

Minutes of the 9th Audit & Risk Committee meeting

Date: Wednesday 24th April 2024
Time: 4pm, Boardroom, Tourism & Leisure Building, Waterford

Chairperson: Mr Jim Bergin

Attendees: Ms Nora Widger
 Mr Kevin Lewis
 Mr Sean Quigley
 Ms Kathleen Holohan

Apologies: Ms Imelda Buckley

In attendance under the Code of Governance:
 Ms Elaine Sheridan, VP Governance/University Secretary

In attendance for Agenda Item 2:
 Professor Veronica Campbell, President

In attendance for Agenda Items 3 & 4:
 Ms Susan Green, Risk & Compliance Officer
 Ms Sarah Morrissey, Corporate Integration Lead
 Ms Brenda Nelson, Deloitte

In attendance for Agenda Item 5:
 Mr David Buckley, Estates & Facilities Manager
 Mr Paul Quirke, Capital Projects Manager

Secretariat: Ms Annette Byrne

Item Title	
1.	<u>Chairperson's Opening:</u>
1.1	<u>Welcome & Approval of Agenda</u> NOTED The Chairperson welcomed all and confirming the meeting was quorate he commenced the business of the meeting. He extended condolences on behalf of the board to Ms Widger on the recent death of her sister.
1.2	<u>Conflict of Interest</u> NOTED The Chairperson asked members if they had any conflicts of interest to declare particularly associated with items on the meeting agenda. No members present declared a conflict for this meeting.
1.3	<u>Review of ARC Terms of Reference</u> NOTED In line with the requirement to review terms of reference on an annual basis, several amendments have been suggested and it was requested that the committee consider same. A discussion ensued regarding the inclusion of an internal (staff) Governing Body member for the Audit & Risk

Committee. Ms Sheridan referred to legal opinion previously received and included in the meeting documentation. The Chairperson queried circumstances relating to Protected Disclosure matters suggesting that it may be appropriate to request that an internal member be recused from involvement in such matters. In concluding the discussion, the committee indicated satisfaction with the proposed amendments and agreed to submit the revised Terms of Reference to the Governing Body for approval.

ACTION Submit revised Terms of Reference to Governing Body for approval.

1.4 Approval of Minutes

AGREED It was agreed to approve the minutes of 20 February 2024 and publish them on the website. Ms Sheridan provided updates regarding the emerging risk and Charities Regulatory matter as noted in this set of minutes.

1.5 Protected Disclosure Matters

NOTED Ms Sheridan informed members that an anonymous protected disclosure had been received in recent weeks relating to the composition of the Governing Body and the associated election processes. Following a review it is not believed any additional actions are required. The members were also informed that the Governing Body Chairperson will convene a Webinar in the coming weeks outlining the work of the Governing Body and the upcoming staff elections process.

1.6 Matters arising (Action Log)

NOTED The Chairperson indicated that matters are in progress and will be carried forward as required.

2. **Briefing from the President:**

NOTED The Chairperson welcomed the President to the meeting and thanked her for making the time to address the committee. The President provided an update on the following matters;

- Media reports of several Universities reporting a deficit (SETU not included), however the university continues to be mindful of this in day-to-day operations as there has been a lot of media coverage in recent weeks;
- Student recruitment, including the impact of demographic changes and the international recruitment strategy;
- Update regarding to Executive roles assigned and progression to Phase 2 of the process;
- Joint Quality Committee (Governing Body & Academic Council) recently established and will provide oversight and guidance in relation to quality reports;
- Progress regarding actions as outlined in the Strategic Plan which are being monitored by the Governing Body with regular updates;
- Corporate Services Building at the Carlow campus now complete and handed over in recent weeks;
- Update regarding Capital Projects – UEQ (University Enterprise Quarter) Waterford, Wexford, Student accommodation feasibility studies and engagement with the HEA; PPP, Bundle 2 advanced to Tender Evaluation stage;
- Funding awards re. TURISE (TU Research and Innovation Supporting Enterprise) & TSAF (Technological Sector Advancement Fund) projects;
- Awaiting decisions regarding Pharmacy & Veterinary programme delivery at SETU.

The Chairperson thanked the President for her time, and she left the meeting.

NOTED It was suggested that a copy of the 2024/25 Budget submission would be provided to the Audit & Risk Committee and a high-level presentation on the matter would be scheduled if required.

3.

Internal Audit:

NOTED Mr Quigley expressed concern in relation to the volume of material provided to the committee regarding Risk and suggested that a more refined summary paper would be appropriate. It was agreed that this would be reviewed.

Ms Green and Ms Morrissey were welcomed to the meeting. Ms Nelson joined remotely.

3.1 **IA Workplan**

NOTED In the interest of time it was agreed that the Internal Audit Workplan is taken as read as recently reviewed and approved by the Governing Body.

3.2 **IA Reports**

NOTED Ms Nelson presented findings pertaining to Internal Financial Controls Review 2023, presented at a previous meeting however now updated with additional management responses. It was agreed to approve the report as presented. Further discussion ensued in relation to proposed audit assignments scheduled to take place in the coming weeks and months including;

- Child Protection review;
- Environmental, Social & Governance (ESG);
- Facilities Contracts Management – remains in discussion;
- Recruitment review – to be scoped out during the summer months.

It was also indicated that proposed audit assignments can be refreshed at any stage depending on relevance and appropriateness. The Chairperson thanked Ms Nelson, and she left the meeting.

3.3 **Follow Up report**

NOTED Ms Morrissey presented details of progress regarding the implementation of internal audit recommendations noting the following that 39 items remain open as at end of April 2024. She provided details of the risk rating applied to each item and proposed timelines for the implementation of same. It was suggested that a more detailed review of these items would be carried out at the next meeting as 18 of the 39 recommendations outstanding relate to legacy matters.

ACTION Further review of outstanding legacy audit recommendations.

4.

Risk Matters:

NOTED The Chairperson re-affirmed that a meeting dedicated to the Risk Register would be convened in the coming months. He also expressed his appreciation for the completeness and comprehensiveness of reports relating to Risk matters as provided to the committee. Ms Green continued by providing an update in relation to all Risk Registers for Semester 1 2023/24 noting risks that have been closed for a variety of reasons including the risk has passed, has been resolved or duplicated. She provided details of extreme risks and where risk score has been increased. She also provided an update on the Strategic Risk Register which has been reviewed by Governing Body at their April meeting. Ms Green informed the committee that there is a very active process in relation to Risk Management across the University with good engagement from Heads of Schools, Faculty & Departments. The Chairperson thanked Ms Green and Ms Morrissey and they left the meeting.

5.

Health & Safety Report:

Mr Bergin excused himself from the meeting at 6pm and requested that Mr Lewis chair the remainder of the meeting.

NOTED Mr Buckley and Mr Quirke were welcomed to the meeting. They provided the Audit & Risk Committee with a presentation in relation to all Health & Safety matters as follows;

- A new Health and Safety management system for the University (informed by ISO 45001) has been introduced;
- A summary of Management Tiers & Roles in Health & Safety Leadership;
- University Health & Safety Committee Structure; the University has several consultative mechanisms for health and safety, including a framework of committees;
- An update in relation to safety documentation in particular the Parent Safety Statement which is reviewed & approved by Governing Body on an annual basis; key safety forms and an integrated approach to accident reporting;
- Next steps including;
 - Alignment of Crisis Management Plans;
 - Key Performance Indicators (KPIs) to be used to monitor the effectiveness of the safety management system;
 - Conduct a review health and safety structures;
 - Provide training to all managers responsible for local Health & Safety matters;
 - Address audit legacy safety systems.

Details of accidents and a Health & Safety Summary Report/Action Log was also provided. The Chairperson thanked both for the comprehensive presentation and they left the meeting.

6.

Board Review of Effectiveness:

NOTED Follow up details and breakdown of responses provided to the self-assessment completed by committee members. It was agreed that the proposed actions would be implemented in order to assist the overall effectiveness of the Audit & Risk Committee.

7.

AOB:

NOTED There were no other matters requiring attention.

In concluding, the Chairperson thanked all for their contribution and attendance and closed the meeting.

Approved: Mr Jim Bergin, Chairperson Audit & Risk Committee

Date: 13th June 2024