

## Audit, Internal Control & Risk Management Committee Meeting

Held on Thursday 20th November 2025 from 10am - 11:30am  
CEME Campus, Marsh Way, Rainham RM13 8EU

### 1. Welcome & Opening Remarks

- Chair(FU) opened the first official meeting and clarified that no previous minutes required approval.
- The agenda was structured around the Terms of Reference (TOR); future meetings may not cover all items depending on current priorities.

### 2. Committee Membership & Structure

- There is only **one School Director (MI)**, which may need rewording in the TOR to avoid confusion.
- Committee structure and TOR need full review and update to align with OfS expectations—especially frequency of meetings and reporting lines to the Board. (To be approved at the next Board Meeting. )

### 3. Conflicts of Interest

- No conflicts declared.

### 4. Policies & Procedures Review

- Committee discussed the need for a comprehensive suite of policies covering:
  - Financial management and internal controls
  - Risk management
  - Data accuracy, data assurance, and data governance
  - Compliance with OfS conditions (particularly new/updated conditions E6, E7, E8, E9)
- Policies have been categorised; need to verify completeness for compliance.
- Data assurance and QoA (Quality Assurance) processes recently redeveloped.
- E6 policies in place; E7/E8/E9 need further alignment.
- **Quality Assurance (QA)** will *lead* a full **policy audit and mapping exercise** against OfS conditions.
- QA to coordinate with policy owners to ensure fitness for purpose.
- FU to provide checklists for E6, E7, E8, E9.
- Policies must incorporate:
  - Escalation pathways

- Internal controls
- Fraud prevention
- Value for money
- Governance requirements

#### **5. OfS Conditions (E6–E9)**

##### **E6 – Public Interest Governance**

- Already implemented (from 1 August).
- Requires annual updates.

##### **E7 – Good Governance and Fit & Proper Persons**

- Organisation must demonstrate:
  - Suitable board composition
  - Fit & Proper checks
  - Conflicts of interest processes
  - Escalation and internal control mechanisms
- Current forms exist, but **process documentation may need strengthening.**

##### **E8 – Financial Sustainability & Value for Money**

- Requires:
  - Clear internal financial controls
  - Sign-off authorities and spending thresholds
  - Evidence of use of public funds
  - Anti-bribery and hospitality policy
- Need to review any templates and ensure full compliance.

##### **E9 – Governance of the Provider**

- Evidence required relating to:
  - Recruitment of senior staff & governors
  - Fit & Proper checks (bankruptcy, HMRC, fraud, etc.)
  - Mandatory training (Prevent, Safeguarding, etc.)

#### **Action Points**

- Full mapping document to be completed by MI & QA.

- Update of Committee TOR to align with OfS expectation by XX
- FU to support with checklist and guidance.
- QA to coordinate policy updates with all departments.

#### 6. Partnerships & Reportable Events

- **New partnerships** with **University of Derby** and progress with **UWL** discussed.
- FU believes the Derby partnership is likely a **reportable event** to the OfS.
- AM noted the need to **apply for the OfS “reportable event test”**.
- **Action:** Conduct analysis and notify OfS if required.

#### 7. Internal Audit & Assurance

- The committee has oversight responsibility for internal assurance.
- Options discussed:
  - Commissioning external consultants (e.g., independent auditors or specialist HE compliance consultants)
  - Internal self-assessment before external audit to reduce cost and identify gaps
- Audit scope could include:
  - Admissions & recruitment
  - Data returns
  - Finance
  - Governance structures
  - Policies & procedures compliance
- FU to outline audit scope.
- MI to explore potential internal auditors.
- QA to complete internal self-assessment first.
- Oversight responsibility confirmed.

#### 8. External Audit

- Engagement letter reviewed by the committee.
- External audit appointments and oversight should be included in TOR updates.

#### 9. Risk Management & Risk Register

- Risk Register present but needs updating and alignment with OfS conditions and new partnerships.
- Risks should include:
  - Public information accuracy
  - Data returns integrity
  - Prevent risks
  - New partnership compliance
  - Governance/Board effectiveness
  - Fit & Proper requirements (E7–E9)
  - Student welfare & complaints
  - Financial sustainability
- MI currently responsible for compliance-related risk entries.
- The committee agreed a **separate Risk Register Owner** should be assigned (not the CEO) to preserve independence.
- Internal update of Risk Register and share with FU for review before Board submission
- **Action:** Assign independent Risk Register owner; update and submit to Chair before Board.

#### 10. Data Systems & HESA Returns

- Current systems are insufficient for large-scale, accurate data returns.
- Options discussed:
  - SITS (expensive but comprehensive)
  - Alternative mid-scale systems
  - Quercus (discontinued, re-launching soon)
- Importance of investment stressed due to UWL partnership requirements.
- MI & AM to explore vendors and obtain initial quotes.
- Data returns and data quality to be added as a major institutional risk.

#### 11. Value for Money (VfM) & CMA Compliance

- Organisation must ensure:

- Website accuracy
- Clear T&Cs
- Compliance with CMA
- Transparent fee information
- Publication of annual financial statements
- **Action:** Provide VfM visual breakdowns on website (e.g., percentage of income spent on support/resources).

#### **12. Committee Administration**

- Papers circulated 7 days in advance.
- Align meetings to the Board schedule (at least **3 per year**). Committee meetings should be **2 weeks prior** to Board meetings.
- Executive structure updates to be reflected in governance documents.
- Use a consistent agenda template.
- Reports should be written wherever possible; Members are expected to read papers before meetings.
- Remuneration Committee (may be required; needs independent chair)
- Finance Committee vs Finance & Resourcing Committee (possible renaming and TOR update)

#### **13. Governance Framework Next Steps**

- TORs for all committees require review and possible redrafting.
- Governance calendar to be created.
- Terms of reference and structural changes to be taken to the Board for approval.

#### **14. Any Other Business**

- No further issues raised.

#### **15. Next Meeting**

- Dates to be confirmed once Board dates are finalised.
- Aim for March, July, November cycle; committee to meet approx. **2 weeks before** Board meetings.

#### **Key Actions**

1. Review and amend the Terms of Reference to clarify the School Director's role.
2. Conduct a full policy audit and map all policies against OfS Conditions E6–E9.
3. Fozia to provide a compliance checklist for OfS E-Conditions.



4. Formalise and document the Fit & Proper assessment process.
5. Assess the Derby partnership as a potential reportable event to OfS.
6. Define the internal audit scope and identify potential auditors.
7. Update the Risk Register to include emerging and partnership-related risks.
8. Explore and evaluate data system vendors to support HESA returns.
9. Develop a governance calendar aligned with Board and committee meetings.
10. Review committee structures and update TORs to ensure alignment and effectiveness.

**Attendees:**

Fozia Uddin(FU): Chair

Muhammad Iftikhar (MI) – Chief Executive Officer

Aamir Mehmood (AM): Data Consultant

Kaniz Bukhari (KB)- Registry Manager

Rohit Lal(RL)- Programme Coordinator (IT Provision)

Aakash Hamza(AH)- Data Manager

Raman Sidhu(RS)- Secretary to the Board