

## AUDIT & RISK COMMITTEE MINUTES

Draft Minutes of the meeting of the Audit & Risk Committee held on **24th February 2022** at 1500 hours in the Board Room and also via Microsoft Teams.

Agenda Item	
	<p><b>Members Present:</b></p> <p>Craig McLaughlin (Committee Chair)</p> <p>Fiona Whittaker</p> <p><b>In attendance:</b></p> <p>Clare Gibb (invited as Chair of the Finance and Resources Committee)</p> <p>P Hutchinson (Acting Chair of Board of Management)</p> <p>L McIntyre (Acting Principal)</p> <p>L Gifford</p> <p>K McAllister</p> <p>S McManus</p> <p>S Graham (Mazars – External Audit)</p> <p>L Nutley (Mazars – External Audit))</p> <p>S Inglis (Henderson Loggie – Internal Audit)</p>
01-22	<p><b>Apologies:</b></p> <p>Declan Hogan</p> <p>D Archibald (Henderson Loggie)</p>
02-22	<p><b>Declaration of any Potential Conflicts of Interest in relation to any Agenda Items</b></p> <p>None</p>
	<p><b>Minutes of Previous Meeting – 17<sup>th</sup> November 2021</b></p> <p>The minutes were approved as a true and accurate record.</p>

04.22	<p><b>Matters Arising from the Previous Meeting</b></p> <p>No matters raised</p>
	<p><b>Matters for Information</b></p>
05.22	<p>The Committee noted and approved a verbal report from Henderson Loggie on the approach to the proposed Internal Audit Plan which would be produced and available for review in early course and would then be considered by a separate meeting of the Audit and Risk Committee</p>
06.22	<p>The Committee noted from the Azets UK Internal Audit Report 2020/2021 in respect of Student Activity that SLC had exceeded its activity target and there were no recommendations for action in that regard</p>
07.22	<p>The Committee noted a best practice recommendation from the Azets UK internal Audit Report in respect of Student Support Funds and agreed to adopt the recommendation</p>
08.22	<p>The Committee heard a verbal report from the Acting Principal on progress with the Governance Improvement Plan and were pleased to note satisfactory progress</p>
	<p><b>Matters for Discussion</b></p>
09.22	<p>The Committee considered and discussed a written report from the Head of Finance on progress with Audit recommendations generally and were pleased to note that progress was satisfactory. It was noted that this report would be presented to each meeting of the Committee.</p>
10.22&11/22	<p>The Committee considered and discussed two papers namely:</p> <ul style="list-style-type: none"> <li>• Commentary on the Strategic Risk Register</li> <li>• Strategic Risk Register as at February 2022</li> </ul> <p>The proposed changes were noted to both register and risk rankings and agreed to recommend approval to the Board of Management</p>
12.22	<p><b>Summation of Actions and date of next meeting</b></p> <p>There were no actions beyond taking forward the recommendations under 10.22 / 11.22 to the Board of Management</p> <p>The next meeting would be intimated and convened when the draft Audit Plan was available for consideration</p>
13.22	<p><b>There being no other business at this juncture this part of the meeting was declared closed</b></p>

	<b>At this juncture, the members of the Finance and Resources Committee joined and participated in a joint meeting</b>
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	<p><b>Members of FRC joining</b></p> <p>Clare Gibb (Chair of FRC)</p> <p>L McIntyre (as a member of FRC)</p> <p>H Anderson</p> <p>T Donnelly</p>
	<b>Matters for Decision</b>
14.22	<p>The Joint Committee reviewed the draft Annual Audit Report prepared by Mazars and discussed proposed changes. Mazars agreed to take these on board in preparing the final draft which would be presented to the Board and would liaise with the Head of Finance and the Committee Chairs as appropriate.</p> <p>It was noted that the Financial Statements were unqualified.</p> <p>It was agreed that the draft financial statements could be considered by FRC sitting as a single committee with members of the Audit and Risk Committee in attendance if they so wished.</p>
15.22	<p>The Joint Committee then considered a written report summarising comments by the management team on the Annual Audit Report and the responses of Mazars. The impact on the financial statements was duly noted.</p>
16.22	<p>The Joint Committee then considered the Narrative to the draft Financial Statements in the context of the Annual Audit Report as a whole.</p> <p>Members had no queries or matters of clarification re the figures contained in the draft Financial Statements and it was agreed to forward them to the Board of Management with a recommendation that these could be considered and approved, subject to the minor changes noted.</p>
	<p>The Chair of the Audit Committee then surrendered to the Chair of FRC, and the meeting then continued as a Finance &amp; Resources Committee Meeting</p>

Signed:.....

Date: .....