

**Minutes of the Cardiff University Audit and Risk Committee Special Meeting held on Tuesday 5 September 2023 at 12:00 via Zoom.**

Present: Dr Robert Weaver (Chair), Pers Aswani, Dónall Curtin [until end of Minute 1159.1], Suzanne Rankin [from minute 1157] and Agnes Xavier-Phillips.

Attendees: Ruth Davies and Rashi Jain. Until end of Minute 1159.1: Jonathan Brown (KPMG), Daisy Gandy, Professor Wendy Larner, Alexander Middleton (KPMG), Claire Sanders and Darren Xiberras.

**1153 Welcome and preliminaries**

1153.1 All were welcomed to the meeting including Professor Wendy Larner, the Vice-Chancellor, who was attending her first meeting of the Committee.

1153.2 The Chair noted that good risk management, strong controls and appropriate governance are fundamental building blocks, that the University needs these strong foundations, that it is more efficient and less time consuming to put things right first time and the committee must focus on driving positive change and moving the University forwards.

1153.3 The Vice-Chancellor acknowledged the valued contribution of members of the committee and thanked them for their service; and noted that with both a new chair of the committee and a new Vice-Chancellor there was an opportunity to look forward; they confirmed the importance of the activities of the committee, the need for strong audit and risk functions supported by training and guidance to underpin an ambitious university going forward; and emphasised that they would be seeking advice from the committee as to how to enhance the University's approach in this area.

**1154 Apologies for absence**

Apologies were received from Sian Marshall.

**1155 Declarations of interest**

The Chair reminded the Committee members of their duty to disclose any potential conflicts of interest. No declarations of interest were disclosed.

**1156 Items from the Chair****Head of Internal Audit Interim Appointment**

Noted

1156.1 that interviews for the interim Head of Internal Audit had been held with a panel comprising the Chair of the committee, the Chief Financial Officer and the Chief Operating Officer (COO);

1156.2 thanks to Pers Aswani and the Internal Audit team members (Clare Eveleigh and Carys Moreland) for their help and support for the interview process;

1156.3 [redacted]

1156.4 [redacted]

Resolved

1156.5 To recommend to Council that Laura Hallez is appointed as the Interim Head of Internal Audit.

**1157 Head of Internal Audit resignation statement and management response**

Received and considered papers '23/05HC HIA Resignation Statement' and '23/07HC Management Response to HIA Resignation Statement'. The University Secretary introduced the statement and the COO spoke to the management response.

Suzanne Rankin joined during this item.

Noted

1157.1 [redacted]

1157.2 [redacted]

1157.3 [redacted]

1157.4 [redacted]

1157.5 [redacted]

1157.6 [redacted]

1157.8 [redacted]

1157.9 [redacted]

1157.10 [redacted]

Resolved

1157.11 To approve that an appropriate level of assurance has been provided to enable a declaration under section 139 of the HEFCW FMC.

Noted

1157.12 [redacted]

**1158 Draft Internal Audit Service Annual Report and management response**

Received and considered papers '23/06HC Draft Internal Audit Service Annual Report' and '23/08HC Management Response to the Draft Annual Report'. The COO spoke to this item.

Noted

1158.1 [redacted]

1158.2 [redacted]

1158.3 [redacted]

1158.4 [redacted]

1158.5 [redacted]

1158.6 [redacted]

**1159 Any Other Business**

Noted

1159.1 [redacted]

Jonathan Brown, Dónall Curtin, Daisy Gandy, Alexander Middleton, Claire Sanders, the Vice-Chancellor and Darren Xiberras left the meeting at the conclusion of this item.

Resolved

1159.2 to postpone consideration of the final item of business on the agenda 'Legal advice regarding ex-employee comments' until a later date in order to provide sufficient time for proper consideration with all members present.