

Minutes of the Audit Committee meeting
03 06 2025
Boardroom, Bedford
16:00

Members Present: Luke Ferebee (Chair)
Dennis Buckley
Lee Fellows
Ann Harris

In attendance: Tracy Cowan (COO)
Gulam Fatima (CFO)
Paul Goddard (Scrutton Bland)
Sara Gonzalez (Senior Governance Coordinator) (Minutes)
Maddy Govier (DPO) (Part)
Yiannis Kouris (CEO)
Rachel Nicol (Group Director of Governance)
Rebecca Webb-Peploe (Buzzacott LLP)

A/09/25 Apologies for absence and declarations of interest

Apologies: There were no apologies for absence

Declarations of Interest: There were no declarations of interest relevant to the matters on the agenda

A/10/25 Matters arising not covered elsewhere on the agenda

Action Log: First action is 'Suggest to complete' on business continuity but it was agreed to keep it open.

A/11/25 GDPR update

The Chair requested to move this topic forward on the agenda to allow the DPO to present it first.

DPO went through the document shared and gave an overview of the current GDPR cases. Also, she pointed the actions that have been taken or will be taken soon to improve the number and risks from the open cases. Lastly, declared that although GDPR training is mandatory for everyone, there is specific-role based training offered to certain departments (HR, IT, etc)



Questions and comments:

COO introduced herself to the DPO and asked about departmental attendance at the internal data protection meetings. To this, the DPO pointed that attendance is good although it is not 100% but that departments do send representatives.

Governor AH noted that if the number of incidents is increasing it means the message is getting through. Also, she requested that the next DPO report should have a final summary of key risks (2-3) that are the highest priorities. Finally, she made a point that it would be reassuring to see that the risks are being actioned and how. Progress to date refers to the risks that have been tackled and are sorted.

Assurance was given to the Committee that TBCG is compliant with legal and regulatory requirement with Subject Access Requests (SARs) processed in time, Data Processing Impact Assessments (“DPIAs”) being carried out etc.

The Committee sought further assurance on the long-standing actions, current relevance, materiality etc.

ACTION Regarding the feedback given by the Committee, the COO (who is the DPO’s new line manager) and the DPO confirmed they will sit together and work on it and will report back to the Audit committee on the next meeting.

The Committee noted the report

A/12/25 Progress on internal audit recommendations

The CFO took the report as read and summarised two key areas of the document.

- The plan put in place is on track
- During the previous meeting the Committee had reviewed the cyber security audit, and the CFO gave an update that the high-risk recommendations, including the updating of laptops has been sorted.

Questions and comments:

Governor asked if there is a way to track the actions and fixes that have been put through based on the recommendations from the internal audit report, to which the CFO confirmed a process like such has not been set. To this, LF pointed that the Executive team should review the recommendations made and ensure actions taken are successful and efficient. CEO and CFO agree that it is key to review the recommendations, the response and their results to ensure root causes are resolved and assurance can be given.

The Committee approved that the report provided assurance



The CFO took the report as read allowing the Internal Auditor representative (Paul) to discuss further the report with the Committee. The internal audit report on Work Experience & Industry Placements was presented providing significant assurance with 3 low level recommendations.

Questions and comments:

Governor LF asked how can we know that these actions are going to fix the risks outlined? A Governor's concern was regarding having a 'compliance culture organisation' to which the Chair agreed.

The CEO pointed out that the team is aware of T level students in particular that have missed out on the opportunity for work experience. They are monitoring it and reviewing the causes for it with Heads of Department responsible for addressing the issue. The responses provided in the report are already being actioned, but with other risks found also being addressed.

The Chair asked CEO to give an action to the group. He said that the Heads of Department should ensure the students have access to the apprenticeships.

Governors flagged that the responses given on the report don't seem to be aligned with what should be addressed, but it is not pointed out on the report. CFO explained that the responses given are based on the scope of the report and addressing the questions raised in the review.

A discussion took place on how the establishment of scopes and evolution and sign off of recommendations takes place. The CFO pointed that the scope of the audit needs to explain how it refers to the bigger picture, but it should not be covering it all, as it would be too wide into the internal processes. Further work will be done on aligning scopes to strategic risks and their mitigation.

The Executive confirmed assurance presented in respect of the original scope defined but noted that additional areas for improvements have been identified in relation to the operation of work experience. The Executive confirmed that they are looking at the position holistically and will review future scopes to ensure alignment with the needs of the organisation and strategic risks.

ACTION: Going forward Executive will review management responses and sign them off. Executive leads will attend committee meetings in the future.



ACTION: to share the report with the C&Q committee for their information (not as a discussion item).

The Committee approved that the report provided assurance.

A/14/25 Internal Audit strategy 2025-2026

The CFO presented the Internal Audit Strategy and the Risk Register reports together. She took the reports as read, giving a summary of the strategy in relation to the risk profile and the reasoning behind the planning for next year's strategy.

Questions and comments:

Governor AH congratulates CFO on the work put into the Risk Register and how well aligned it is to the plan proposed. She had extra notes on the Risk Register, which was agreed she would email offline to the Executive Team.

The Annual Report, provided by the auditors will be shared with the Audit Committee during the next meeting. Governor AH flagged that the CEO needs to know the KPIs that the internal auditors are working to, for example delivery timelines, the dates when the management is supposed to give responses by. The Committee also considered it important to identify who will be in charge of resolving each potential risk.

Governor referenced an earlier discussion on whether the register should be condensed. It was considered prudent at this stage for the Committee to have full visibility of the identified risks and then to understand to process for reduction and presentation.

The Committee agreed on the recommendation of the Internal Audit Strategy and the Risk Register to the Corporation.

A/15/25 Financial statements audit strategy

The CFO took the report as read. She handed the floor to Rebecca from Buzzacott LLP (Financial Statements Auditors).

Rebecca presented the strategy following consultation with the CFO and noting the risks outlined.

Questions and comments:

The Committee pointed that the audit timetables are very tight and the questioned the possibility for delays. Rebecca agreed but confirmed, alongside the CFO, that they work very closely with the report provided by the auditors and advance any work that can be done earlier to avoid potential delays.

The redundancy cost risks were mentioned, to which the Executive confirmed they have been added to the transformation activity budget. Buzzacott LLP will be reviewing the



potential for a wider provision during the audit. The Committee requested confirmation that the plan proposed is flexible and allows for emerging costs. To this, Buzzacott and CFO confirmed it does.

Guidance will be provided around any additional governance work following FEC Weston findings and other governance updates in the sector.

LGPS benchmarking and expertise was discussed and the approach on estimates was confirmed.

The Committee recommended the Financial Statements Audit strategy to the Corporation for approval.

A/16/25 Regulatory framework update and terms of reference 2025-2026

The Group Director of Governance took the report as read and explained that the report summarised key changes in the regulatory framework impacting the work of the Committee. In particular there are some additional questions on the Regulatory Self-Assessment for 2024-2025 that require early consideration.

It was pointed out that the terms of reference for the Committee ("ToR") need to be re-done and the Governance team is working on a Governance manual, where these are included. once the new format has been established the Group Director of Governance will consult with the Committee on the content.

Questions and comments:

No questions raised.

The Committee noted the report

A/17/25 Irregularity review

The Group Director of Governance took the report, highlighting reports in the year as read.

No amendments were proposed to the Raising Concerns (Whistleblowing) Procedure at this time because there is an internal piece of work being done to set out clearly the relationship between this procedure and other HR policies to guide investigations. A flow chart will be created to have an easier way of understanding what process should be followed when a conflict occurs.



Questions and comments:

The Governors asked if previous investigations have been used as lessons learnt when creating the flowchart. To this, the Group Director of Governance confirmed this is the case and that the work being done will streamline action taken and avoid duplication.

The Committee approved that the report provided assurance

A/18/25 Anti-bribery & corruption report and policy revision

This was not presented.

ACTION: CFO to work with the finance team to review the position on the policy and training required

A/19/25 Risk register

Discussed with the Internal Audit Strategy topic.

A/20/25 Capital project review (Corby Sixth Form – Post Occupancy Review)

The CFO took the report as read and opened the floor for questions.

Questions and Comments:

Questions centred around what is meant by a “better business case”. This includes funding availability, objectives. Going forward TBCG will have a project officer and internal teams established to review potential projects and deliver them. The Committee wanted to have a better understanding of their responsibilities and their expectations (as some fall into the Resources Committee and others into the Audit Committee). The Group Director of Governance confirmed this will be picked up in the review of terms of reference and scheme of delegation so there is greater visibility and value added by relevant committees.

ACTION: Executive Director of Strategy to review business case and see why student numbers predicted for the project were not met.

ACTION: CFO will highlight this report to the Resources committee in June for information and to feed into future discussions on how committees review proposals.

A/21/25 Minutes of previous meeting

The minutes of the previous meeting were agreed subject to a request from Governor to amend wording on HR Performance Management report review, amending it from ‘it cannot’ to ‘it should not’.

ACTION: Senior Governance Coordinator to amend the minutes to comply with the request.

A/22/25 AOB

Chair of the Committee thanked Dennis Buckley for his role and participation during the years he has served as a Board and more recently a co-opted committee member as it was his last meeting as part of the Audit committee meeting. Dennis will stay as a local group member for the CBC C&Q Local Group.

The Committee also thanked Luke Ferebee for his role as Chair of the Committee as he is stepping down and moving to the Resources Committee from August. Ann Harris will become the new Chair of the Committee.

The CEO mentioned that after the recent governor recruitment campaign, new members will be reviewed by the Governance committee and when/if approved by the Board, the Group Director of Governance will ensure opportunities for 1:1 sessions.

Meeting ended at 18:58