

## Audit and Assurance Committee Meeting

Date of Meeting	Tuesday 28 May 2024
Paper Title	Review of SPFM Audit Committee Handbook Checklist
Agenda Item	10
Paper Number	AAC4-D
Responsible Officer	Board Secretary
Recommended Status	Disclosable
Action	For Decision

### 1. Executive Summary

- 1.1. This report provides for the Committee's annual review of its arrangements against the Audit & Assurance Committee Handbook checklist which forms part of the Scottish Public Finance Manual (SPFM).
- 1.2. There have been no material changes to the Handbook in the past twelve months nor any material changes to the Committee's Terms of Reference.
- 1.3. Audit Scotland have replaced Azets as GCRB's External Auditors since the last review against the checklist was completed in May 2023.

### 2. Recommendations

- 2.1. The Committee is invited to **review** the checklist, **consider** whether any changes should be made to reflect current compliance, and **agree** any actions that should be taken to strengthen compliance (note penultimate question on checklist).

### 3. Background

- 3.1. The Financial Memorandum requires that the Board complies with the SPFM, except where specific derogations apply.
- 3.2. The Committee reviews the Scottish Government’s Audit Committee Handbook self-assessment checklist annually at this time as a means to support compliance with the SPFM and best practice.
- 3.3. The following checklist includes draft content for the Committee’s consideration.

### 4. Checklist

Role and Remit	Y/N/NA	Comment/Action
Does the committee have written terms of reference?	Y	
Do the terms of reference cover the core functions as identified in the SG Handbook?	Y	
Are the terms of reference approved by the committee and reviewed periodically?	Y	Terms of Reference were last reviewed in January 2024.
Has the committee been provided with sufficient membership, authority and resources to perform its role effectively and independently?	Y	The Committee’s annual self-evaluation provides scope for review of these areas.
Does the body’s governance statement mention the committee’s establishment and broad purpose?	Y	
Does the committee periodically assess its own effectiveness?	Y	Annually
<b>Membership, Induction and Training</b>		
Has the membership of the committee been formally agreed by the management board and/or accountable officer and a quorum set?	Y	
Are members appointed for a fixed term?	Y	Committee Membership is reviewed annually. Tenure is limited by the requirements of the Terms of Reference and Ministerial appointments guidance.
Does at least one of the members have a financial background?	Y	

Are all members, including the Chair, independent of the Executive function?	Y	
Are new committee members provided with an appropriate induction?	Y	
Has each member formally declared his or her business interests?	Y	The register of interests, for each member, is published on the GCRB website.
Are members sufficiently independent of the other key committees of the Board?	Y	
Has the committee considered the arrangements for assessing the attendance and performance of each member?	Y	Individual members undergo assessment by the Board chair who takes into account committee roles.
<b>Meetings</b>		
Does the committee meet regularly, at least four times a year?	Y	
Do the terms of reference set out the frequency and broad timing of meetings?	Y	Frequency, yes. Timing is aligned to the board cycle, and is not determined by the terms of reference.
Does the committee calendar meet the body's business and governance needs, as well as the requirements of the financial reporting calendar?	Y	The board calendar is in part determined by financial reporting calendar.
Are members attending meetings on a regular basis and if not is appropriate action taken?	Y	Attendance is monitored annually by the Nominations & Remuneration Committee and as part of the Committee's self-evaluation. Individual attendance is reviewed by the Board Chair during individual evaluation. Average attendance over the past 12 months has been 93%.
Does the accountable officer attend all meetings and, if not is s/he provided with a record of discussions?	Y	The GCRB Executive Director attends all meetings.
Does the committee have the benefit of attendance of appropriate officials at its	Y	External and Internal audit representatives normally attend

meetings, including representatives from internal audit, external audit and finance?		meetings together with the GCRB Finance & Resources Director.
<b>Internal Control</b>		
Does the committee consider the findings of annual reviews by internal audit and others, on the effectiveness of the arrangements for risk management, control and governance?	Y	The committee has oversight of risk management and reporting systems.
Does the committee consider the findings of reviews on the effectiveness of the system of internal control?	Y	The committee reviews the system of internal control on an annual basis.
Does the committee have responsibility for review of the draft governance statement and does it consider it separately from the accounts?	Y	The committee reviews the draft statement prior to its presentation to the Board together with the accounts.
Does the committee consider how accurate and meaningful the governance statement is?	Y	
Does the committee satisfy itself that the arrangements for risk management, control and governance have operated effectively throughout the reporting period?	Y	The committee receives the annual reports of internal and external audit and also reviews the systems of internal control.
Has the committee considered how it should co-ordinate with other committees that may have responsibility for risk management and corporate governance?	Y	The committee chair reports as required at meetings of the Board. The Board Chair normally attends one AAC meeting each year.  The Committee has introduced an annual joint meeting with Performance & Resources Committee (May 2024)
Has the committee satisfied itself that the body has adopted appropriate arrangements to counter and deal with fraud?	Y	The board has approved a policy in respect of fraud and the committee considers any instances of fraud that occur within the Glasgow college region.
Has the committee been made aware of the role of risk management in the preparation of the internal audit plan?	Y	The risk register, and long term business plan, inform the internal audit plan.

Does the committee's terms of reference include oversight of the risk management process?	Y	
Does the committee consider assurances provided by senior staff?	Y	
Does the committee receive and consider stewardship reports from senior staff in key business areas such as finance, HR and ICT?	Y	Due to its minimal staff, GCRB receives support from the assigned colleges in the areas of finance and HR. IT support is provided via a third party.
<b>Financial reporting and regulatory matters</b>		
Is the committee's role in the consideration of the annual accounts clearly defined?	Y	
Does the committee consider, as appropriate:		
<ul style="list-style-type: none"> <li>• The suitability of accounting policies and treatments.</li> </ul>	Y	
<ul style="list-style-type: none"> <li>• Major judgments made.</li> </ul>	Y	
<ul style="list-style-type: none"> <li>• Large write-offs.</li> </ul>	Y	
<ul style="list-style-type: none"> <li>• Changes in accounting treatment</li> </ul>	Y	
<ul style="list-style-type: none"> <li>• The reasonableness of accounting estimates.</li> </ul>	Y	
<ul style="list-style-type: none"> <li>• The narrative aspects of reporting?</li> </ul>	Y	
Is a committee meeting scheduled to receive the external auditor's report to those charged with governance including a discussion of proposed adjustments to the accounts and other issues arising from audit?	Y	The committee convenes in January prior to the Board meeting.
Does the committee review management's letter of representation?	Y	
Does the committee gain an understanding of management's procedures for preparing the body's annual accounts?	Y	
Does the committee have a mechanism to keep it aware of topical legal and regulatory issues?	Y	Provision is made as appropriate on the agenda.

Internal audit		
Does the Head of Internal Audit attend meetings of the committee?	Y	The Internal Auditor is invited to, and normally attends, all meetings.
Does the committee consider, annually and in detail, the internal audit plan including consideration of whether the scope of internal audit work addresses the body's significant risks?	Y	
Does internal audit have a direct reporting line, if required, to the committee?	Y	
As well as an annual report from the Head of Internal Audit, does the committee receive progress reports from internal audit?	Y	
Are outputs from follow-up audits by internal audit monitored by the committee and does the committee consider the adequacy of implementation of recommendations?	Y	The committee receives a report at each meeting, which shows progress against each recommendation.
If considered necessary, is the committee chair able to hold private discussions with the Head of Internal Audit?	Y	Such meetings take place at least once per annum.
Is there appropriate co-operation between the internal and external auditors?	Y	
Does the committee review the adequacy of internal audit staffing and other resources?	Y	Prior to appointment.
Are internal audit performance measures monitored by the committee?	Y	
Has the committee considered the information it wishes to receive from internal audit?	Y	
Has the committee considered formal terms of reference defining internal audit's objectives, responsibilities, authority and reporting lines?	Y	

<b>External audit</b>		
Does the external audit representative attend meetings of the committee?	Y	The External Auditor is invited to, and normally attends, all meetings.
Do the external auditors present and discuss their audit plans and strategy with the committee (recognising the statutory duties of external audit)?	Y	The external audit plan is presented to the committee each year.
Does the committee chair hold periodic private discussions with the external auditor?	Y	Such meetings take place at least once per annum.
Does the committee review the external auditor's annual report to those charged with governance?	Y	
Does the committee ensure that officials are monitoring action taken to implement external audit recommendations?	Y	
Are reports on the work of external audit presented to the committee?	Y	
Does the committee assess the performance of external audit?	Y	GCRB external auditors are appointed by Audit Scotland but the committee considers their performance annually and provides feedback.
Does the committee consider the external audit fee?	Y	The external audit fee is discussed annually alongside the external audit plan.
<b>Administration</b>		
Does the committee have a designated secretariat?	Y	
Are agenda papers circulated in advance of meetings to allow adequate preparation by committee members and attendees?	Y	The papers are provided to committee members and attendees one week in advance of the meeting.
Do reports to the committee communicate relevant information at the right frequency, time, and in a format that is effective?	Y	

Does the committee issue guidelines and/or a pro forma concerning the format and content of the paper to be presented?	Y	Papers adhere to the format approved for all board papers.
Are minutes prepared and circulated promptly to the appropriate people, including all members of the Board?	Y	Board Members receive committee minutes at the next meeting after the committee. Standing Orders require that the Committee Chair receives draft minutes within ten days of a meeting, and other members thereafter.
Is a report on matters arising presented or does the Chair raise them at the committee's next meeting?	Y	
Do action points indicate who is to perform what and by when?	Y	
Does the committee provide an effective annual report on its own activities?	Y	The committee reviews work undertaken during the year and its effectiveness annually. A report is shared with the Board.
<b>Overall</b>		
Does the committee effectively contribute to the overall control environment of the organisation?	Y	
Are there any areas where the committee could improve upon its current level of effectiveness?	-	<b>For Committee consideration</b>
Does the committee seek feedback on its performance from the Board and Accountable Officer?	Y	The Accountable Officer participates in the committee's self-evaluation process.  The Committee's annual report is presented to the Board.

## 5. Risk and Compliance Analysis

- 5.1. This report supports mitigation of the risk of "A breach of legislation or regulatory requirements results in a failure of governance." (Risk 008).
- 5.2. There are no legal implications associated with this report.



## **6. Financial and Resource Analysis**

**6.1.** There are no direct resource implications as a direct result of this report.

## **7. Equalities Implications**

**7.1.** There are no equalities implications as a direct result of this report.

## **8. Learner Implications**

**8.1.** Robust and compliant governance and control arrangements are essential to the effective delivery of GCRB's strategic objectives and the confidence of stakeholders in the organisation.