



Audit Committee Meeting
Minutes of the Meeting held on
Monday 23rd February 2026

Via Teams

Present

Simon Bedford (SB) (Chair)	)
Andy Batty (AB)	) External members
Yvonne Kelly (YK)	)
Jon Hawley (JH)	Co-opted member

In attendance:

Andy Comyn (AC)	Deputy CEO / CFO
Rich Williams (RW)	Vice Principal Funding, MIS and IT
Rachel Robson (RR)	Director of Governance
Jo Welham (JW)	Head of Governance and Corporate Services
Mohammed Shiffa (MS)	Head of IT Infrastructure and Cyber Security
Aaron McDonald (AM)	RSM (internal auditors)

1	APOLOGIES Apologies were received from Craig Elder and Janet Smith. It was noted that Bishop Fleming was not in attendance as they had no items on this agenda.
2	DECLARATIONS OF INTEREST RR – ▪ Governance Consultant Stone King ▪ Daughter employed by Peridot Partners AB - Trustee of the University of Nottingham Students' Union No other interests were declared
3	MINUTES OF THE PREVIOUS MEETING The Committee resolved that the non-confidential and confidential minutes of the meeting held on 1 st December 2025 (distributed as AUDIT.230226.002 and 003) be approved as a true record.
4	ACTIONS AND MATTERS ARISING 4.1 Action Tracker The Committee reviewed the open action tracker (distributed as AUDIT.230226.004).

	AC provided confirmation on the super-user access to the Tech One system and controls in place around that access. All actions were agreed to be complete or not yet due. 4.2 Matters arising There were no matters arising.
5	FUNDING AUDIT AC updated the Committee on the progress of the DfE funding audit (report distributed as AUDIT.230226.005). <i>Discussion on this item minuted as confidential</i> The Committee accepted the report
6	INTERNAL AUDIT (IA) 6.1 Higher Education Framework AM presented the IA report on Higher Education Framework to the Committee (distributed as AUDIT.230226.006). He confirmed that the scope of the audit covered OfS conditions of registration, HE fields in the ILR and student loan income. The outcome of the audit is reasonable assurance with 2 medium and 1 low priority recommendations placed. A governor queried if the controls and processes noted in the report to be in place to manage compliance with OfS Conditions of Registration are consistent with what RSM see elsewhere. AM advised that the Conditions of Registration are highly prescribed and that the College's controls and processes are consistent with what is seen elsewhere. A governor noted the medium recommendation placed on chasing outstanding tuition fees and queried whether not chasing was deliberate or the process was just not being followed and asked whether staff felt uncomfortable chasing. AC confirmed that there is a process in place but that it was not clear why this had not always been followed in all instances. He advised that the process was system led and that the Assistant Principal HE and her team would now be ensuring that necessary conversations were held as required. The Committee accepted the report. 6.2 Procurement/ Contract Management AM explained the outcome of the IA report on Procurement/ Contract Management (distributed as AUDIT.230226.007). The scope of the review assessed the controls in place for the College to ensure value for money is obtained from suppliers from initial procurement through to contract management. The review concluded in a reasonable assurance opinion with a total of 4 recommendations placed, 2 medium and 2 low. A governor queried the expectations around the delivery of staff training. AC confirmed that all staff were expected to attend roadshow training events, but that attendance had not been adequately recorded. The governor asked if the training was considered to be mandatory. AC noted that colleagues are expected to attend the roadshows which are held on an annual basis with follow-up meetings as required for those who miss the sessions. The Committee accepted the report.

	6.3 Progress Report The Committee received the IA progress report (distributed as AUDIT.230226.008). AM explained that the start date for the Funding Rule Compliance review has been moved from February to April to allow for the results of the DfE funding audit to be received to support the agreement on the funding stream for the internal audit. All remaining reports for 25/26 are on track and will be presented to the Committee at the June meeting. The Committee accepted the report. 6.4 FE Benchmarking Report The Committee reviewed the benchmarking report (distributed as AUDIT.230236.009). AM reflected that the assurance levels achieved by the College had improved over the previous 3 years. Audits within the amber bracket imply an overall effective use of internal audit. The Committee found the thematic review of high actions placed across the client base very helpful. A governor queried where an area being audited received a minimal or partial assurance in a previous audit whether it is possible to see improvement over time. He noted that when an area is audited again it would be helpful to reflect on the previous outcome and the progress made. AM explained the follow up process including the evidence required to confirm actions are complete. He also noted that when annual plans are considered RSM will look back at previous audits to inform the process. The Committee accepted the report.
7	RECOMMENDATION TRACKING The Committee considered the recommendation tracker (distributed as AUDIT.230226.010). AC confirmed that 12 recommendations had been completed since the previous meeting and that the remaining recommendation is on track to be completed by the agreed due date. Including the 7 recommendations from the reports reviewed at this meeting 8 recommendations will be carried forward to the next meeting. No extensions were required.
8	COLLEGE INTERNAL AUDITS AC confirmed that the College continues to undertake internal reviews on higher risk areas across the College's business to complement the control and assurance framework (report distributed as AUDIT.230226.011). Actions identified through this work are tracked through an internal tracker. AC explained the areas reviewed to date in 25/26 and the reviews planned. The Committee queried how governors are made aware of any significant risks identified through this work and how the College determines which areas should be reviewed. RW cited a number of reasons that could trigger such a review including a need for process improvement, a number of errors and a need to resolve, a manager may ask for a review, driven by Internal or External Audit work or funding rules changes. AC confirmed that the outcomes of these reviews is taken into account when planning the Internal Audit programme. The Committee noted that visibility of this work is useful, future reports could be improved by noting why a particular area is selected for review and any risks identified. (Action AC) The Committee accepted the report.
9	FAILURE TO PREVENT FRAUD

	AC presented an update report on the College's response to the new failure to prevent fraud offence (distributed as AUDIT.230226.012). Since the last meeting ELT have themed and summarised the risks contained in the failure to prevent fraud risk register and considered if the College has any gaps in controls or if further mitigations are required. The review concluded that controls and mitigations in place are sufficient in all areas with the exception of marketing and communications in relation to potential for misinformation or misrepresentation. As a result a new strategic risk is proposed titled 'Risk 14 Misinformation, misrepresentation or misconduct results in reputational harm to the college'. A governor noted that this proposal was consistent with previous conversations and the discussion at the RSM session he had attended. The principle being addressed was considered appropriate, but governors considered whether the risk as drafted was sufficient and how this would be monitored at committee level. A governor queried how any informal misrepresentation would be addressed and the potential impact of that. AC highlighted the level of materiality of any misrepresentation. He drew governors' attention to the college code of conduct and the work undertaken on culture under strategic objective 6. (Action AC with CE and RR to consider which governor committee to consider marketing/ communications). The Committee queried whether any other colleges had had issues of this kind. AC confirmed that Burnley College had been found to have misled stakeholders on its student achievement data but noted that this had been at a whole college level. He confirmed that he was confident that Nottingham College has sufficient controls in place to prevent anything similar from happening. The College's preference is to cover all issues emanating from the failure to prevent fraud in a single strategic risk rather than numerous operational risks. Governors noted the requirement for ELT to confirm these issues were being addressed with this approach. Governors confirmed that they were supportive of the addition of a new strategic risk as suggested. After a sufficient time has passed the Committee requested that it receives a report on how controls are operating. (Action AC).
10	RISK MANAGEMENT 10.1 Strategic risk register The Committee reviewed the updated strategic risk register (distributed as AUDIT.011225.013). AC explained the changes made to risk 3 and the addition of the new risk 14 as considered in the previous item. He also directed governors to risks 1 and 4 which remain outside the agreed risk appetite level and to risks 5, 7, 11 and 13 which are flagged as 'monitor'. <i>Further discussion on this item minuted as confidential.</i> The Committee resolved to recommend the strategic risk register to the Board for approval subject to the amends noted in the confidential minutes. 10.2 Process and Compliance operational risks The Committee reviewed the process and compliance operational risks (distributed as AUDIT.230226.014). It was noted that the operational risk register has now been revised to align with the new format of the strategic risk register. The Committee resolved to accept the process and compliance operational risks. <i>MS joined the meeting.</i>

	10.3 Cyber Security 10.3a Deep Dive – Cyber Security MS presented the deep dive presentation on cyber security (distributed as AUDIT.230226.015). Governors discussed what steps the College can take to protect itself from cyber-attacks. Investment alone has not prevented large multi-national organisations from serious attacks. AC highlighted the benefits achieved through securing Cyber Essentials accreditation and directed governors to the next item on the agenda. In view of the risk to the College the Committee resolved that cyber security will be a standing item on meeting agendas for the foreseeable future. <i>Further discussion on this item minuted as confidential</i> <i>MS left the meeting</i> <i>AM left the meeting</i> 10.3b Cyber Governance Code of Practice AC advised the Committee that the National Cyber Security Centre (NCSC) has developed a Cyber Governance Code of Practice to sit alongside Cyber Essentials (report distributed as AUDIT.230226.016). He explained that the Code has been developed to support boards and executives in governing cyber security risks, it is built around 5 key principles – risk management, strategy, people, incident planning response and recovery, and assurance and oversight. The Committee reviewed the actions table, noting that if the Board approves the adoption of the Code a detailed action plan will be developed and reported to the next meeting. The Committee resolved to recommend adoption of the Cyber Governance Code of Practice to the Board and to include review of progress as a standing item at the Committee moving forward.
11	FRAUD, BRIBERY, IRREGULARITY, WHISTLEBLOWING AND LEGAL CLAIMS REPORT The Committee received the report (distributed as AUDIT.230226.017). No issues relating to fraud, bribery or irregularity have been identified since the last meeting. No whistleblowing reports have been made and there are no ongoing investigations. There are no Managing Public Money breaches or matters that may require prior approval from DfE that the college is aware of. Ongoing legal claims were noted. The Committee agreed to accept the report.
12	POLICY REVIEW 12.1 Data Protection Policy JW explained the necessary updates to the policy (distributed as AUDIT.230226.18). A governor noted inconsistencies in who the policy relates to, JW confirmed that she will review ahead of Board approval (Action JW). A governor raised a query in relation to the use and retention of data for former students. JW confirmed that this is covered in privacy notices and sits under student records. The Committee considered the new paragraph 11 noting two potential entry points for complaints. JW explained how this works in practice.

	The Committee resolved to recommend the policy to the Board for approval. 12.2 Risk Management Policy AC presented the updated policy to the Committee (distributed as AUDIT.230226.019). A governor noted the references throughout the policy to the role of the Audit Committee; he suggested that paragraph 3.1 should be amended to reflect the responsibilities of the Board 'as supported by the Audit Committee'. (Action AC) The Committee resolved to recommend the policy to the Board for approval, subject to the potential amend to paragraph 3.1 12.3 Information Security Policy The Committee reviewed the policy, noting the changes made (distributed as AUDIT.230226.020). A governor questioned whether the UK General Data Protection Regulation and the Digital Use and Access Act needed to be added to paragraph 2.1 of the policy. AC agreed to check this ahead of consideration of approval by the Board (Action AC). The Committee resolved to recommend the policy to the Board for approval, subject to the potential amend to paragraph 2.1.
13	EXTERNAL AUDIT KPI REPORT The Committee considered the report (distributed as AUDIT.230226.021). AC confirmed that overall the service and performance provided by Bishop Fleming had been good. <i>YK left the meeting.</i> The Committee raised queries in relation to scores attributed to satisfaction and staff. AC confirmed that these related to difficulties with the portal and to getting used to working with a new team, no specific issues had arisen. The Committee resolved to recommend to the Board that Bishop Fleming continue as external auditors and undertake external audit services for the year ended 31 July 2026, this recommendation to be ratified at the additional meeting to be held on 18th March.
14	INTERNAL AUDIT KPI REPORT The Committee reviewed the internal auditor's KPI report (distributed as AUDIT.230226.22). AC confirmed that the College continues to be pleased with the work undertaken by RSM and the value added from the service received. He advised that RSM had been appointed with effect from 1 August 2022 for a 3 year period subject to satisfactory performance. Two extensions of 12 months are permitted under the contract, the first of which was agreed for RSM to continue in 25/26. The Committee asked for confirmation, other than the existing contract terms, of the necessity to go out to tender after the completion of the 5 year period. (Action AC) The Committee resolved to recommend to the Board that RSM continue as internal auditors for the College for 26/27.
15	AOB None.

16	DATE OF THE NEXT MEETING The next scheduled meetings of the Committee: • Wednesday 18th March at 6.00pm via Teams • Monday 8th June at 5.30pm (pre-meeting with auditors at 5.15) via Teams The Chair closed the meeting at 8.03 pm