City of Portsmouth College

Minutes of the Audit Committee Meeting
Held at 4.30pm on 24 February 2026

Present: Huw Chapman, Ashley Cullen (Teams), Shirley Nellthorpe & Pauline Tiller (chair)

Apologies: Prue Amner

In Attendance:

Karl Bentley	Funding Assurance Auditor, Validera (Teams) (Min 294)
Chris Bilton	Interim VP, Information Services
Mike Cheetham	RSM (internal auditors)
Chris Mantel	Alliotts (external auditors)
Matt Phelps	Deputy Principal & CEO (Min 294)
Katy Quinn	Principal & CEO
Paola Schweitzer	Director of Governance (Dir of Gov)
Maria Vetrone	COO

Minutes

Minute 294 was confidential.

295 Attendance and Participation

Prue Amner sent her apologies.

296 Declarations of Interest

There were no declarations of interest.

297 Minutes

The minutes of the meetings held on 02 & 11 December 2026 were **Agreed** as correct records.

298 Matters Arising

Governors **Noted** matters arising had been completed with only one ongoing:
Minute 283: Dir of Gov to circulate note with more details on DBS timelines and costs, including confirmation that governors were included in the updating activity.

299 Training & Development: Emerging Risk Radar (autumn 2025)

Due to time constraints, this item was postponed to the next meeting by which time RSM would have published the spring 2026 edition of the *Emerging Risk Radar* report.

300 Internal Audit Report: Corporate Governance (paper 933/26/A)

RSM carried out an internal audit on the College's compliance with its governance framework. The audit opinion concluded that '*Given the system in place and the results of testing undertaken, it is our opinion that there is, overall, substantial assurance that there are adequate procedures and controls in place in relation to governance within the*

College. However, we have identified opportunities to update governance documentation to provide further clarity or to better reflect current governance arrangements in place.' There were four low priority actions, all of which were agreed by management. In response to a question the internal auditor stated that the Chairs of Corporation and Search & Governance (S&G) Committee hadn't been interviewed as that wasn't part of the audit's agreed scope. The Chair noted that some responses required S&G action, hence the end of the summer term timeline and asked that the recommendations were amended accordingly. There was a brief discussion about ensuring Learning & Quality Committee's terms of reference focused on educational outcomes and that the governance self-assessment aligned more closely with the whole College SAR. Having scrutinised the report, governors **Noted** the internal audit report on Corporate Governance with the agreed amendments and agreed that it should be tabled at S&G Committee.

301 Internal Audit Report: Estates Management (paper 924/26/A)

RSM carried out an internal audit on estates management to review the College's planned and reactive maintenance processes. The audit opinion concluded that '*taking account of the issues identified, the board can take reasonable assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied and effective. However, our review identified some areas of improvement, including ensuring estates records are better documented, strengthening monitoring of maintenance and enhancing formal reporting to management and governors.*'' There were three medium priority and three low priority management actions, all of which were agreed by management. The COO noted that she and the Head of Estates welcomed RSM's thorough report and that its findings were not a surprise, highlighting the culture shift required to improve the use of College systems. In response to a query the COO noted that Corporation had tasked her with getting legal advice on dilapidations at the North Harbour Campus and that at present, provision had not been made for this cost as the College had a secure tenure and no plans to exit the lease. This treatment had been agreed by Alliotts through the external audit in autumn 2025. One governor asked whether, in the light of increasing estates activity and long F&R agendas, it was time for Corporation to have an Estates Committee and the Dir of Gov confirmed this would be discussed by S&G Committee shortly. Having scrutinised the report, governors **Noted** the internal audit report on Estates Management.

302 Internal Audit Report: Accuracy of HR Systems (paper 935/26/A)

RSM carried out an internal audit on the accuracy of HR systems to provide assurance that HR data management and system controls ensured data integrity and consistency across HR systems. The audit opinion concluded that '*taking account of the issues identified, the board can take reasonable assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied and effective. However, we have identified issues that need to be addressed in order to ensure that the control framework is effective in managing the identified risk(s).*' There was one medium priority and two low priority management actions, all of which were agreed by management. The audit noted that '*the College's policy requires DBS checks are conducted for all staff before joining, and where this is not possible, a risk assessment is required to be completed. Sample testing completed on DBS checks did not identify any exceptions. We note, and have previously reported, that the College's policy does not outline how often refresher DBS checks are to be completed. However, we understand that this is expected to be updated in 2026.'* The Chair passed on her congratulations to the Director of People & Organisational Development on this audit and, acknowledging the number of recent HR audits, thanked her for all her hard work.

The Chair also noted that the refresher DBS check matter would be resolved shortly with a revised policy. In response to a query, the COO stated, and Shirley confirmed, that the SCR and payroll were cross-referenced monthly. There was a brief discussion about safer recruitment training, with the Principal & CEO assuring governors that there was always at least one safer recruitment trained member of staff on every interview panel. Having scrutinised the report, governors **Noted** the internal audit report on the accuracy of HR systems.

303 Internal Audit Report: Progress Report (paper 936/26/A)

The internal auditor presented the internal audit progress report providing an update on progress against the agreed internal audit plan 2025-26. Three final reports had been issued to date: corporate governance, estates management and accuracy of HR systems. The Health & Safety internal audit was nearing completion and a debrief with management had taken place. The internal auditor advised that there was nothing significant on which to appraise the Committee. The FE funding and additional learning support audits were on track for consideration at the Committee's next meeting. Having scrutinised the report, particularly the KPIs and assurance levels, governors **Noted** the internal audit progress report.

304 Internal Audit Report: Internal Audit Benchmarking Report 2024-25 (paper 937/26/A)

The internal auditor presented the internal audit benchmarking report 2024-25 which enabled the College to self-assess against RSM's FE clients. The report found that '*In 2024/25 COPC had generally greater assurance opinions on average than the sector, with no partial or minimal assurance opinions issued. Of the reports in the year, our follow up confirmed that the majority of actions were actioned promptly. Additionally, management continue to select areas for internal audit review where there are known risks or weaknesses. Over the three years we undertook ten advisory/no opinion reports (five in 2024/25).*' The COO noted the pleasing three year improving trend in this area and the fact that the College directed auditors to known problem areas, thereby demonstrating the College's mature attitude to risk. The idea of setting management targets in this area was briefly discussed but dismissed as it could create perverse behaviours. Having scrutinised the report, particularly the KPIs and emerging sector issues, governors **Noted** the internal audit benchmarking report 2024-25.

305 Outstanding Audit Recommendations Follow Up (paper 939/26/A)

The outstanding audit recommendations follow up report confirmed progress made by management in implementing audit recommendations raised by internal and external auditors and other independent reviews of the College's internal control framework. The main area of focus for the Committee was the implementation of agreed internal audit management actions. Of the 46 recommendations raised in 2024-25, 40 had been completed with six in progress (relating to the apprentices and learner number systems audits). As at 13 February 2026, three 2025-26 internal audit reports had been finalised and 13 recommendations made. There were no high priority recommendations. Twelve were in progress, with one yet to start. The Chair asked that Validera's learner numbers audit recommendations were included in the schedule. Having scrutinised the report, particularly audit recommendations that were high priority and/or had yet to be implemented and had passed their agreed timelines, governors **Noted** the outstanding audit recommendations follow up report.

306 **Strategic Risk Register (paper 940/26/A)**

The strategic risk register was updated by the Strategic Risk Management Board on 10 February 2026 (observed by Huw and Shirley). There were 30 strategic risks, six of which were significant/business critical and six high. Governors discussed the new significant/business critical risk concerning new accounting rules for leases from 2026-27, with one governor asking what mitigating action the College was undertaking. The Principal & CEO reported that the matter was discussed at the PIMS meeting and the College had volunteered to be a case study as it was one of the few colleges with a significant proportion of leased estates. The external auditor outlined the likely impact of changes on the College and governors asked if Corporation could have a training session on the matter. F&R Committee would consider a paper on the matter the following week.

The COO drew governors' attention to the board assurance framework, namely the three columns identifying the 1st, 2nd and 3rd lines of defence noting that the issue had been raised in a recent FE Commissioner letter. There were three 3rd line of defence (internal & external audit) areas where the College would benefit from further assurance but these were hard to secure. The Chair suggested strengthening the framework by asking that each risk owner sign the register annually to confirm controls were in place and operational. The COO would raise the matter at SMT and add an additional column to the register. The Chair also asked that Committee and Strategic Risk Register Board minutes clearly state that governors observed Risk Board meetings and another asked that Risk Board minutes were available to governors through the Committee minutes being on SharePoint and link governor feedback. There was a brief discussion about embedding an effective risk management culture at all levels of the College with the internal auditor confirming that this was a challenge for all colleges. Having scrutinised the report with attention to changes in risk definitions, risk assessments, movement of net risks and the associated commentary and actions, governors **Agreed** to recommend the strategic risk register to Corporation.

307 **Risk Management Policy (paper 941/26/A)**

The College's annual risk management policy review was relatively simple, with the only substantive change concerning an expanded risk appetite narrative. Governors asked that the policy include a reference to the College's board assurance framework and that the finalised policy was circulated to them prior to being tabled at Corporation. Having scrutinised the tracked amendments and satisfied themselves that the policy was clear and reflected College practice, governors **Agreed** to recommend the updated risk management policy to Corporation for approval.

308 **Anti-Fraud, Bribery & Corruption Breaches**

There were no anti-fraud, bribery and corruption breaches to report.

309 **Data Protection Breaches**

There had been one data protection breach concerning an email sent to the wrong person. The matter did not require reporting to the ICO and the matter had been closed. There had been three breaches to date in 2025-26.

310 **Whistleblowing Update**

The Dir of Gov reported on the whistleblowing allegation concerning the integrity of H&S data reporting to SMT and governors referred to her by management in November 2025. The allegations had not been upheld, a conclusion confirmed by external legal advice. Governors **Noted** the whistleblowing update and the Chair asked that the Dir of Gov inform Graham Goddard as lead H&S governor.

The Chair thanked Mike, who would shortly be retiring, for his service to the College as the internal auditor and wished him well for his retirement.

The Principal & CEO, COO and Interim VP Information Services left the meeting.

311 Meeting with Internal & External Auditors without Staff Present

Governors briefly discussed the compliance matters raised in Validera's follow up on learner numbers report.

The meeting ended at 7pm