

BOARD OF GOVERNORS AUDIT COMMITTEE

Minutes Wednesday 6 March 2024 at 5pm Online via Zoom

PRESENT:	Jo Croft Nathan Garat Tony Haines Rob Lewis Ian Thomson	<u>Meeting Attendance</u> (3 out of 3) (2 out of 3) (3 out of 3) (3 out of 3) (3 out of 3)
IN ATTENDANCE	Gillian May Richard Munday Tracy Reeve Lucy Gill Anne Entwistle Pete Ryder	Group Principal & CEO Deputy CEO Group Director of Governance Group Finance Director Principal FE and Designated Safeguarding Lead External Governance Review Consultant – Rockborn

PART I

ACTION

<u>MINUTE</u>

<u>No</u>

1. Chair's Agenda Item

The Chair confirmed that she did not have anything to raise with Members under this item.

2. Apologies for Absence

There were no apologies. The Chair welcomed Pete Ryder from Rockborn who was attending the meeting to observe as part of the external governance review currently being conducted by Rockborn.

3. Any Other Business

• PWC ESFA Funding Audit

The meeting was asked to consider the Management Representation letter from the funding audit that had been received from PWC. (See minute in Matters Arising below.)

4. Declarations of Interest

No Member declared a conflict of interest with the agenda.

5. Minutes of the Previous Meetings

The meeting considered the minutes of the TWFCG Audit Committee meeting of the 29 November 2023. These had previously been circulated to all members and were agreed as a true record. They would be taken as signed by the Chair.

All Members were agreed.

6. Matters Arising of the Previous Meetings

The Director of Governance presented a report which confirmed that all matters arising had been actioned or were on track for timely completion when due. The only outstanding item – the submission of the Financial Statements – would now be concluded to meet the extended deadline of 31 March 2024.

• ESFA funding audit

The meeting was disappointed to be informed that the College Financial Statements 2022/23

had still not been finalised due to the protracted ESFA Funding Audit being undertaken by PWC. The Deputy CEO (RM) confirmed that the final report from PWC had still not been received which was very disappointing as the audit had now been going on for more than 6 months. RM confirmed that this over-extended process was even less justifiable as the identified possible clawback was currently circa £20k which was 'immaterial in relation to the Financial Statements'. The Group Principal/ CEO (GM) informed the meeting that she and the Deputy CEO would be having a meeting with the Deputy Director of Provider Market Oversight at the ESFA to discuss the issues that WFCG had experienced with the PWC audit process. This had been arranged after GM raised the issues encountered with the funding audit when she had met the FE Commissioner (SL) at a recent Landex conference.

RM confirmed that the PWC audit findings report (AFR) was expected by Friday 9 March and would be copied to Audit Committee members as soon as it was available. (ACTION)

The meeting noted that once the AFR was received from PWC, the Finance Leads would work with RSM to finalise the WFCG Financial Statements so that they could be taken to the Board for approval on 20 March.

RM highlighted one issue which had become apparent since last presented to the Corporation on 13 December 2023; the college had failed a covenant test associated with the loan (repayment of BCA loans 1 Aug 22 and then merger costs (one-offs). RM assured the meeting that he was working with his contact at the ESFA to get a waiver for the failure of the test. He was asking for this test to be changed to a 'debt: income' ratio test in future with a threshold of 2% or 3%. The meeting sought and was given confirmation that RSM were ready to finalise the accounts and the covenant issue would be resolved before the Financial Statements were presented for final approval on 20 March 2024. RM also assured the meeting that the College had secured an extension to the filing deadline for the Financial Statements – now extended to 31 March 2024 - to reflect the PWC-related delay.

<u>Management Representation Letter to PWC</u>: Audit Committee Members were asked to consider and approve the Management Representation letter for the funding audit that had just been received from PWC. Governors sought, and were given, confirmation that the Management Representation Letter was standard with no specific additions in relation to TWFCG. Governors (RL) highlighted a typographical error with the additional words 'for the' in line 7 of the second paragraph.

ACTION: Duplicate words 'for the' – as outlined above – to be deleted in final version TR/ RM of Management Representation letter to PWC.

The meeting APPROVED the management letter – subject to the amendment highlighted above and would RECOMMEND to the Board for approval (20 March 2024). All Members were agreed.

The update on the Funding Audit was NOTED.

7. Risk Register

The Group Principal (GM) presented the Risk Register for 2023/24 which continued to be reviewed and updated by SLT. GM reminded the meeting that this Risk Register format had been extended into the curriculum and was also used by the Apprenticeship Team; it was well understood within the College and informed Governor and management meeting agenda. The meeting noted the highest scoring risks and the update narrative explaining current mitigation and assurance levels.

<u>Risk 1 Failure to meet budget forecast (risk score raised to 20 'red' from 16 'amber')</u>: Acute risk linked to financial health. The CEO informed the meeting that this risk would be discussed in detail on 7 March at the Resources Committee meeting. A revised mid-year forecast for 2023/24 had been prepared which demonstrated a return to a positive EBITDA and Good financial health for 2024/25. This was down to growth in 2023/24 and lagged funding and the lack of any merger costs which had impacted 2022/23 and 2023/24. However, the upwards pressure on pay was still a very real concern.

<u>Risk 2 Uncertainty and risks associated with emerging national curriculum reforms (risk score</u> <u>remains at 12 'amber')</u>: This key 'acute' risk was being well managed and senior staff were

MINUTE

No

fully engaged in advisory groups linked to reform.

<u>Risk 3 External Safeguarding Risks (risk score remains at 12 'amber')</u>: The meeting was assured that the Executive Team continued to work with all relevant agencies in relation to any safeguarding incidents. The meeting discussed the risk appetite in relation to this risk which would always necessarily be very low.

<u>Risk 4 Poor student outcome data at Langley results in a challenge to the Good Ofsted rating</u> (*risk score remains at 12 'amber'*): The meeting was reminded that the Langley data had improved for 2022/23. GM also highlighted that the Ofsted inspection which would take place 12-15th March would provide clear external assurance around all aspects of quality for the Corporation.

GM highlighted the changes that had been made to the format of the Risk Register in response to previous challenge from Audit Committee members. These changes to the format were to improve clarity and effectiveness in managing risks. The modifications included:

- 1. Addition of a Risk Appetite Level: A new column allowed for a nuanced understanding of the college's tolerance for risk. GM highlighted that the nature of the College's work within education necessitated a low risk appetite in many instances.
- 2. **Categorisation of Risks:** Risks were now classified as either acute or chronic, providing a clearer perspective on their nature and urgency.
- 3. **Updated Control Measures and Success Metrics:** The RAG (Red, Amber, Green) rating system keeps control measures and success metrics up to date, ensuring ongoing relevance and effectiveness. These RAG rated control measures were a useful addition for SLT to see whether the existing control measures were making a difference or whether other externalities were in place.
- 4. **Inclusion of a Target Risk Score:** Added to the final column, this score enhanced the current assessment of the strength of assurance, guiding strategic focus. GM suggested that Audit Committee should consider what their target risk scores would be for the individual risks on the Risk Register. Governors commended the 'timeframe' which had been added to this useful column.
- 5. **Highlighting New Actions:** All new actions undertaken to mitigate risks are marked in yellow, drawing attention to recent efforts and facilitating quick review.

The Chair sought feedback from the Audit Committee Members on the changes to the Risk Register format. The meeting confirmed that it was very pleased to see the improvements, the Risk Register was a key document and sharpening its focus was very useful. The following feedback and suggestions for further improvement were received from Governors:

<u>**RL</u>** sought confirmation on the column headed 'Adequate Y/N' and what this was judging. GM confirmed that this reflected the new RAG rating and was asking whether the mitigations and actions in place were effective. *It was suggested that this column should be re- titled* '*In Place*'.</u>

RL also suggested that the narrative for Risk 2 was too vague in relation to uncertainty and that it should be amended to capture the impact of that uncertainty.

RL asked for further consideration of the 'Likelihood table' on page 7: he was concerned that a likelihood score of 3 was 'fairly likely to occur' 21-50% and this was showing against the risk of death on site or serious injury. GM confirmed that the 'fairly likely' was correct in relation to RIDDOR reportable which could be defined as 'serious'. *GM agreed to tighten up the narrative to reflect that death on site was unlikely but injury was a real concern.*

<u>**NG**</u> sought, and was given, confirmation that risks were reviewed and removed once no longer applicable. GM reminded the meeting of the deletions made to the Risk Register after approval by the Audit Committee in December 2023.

NG also sought confirmation on how governors were able to triangulate the risk profile and mitigations. GM suggested that the WFCG Board gained independent assurance through the ongoing internal audit process (which was centred on key risk areas e.g. safeguarding, IT key financial controls), the Audit Findings Report from the annual external audit, peer reviews and awarding body assessments. The Chair (JC) asserted the need for Audit Committee members and the wider Governing Body to feel comfortable asking questions and challenging

GM

GM

ACTION

management regardless of any external validation. It was suggested that the sources of external assurance should be flagged in future iterations of the Risk Register.

NG flagged the issue of accessibility in relation to using RAG rated font which could not be discerned by some people who were colour-blind.

The meeting discussed the idea of using a relevant emoji (magnifying glass) to signify shortterm versus longer-term risks. However, the Acute and Chronic definitions to some extent identified this.

Governors sought and were given confirmation that the order of risks reflected their risk score with the highest score always being logged as Risk 1 on the Risk Register.

The Chair suggested that a 'legend' table should be included to enable people to understand the varying colours used e.g. RAG rating showing progress/ impact, yellow highlights indicating a change to narrative since last presented.

The meeting talked about the Target Risk Score column and GM suggested that SLT could draft some target risk scores for each risk which could be reviewed at the next Audit Committee meeting. The meeting supported this idea and the Chair also suggested that NG should share his Risk Management expertise with the SLT in advance of the next Audit Committee meeting.

ACTION NG to meet with GM to discuss the Risk Register and target risk scores in advance of June 2024 Audit Committee meeting.

AH asked for the Executive's thoughts around Risk 4 – quality of provision – and the impending Ofsted inspection (12-15th March 2024). GM assured the meeting that the areas for the 'deep dive' inspections were positive. The data showed good evidence of quality improvement post-merger and staff were well prepared. GM informed the meeting that she believed that some sub-categories might even be judged as Outstanding. These included High Needs provision and also Adults including the ESOL and asylum seeker work which showed strong progression into Higher Education and employment. GM confirmed that the biggest focus would be on the 16-18 provision with a spotlight on the two FE colleges rather than the Sixth Form. Governors were assured that the SLT felt that there was 'everything to play for' in terms of achieving an overall Good grade. GM highlighted the importance of the most recent College Self-Assessment Report SAR; this had been very honest about the progress made since merger as well as further work to be done.

The meeting commended the improvements and highlighted the value of the 'red' rated areas in relation to the current position. This enabled Governors to get a clear grasp on the priority risks and the concentrated actions required to get from a 'red' risk rating to 'amber'. This helped Members of the Corporation to focus and steer the College.

It was suggested that a clear Executive Summary should always accompany the Risk Register so that SLT could highlight key risks and any changes since last presented.

The meeting NOTED and APPROVED the enhanced format of the Risk Register subject to the amendments suggested above.

All Members were AGREED.

Risk Management Policy

Ther meeting considered the revised Risk Management Policy which had been based on the legacy WFCG Policy in place for a number of years. RL questioned the use of the five 'Orange Book' risk appetite definitions when the College Risk Register only used 'low/ medium/ high'. After discussion it was agreed that as leaders and managers within WFCG understood Low/ medium/ High the Risk Management Policy should be amended to reflect this.

ACTION: Amend paragraph 3.1 Risk Appetite of the Risk Management Policy to remove the Orange Book definitions

The Chair (JC) asked that para 6 'Training and communication' be made clearer in relation to what does 'regular' mean and who – which staff - was this in relation to. The meeting discussed the use of the Risk Register format in wider curriculum areas now and agreed that it was important for staff using the template to understand the wider context of Risk Management so that they could understand what they were doing and why.

ACTION: References throughout the policy to regular or ongoing should be explained and made more specific e.g. weekly/ monthly/ annual.

GM

GM

GM

GM

NG/ GM

Subject to the suggested amendments – as above - the meeting APPROVED the Risk Management Policy and would RECOMMEND it to the Board for approval (20/03/24).

TR

8. Tender for Internal and External audit provision from 1 August 2024

The Deputy CEO (RM) reminded the meeting that it had previously been agreed that the college group should go out to tender for external and internal auditors in the current financial year. The meeting noted that working with specialist procurement agency Tenet, TWFCG had conducted an open tender process to select suppliers for Internal and External Audit Services from 1 August 2024. This was advertised UK-wide and split into two lots: internal audit (Lot 1) and external audit (Lot 2). RM informed the meeting that six companies had responded, with a selection process filtering out two based on financial, legislative, and experience criteria. Following a detailed evaluation involving presentations and assessments of proposals against set criteria, Tenet Education Services were recommending awarding:

- Lot 1 Internal Audit Services to Wylie and Bisset LLP
- Lot 2 External Audit Services to Macintyre Hudson LLP

These suppliers had demonstrated the most economically advantageous tenders for quality, performance management and sector understanding. RM confirmed that the relative strength of references had also confirmed these choices. The key outcomes within the detailed report were highlighted:

- Internal Audit (Lot 1): Wylie and Bisset LLP led with 94.09%, showcasing superior resourcing and audit methodology for £67,500 plus VAT over three years.
- External Audit (Lot 2): Macintyre Hudson LLP scored highest at 89.56%, presenting an exceptional proposal for £149,743.74 plus VAT over the same period.

The meeting was assured that the appointments would be made in advance of planning the external audit process for year-end July 2024 and the internal audit strategy for 2024/25. The Chair sought, and was given, assurances that there would be no additional set up costs in year one to reflect the auditors taking on the college as a new client.

The recommendations from the tender exercise for internal and external audit services for TWFCG from 1 August 2024 was APPROVED.

The Audit Committee AGREED to recommend the following award of contracts to the Board for approval on 20 March:

- Lot 1 Internal Audit Services to Wylie and Bisset LLP
- Lot 2 External Audit Services to Macintyre Hudson LLP

All Members were agreed.

9. Internal Audit Report on Safeguarding (taken at start of the meeting).

The Principal FE (AE) who was also one of the College's Designated Safeguarding Leads presented the report from specialist consultants 'Leaders in Safeguarding' after the recent audit of Safeguarding across WFCG undertaken in January 2024. This report was for information and discussion. The safeguarding audit had been designed to review the effectiveness of safeguarding across all campuses. It involved the full safeguarding team, staff, students, apprentices, and specialist external auditors. A comprehensive safeguarding action plan was developed and implemented. The audit included interviews, surveys, and site tours to gain a holistic view of the safeguarding culture and practices across the WFCG.

AE informed the meeting that the safeguarding audit had been conducted in two stages: Stage 1 was conducted in June 2023 and involved the auditor and the full safeguarding team working together to examine the effectiveness of safeguarding arrangements – policies and process - at each of the four college sites. A comprehensive safeguarding action plan was developed. Stage 2, in January 2024, involved two auditors visiting all four sites and meeting students representatives. A safeguarding survey of staff and learners was also completed. Interviews were held with staff including the safeguarding governor and members of the College Human Resources team. Students at each site assisted the audit process by accompanying the auditor on tours of each site.

ACTION

MINUTE No

Governors were pleased to note the positive findings of this detailed audit: 'The Windsor Forest Colleges Group has demonstrated a strong commitment to safeguarding, with a wellestablished infrastructure that supports the safety and well-being of its students and staff. The recommendations provided aim to further strengthen the Group's safeguarding framework and ensure continuous improvement in safeguarding practices.'

Audit Committee Members were assured that the audit had affirmed that the Windsor Forest Colleges Group meets all safeguarding standards, demonstrating a robust, transparent culture that promotes the welfare of children and adults at risk. Senior leadership had established clear accountability, with effective oversight and support for the safeguarding team. The Group has maintained full compliance with statutory requirements and guidance, with comprehensive policies and procedures in place.

The key strengths outlined in the report were noted as:

- Strong leadership and a positive culture that prioritises safeguarding.
- Effective quality assurance processes for safeguarding
- Clear communication and information sharing with local authorities.
- Highly effective staff training and awareness of safeguarding practices.
- Comprehensive record-keeping and data storage
- Proactive approach to addressing the risks of radicalisation and extremism.

AE highlighted the recommendations which had been made – and that these were 'recommendations' rather than required 'actions' - and assured Audit Committee members that all of these had been accepted by management and actioned.

- i. Involve the 'safeguarding' governor in safeguarding learning-walks.
- ii. Incorporate 'sharing good practice' and 'lessons learnt' into supervision and case review meetings.
- iii. Maintain up-to-date records of staff safeguarding training.
- iv. Increase staff awareness of the Prevent risk assessment and action plan.
- v. Ensure medical rooms are secured when unoccupied.

Governors sought confirmation on whether this level of assurance was an improvement or consistent with past practice. AE confirmed that this was the first time that such a comprehensive Safeguarding Audit had been undertaken across all four colleges. The findings had provided the basis for an Action Plan moving forward. AE confirmed that the college would maintain access to the specialist reviewer over the next 12 months to check progress against the action plan.

Governors asked whether Ofsted would use this report and AE confirmed that while they would test Safeguarding separately it would provide another source of external assurance for Ofsted as well as for management and governors.

The Chair asked how the College communicated the outcome of this review of Safeguarding back to the learners and wider college stakeholders. AE informed the meeting that Leaders in Safeguarding (LiS) were just verifying the final report and then the College would be awarded a specific LiS kitemark which could be used in all College marketing. Governors commended the strength of assurance that this comprehensive audit had provided for them.

The meeting NOTED and RECEIVED the audit report from Leaders in Safeguarding.

[AE left the meeting at 5.20pm.]

10. <u>FE Commissioner Curriculum Efficiency and Financial Support and Sustainability</u> (CEFSS) Review

The CEO (GM) presented the report from recent project undertaken with the FE Commissioner's Efficiency & Financial Sustainability Support (CEFSS). This college-requested work – after a suggestions by Audit Committee - was to assist with the post-merger harmonisation of the curriculum planning process with a view to seeking out ways to improve operating efficiency and financial sustainability.

Key actions for taking forward this work would include leveraging existing expertise, sharing best practices and using tools for curriculum planning and staff utilisation. The meeting was reminded that the review work took place in November 2023 and the initial feedback provided few actions. However, the report - issued in February 2024 – had made several suggestions. These were that the WFCG should:

- Commence earlier curriculum planning with new guidance for Curriculum Managers.
- Implement a recognised curriculum planning tool.
- Develop staff utilisation tools for increased efficiency.
- Review costs and optimise group sizes to prevent over-teaching.

Through the suggested actions, the report anticipated potential savings and income increases totalling £864k. However, GM highlighted that these were generalised figure, and the FEC Team had not yet provided detailed analysis to support this other than the following:

- i. A 3 percentage-point increase in staff efficiency, potentially saving £438k.
- ii. Reduction in over-teaching, potentially saving £260k.
- iii. Improved group size efficiency, potentially saving £166k.

GM informed the meeting that some changes had been made to the final report after members of SLT had met with the FEC Team. However, the report had confirmed that WFCG could reduce the teaching hours on large programmes from circa 680 to 592. These courses had been increased by 40 hours even though their baseline was high as that appeared to be the guidance from the ESFA. AH discussed optimisation and sought clarity on where the college would be teaching. GM confirmed that WFCG would be at 592 on large programmes plus further enrichment and placement; this would fulfil all funding requirements. It was confirmed that 93% of leaners would remain in the top band but at the lowest permissible Guided Learning Hours.

GM confirmed that the observations from the FEC Team had been helpful and would provide as strong steer for management to engage with curriculum teams to establish class sizes and teaching hours. GM reminded the meeting that there was a need to find £0.5m salary savings for the financial plan 2024/25.

Governors sought clarity on whether any of the 12 recommendations were new ideas or pushing the college in a new direction. GM confirmed that this was the case and all the suggestions were prompting SLT to review current practice. GM talked about the possibility of using different software but this would incur an additional oncost of specialist staff to manage it. GM assured the meeting that WFCG's curriculum planning model pushed management to optimise class sizes, teacher contact hours, staff utilisation and timetabling. Governors sought confirmation on what management would be taking forward from this report. GM confirmed that the curriculum planning process for 2024/25 had started earlier and – although paused for Ofsted - it would conclude just after the Easter break. She confirmed that the salary efficiencies for the next year (2024/25) would be predicated on programme hour changes and staff utilisation.

The CEFSS Report was NOTED and RECEIVED.

11. Innovation Fund 2023/24

The meeting received a paper which outlined the Innovation Fund 2023/24 and the duty of the Audit Committee to monitor this expenditure against profile. The meeting noted that the ESFA had introduced a new funding flexibility to the Adult Education Budget (AEB) for the academic year 2023/24. This change permits Further Education Providers in non-devolved areas to allocate up to 3% of their AEB grant towards the creation of innovative educational programmes. The strategic use of this flexibility aligned with the College's commitment to increasing WFCG's wider Adult Provision by addressing the evolving needs of employers in the college community. With a total AEB grant allocation of £2,609,908, the College Group is positioned to invest £78,297 of this funding into the development of innovative provision that will directly benefit our students and the local workforce. The precise allocation of these funds would be guided by a thorough analysis of employer demands and a collaborative effort with regional business partners. Initial thoughts suggested that the £78,297 would enable a focus on the following key areas:

- **Market Research:** Conducting extensive market analysis to identify skill gaps and emerging trends in the local employment landscape.
- **Curriculum Development:** Creating new courses and educational programs that are directly aligned with the needs identified through market research.
- **Partnership Building:** Strengthening existing relationships and forging new partnerships with local employers to ensure the relevance and efficacy of the new provision.
- **Pilot Programmes:** Launching pilot initiatives to test and refine innovative educational models before broader implementation.

The Director of Governance confirmed that there was a requirement that the use of this fund be presented to and reviewed by the Audit Committee. Once the utilisation had been documented it would come to the attention of the Audit Committee in the Autumn term 2024 (alongside the Regularity Self-Assessment). Audit Committee Members suggested that a report on this funding and qualitative impact should also be taken to the Quality & Curriculum Committee.

The Committee NOTED the plans for the utilisation of the Innovation Fund and the duty for Audit Committee to review the utilisation of this fund on an annual basis.

ACTION: Report on Innovation Fund to be brought to Audit Committee in November 2024 and taken to Quality & Curriculum Committee for qualitative review of impact.

LG/ TR

12. Register of Outstanding Audit Recommendations

The Group Finance Director (LG) presented this report for Governors assurance. It was confirmed that all recommendations from the external audit 2022/23 and the ESFA Funding Audit would be added to this standing report.

The Outstanding Audit Recommendations Report was NOTED.

13. Fraud, Irregularity and Whistleblowing Report

The Group Finance Director (LG) presented the report which informed the meeting of a loss of £475 petty cash which was discovered on 18 December 2023. The meeting noted the details of the petty cash process at BCA and the investigations that had been undertaken. LG highlighted that this was the first time that cash had been lost and there was no reason to suspect anyone in the Finance Team. After a thorough review of the incident LG confirmed that a key learning point was to ensure that the petty cash box was not left unattended at any time and was at all times away from the door to the Finance Office.

Governors expressed surprise at the continued use of petty cash and at the potentially large sums in place across all four campuses at any one time (circa £5,000). Audit Committee members suggested that there should be a move away from a petty cash system to introduce electronic payment as the 'norm'. LG confirmed that this was an objective and a new online mileage and expenses claim system had recently been introduced. A number of exceptions were considered e.g. foundation classes buying consumables for cooking, paying referees for weekend sports matches and bursary payments to adult asylum seekers who could not have a bank account. The meeting agreed that there would always have to be some exceptions but the principle of petty cash payments should be challenged moving forward.

Governors SUGGESTED that the Finance Team should be reminded that they must not trust anyone and it needed to be made clear to the Finance Team that a similar incident must not happen again.

The Audit Committee agreed that the College needed to move away from using petty cash on a regular basis. The cultural aspect of moving away from this system was undeniably a change but needed to be reinforced.

The meeting noted that the Whistleblowing report was a nil return for the period 1 August 2023 to date.

Members NOTED the Fraud & Whistleblowing Report and the Actions that had been put in place within the Finance Team after the loss of petty cash incident reported. *The Audit Committee AGREED that the College should move away from using petty*

<u>MINUTE</u>

<u>No</u>

cash unless there were really no alternatives (e.g. asylum-seeker bursary payments).

14. Strategic Map 2023/25

The CEO presented an updated version of the WFCG Strategic Map which was now RAG rated to clearly demonstrate progress to date against this plan. Governors commended this new addition.

The RAG rated College Strategic Map was NOTED and commended.

15. Dates and Times of Future Meetings

The date and time of future meetings in 2023/24 were noted as:

• Wednesday 26 June 2024

Members NOTED the 2023/24 meeting schedule.

16. Any Urgent Business

• Retirement of Deputy CEO (RM)

The Chair of Audit Committee (JC) concluded the meeting by thanking the Executive Team for the considerable work undertaken on the review of Risk Management.

JC moved on to remind the meeting that this would be RM's last Audit Committee meeting as he was retiring from WFCG at the end of March 2024. Although formal goodbyes would be left to the Board Meeting on 20 March JC thanked RM for his openness to challenge and questions and for his work as Finance Director of BCA and Deputy CEO of WFCG over the last 10 years. The meeting agreed that his professionalism had been much appreciated. RM thanked the Governors for the kind words and thanked Audit Committee Members for their ongoing help, advice, and constructive criticism. This had been particularly helpful during the pre and post-merger periods when there had been a great deal of additional work.

There were no other urgent items of business raised.

The meeting closed at 6.30pm.

Chair..... Date.....