noted at the meeting of the CSQ Committee that the uptake for iPads was lower this year attributed students maybe not being able to afford them due to the rising cost of living. The college was working on building up stock to be able to loan them out to mitigate the impact on quality and interruption to the development of the digital innovation strategy.
- The impact on learning and teaching of unions striking at different times had been noted as an emerging risk to quality.
- Mrs Meier asked where the money would come from to fund an 8% pay increase if the action by teachers was successful. Mr Thompson said it would be unfunded. Mr Navarro commented that would lead to redundancies. Mr Thompson emphasised that the strike action was, therefore, against the secretary of state, and the treasury, demanding that they fund a pay award.
- 12.2.4. **Reputation:** Mr Thompson referred to the inclusion of the struggle to recruit an Health & Safety Compliance Officer but announced that an appointment had been made from 1st December.
- Noting that vaping was on the increase and included as an emerging risk, Mr Navarro advised that vaping detectors were available. Mr Thompson would investigate.
- Preparations for inspection were noted to be underway to achieve a good outcome
- 12.2.5. **Catholic Ethos:** Mitigations were noted to include the strengthening of the Chaplaincy team. Mr Ciaran Graham's appointment as a Catholic Schools' Inspector and Mrs Meier as a link governor.
- Mr Thompson reported a positive response to the Catholic Ethos of the college during the recent Open Day and confirmed to Mrs Meier that the mural of St Francis Xavier in the foyer had been appreciated.
- 12.2.6. **MIS / IT Infrastructure:** The assurance provided by the audit report and Cyber Essentials re-accreditation had been recorded.
- 12.2.7. **Estates and Health & Safety Compliance:** Also referred to the appointment of the H&S compliance officer as reducing the emerging risk. Development of the estate moving forward would look at creating social space and making sure learning resources are suitable for the delivery of T Levels.
- 12.2.8. **Safeguarding & Wellbeing:** Mr Thompson reported no new risks in this area and confirmed that Mr Graham and Ms Bainbridge (link governors) were in weekly contact.
- 12.2.9. **HR: Staff Recruitment & Retention; Employer relations:** The developing risk from industrial action was highlighted here. Mr Thompson reported that Support Staff had accepted the pay award which he expected would avert any industrial action by them.
- 12.2.10. **Leadership and Governance:** Developments with academisation at Diocesan level and moves to regulate the terms of office of governors was highlighted as emerging risk areas. Succession planning including the challenges of recruitment of foundation governors and clerk with the right skills set were noted.

The risk register was accepted. The committee received a Sector Risk Register compiled by the SFCA in the papers for information which showed the risk score calculated numerically (impact x likelihood) and rag rated indicating at a glance where the highest risks were and how the ranking had been ordered. Mr Thompson and Mrs Lewis proposed to develop a similar system for the next update to the college register for the committee's consideration.

13. **Internal Audit:** Based on the risk register, the committee discussed which areas should be identified for a review / audit assignment to test internal controls in those areas of highest risk. Mrs Searle clarified that the review would test the controls and procedures that are in place and whether they are appropriate and robust and being followed. Increasing energy costs was suggested but would be addressed through by financial forecasting and monitoring of budgets against expenditure.

The benefits of maintaining a routine internal scrutiny of learner number data was agreed to be time critical and essential to protect the validity of funding claims and support the work of the external auditors. Other potential areas that would warrant being scoped were nursery recruitment and estates. Mr Thompson said that, in the absence of an IAS, the issue was identifying who to engage to undertake the audits.

Mr Ebele recalled discussion at the previous meeting about whether there would be availability / expertise within the college's networks. Mrs Searle expressed caution about sharing access to data with another college which would be necessary to undertake an internal control test.

It was agreed that Mrs Searle would look further into this and report back. The matter of internal audit assignments would remain on the agenda.

14. **Board Assurance Framework:** It was confirmed that the framework reviewed in Summer 2022, included in the papers for the meeting as approved by the Governing Body provided assurance in conjunction with the IAS assignments for end of year financial statements 2021 – 2022.

15. **Audit Committee Annual Report to Governors for 2021 – 2022:** A draft of the report to be presented to governors had been distributed to governor members in advance of the meeting and was discussed. Once agreed, signed and accepted by the governing body, the report would be filed with the ESFA. The committee noted there was no annual opinion from the IAS. The draft would be amended to remove section 9 which referred to an historical funding assurance review and updated to note the committee's response to the IT Infrastructure assignment and receipt of the external post-audit report and circulated in final version for approval.

ACTION: Mrs Lewis to update, circulate and prepare a copy for signing.

16. **Summary of Committee Effectiveness in 2021 -2022:** The summary included in the papers for the meeting was noted. It was agreed that a target for 2022 - 2023 would be the training and development of members using all available resources.

17. **Any other business:** there was none.

This part of the meeting ended at 6.08pm.

18. **THIS ITEM WAS TAKEN AND MINUTED AS A MEETING OF THE GOVERNING BODY IN JOINT (REMOTE) SESSION WITH THE FINANCE & RESOURCES COMMITTEE.**

SIGNED: _____

DATE: _____