



MEETING OF THE AUDIT AND RISK COMMITTEE

MONDAY 22 September 2025

1330, [REDACTED], and via Microsoft Teams (Hybrid)

DRAFT MINUTES

Members: Ololade Adesanya (Chair), Stephen Robertson (Deputy Chair), Mary Bishop (Co-opted member), Henry Hughes (Co-opted member), Lucie Lambert (Independent Trustee) (*online*), Michaela Munro (Co-opted member), Dame Professor Melanie Welham (Independent Trustee)

In attendance: Shirlene Adam (Group Finance Director), Andy Carr (Deputy Chair of the Board, Independent Trustee), Michael Flay (University Secretary & Director of Governance), Lucinda Parr (Chief Operating Officer & Registrar), David Stock (Interim Head of Governance and ARC Secretary), Judith Squires (DVC & Provost), Peter Vermeulen (Chief Finance Officer), Evelyn Welch (Vice Chancellor & President) left after agenda item 10.

Visitors: Victoria Jones Parry (Executive Director of Strategic Planning & Transformation) – for agenda item 7 (*online*); Graham Baker (General Counsel) for agenda item 14

Internal Auditors: David Broughton (RSM), Tom Loader (Internal Audit Manager, UoB)

External Auditor: Colin Bates (PwC)

Apologies: None received

1. MINUTES OF THE PREVIOUS MEETINGS (*on file*).

1.1 The minutes of the meeting on 9 June, were **APPROVED** as a true and accurate record.

2. MATTERS ARISING & ACTIONS

2.1 The Committee **RECEIVED** and **NOTED** the Action Register (*on file*).

3 DECLARATIONS OF INTEREST

3.1 No new declarations of interest were raised. The University Secretary & Director of Governance confirmed that the potential for conflict of interest in the event the Committee discussed the University's contractual relationship with JISC had been noted on the Register of Interests subsequent to Henry Hughes' recent appointment as a Co-opted member of ARC.

4. CHAIR'S BUSINESS

4.1 The Committee **NOTED** its forward plan for 2025/26 (enclosed) and **APPROVED** its terms of reference and membership for 2025/26, subject to confirmation that the wording in paragraph 1.3 in relation to the University's Subsidiary Companies "*to the extent applicable*" was limited to the context of risk and compliance.

ACTION: ARC Secretary

4.2 The Committee agreed that it would welcome deep dives on subsidiary governance at future meetings as the University's subsidiary portfolio evolved.

ACTION: ARC Secretary

- 4.3 The Vice-Chancellor provided an update on sector developments and highlighted the following:
- 4.3.1 The University was celebrating the recent achievement of 10th place in the Sunday Times UK University Rankings 2026, an improvement on 11th place in 2025 – the accompanying report noted that Bristol was a “*high-quality university in a charming city.*”
 - 4.3.2 The opening of the Hartcliffe and Withywood Micro-campus had been attended by Dame Jacqui Smith, Minister of State for Skills, who had subsequently praised the University in a speech to Universities UK.
 - 4.3.3 The new Chair of the Office for Students, Edward Peck, had launched a change consultation on the Teaching Excellence Framework; as an increased number of providers would fall under the remit of the TEF, it was hoped that the system and processes would become smoother. It was understood that TEF outcomes would be linked to tuition fee funding, but it was unclear at this time how that connection might operate in practice. The University had a TEF Gold Plan in place.
 - 4.3.4 Research England had paused the Research Excellence Framework for three months in order to review its approach to people, culture and the environment.
 - 4.3.5 The University of Greenwich and the University of Kent had recently announced a merger, which they announced had been designed to create a new university model which would be “*resilient and financially viable*”.
 - 4.3.6 The University was engaged in discussion with the Department for Education over the proposed 6% levy on international student fees with the intention of illustrating the potential negative impact on finances across the sector and on the UK’s place in the global Higher Education marketplace.
 - 4.3.7 Clearing and confirmation had shown that the University’s modelling had been robust and that the viring of targets between programmes had facilitated student recruitment over target in terms of headcount. The financial target had been missed due to under-recruitment of international students but this had been ameliorated by increased recruitment of UK students. Standards had been maintained, including by the acceptance of near-miss profile applicants within previously-agreed parameters. This year’s recruitment data would be used to generate realistic targets for 2026-27.
 - 4.3.8 In response to questions from Members, the Vice-Chancellor confirmed that the Executive held the responsibility for ensuring quality indicators were established and met; the responsibility of the Board of Trustees was to assure themselves that the Executive were meeting that responsibility.

5. INTERNAL AUDIT PROGRESS REPORT

- 5.1 The Committee RECEIVED: and **DISCUSSED** the Internal Audit Progress Report, paper ref: **ARC/25-26/001** (*on file*).
- 5.2 David Broughton (RSM) introduced the paper, highlighting that the piece on Teaching Block 1 had been brought forward in order to allow the piece on IT Service Management to be completed during 2025/26. The Committee noted that the report highlighted 0 Overdue High Priority Actions, 6 Overdue Medium Priority Actions and 10 Overdue Low Priority Actions; these Overdue actions were being addressed via Operations Board. The Committee agreed that future deadlines should be less optimistic and that an exceptional rationale would need to be recorded for any deferrals, which would be

highlighted in future Internal Audit Progress Reports to increase their visibility to the Committee.

ACTION: David Broughton, RSM

- 5.3 The Committee **DISCUSSED** the absence of any Finalised Reports with Full Assurance and Mr Broughton noted that RSM would consider mechanisms to ensure that assurance was balanced and reflected areas where the control environment was considered strong. It was likely that this year's Opinion, scheduled to be presented at the meeting of Audit and Risk Committee on 3 November 2025, would be the same as that presented last year: Moderate.
- 5.4 In response to questions from Members, the DVC and Provost noted that change requests which had been submitted in respect of the development of the Temple Quarter Enterprise Campus had been approved by the Project Board on the basis that they would have no negative impact on the delivery schedule and no cost implications beyond the contingency already authorised.
- 5.5 In response to questions from Members, Mr Broughton noted that the Subsidiary Governance Framework would be reviewed in partnership with management teams of the Subsidiaries.

6. Policy on Safeguarding the Independence of External Auditors

- 6.1 The Committee **RECEIVED** and **APPROVED** the Policy, paper ref: **ARC/25-26/002** (*on file*).
- 6.2 The Committee **APPROVED** the proposed changes to the External Auditor Independence policy, noting that it would be brought back to the Committee for review and approval in 2028.

Victoria Jones Parry joined the meeting

7. KEY UNIVERSITY RISKS (KURR) SUMMARY

- 7.1 The Committee **RECEIVED** and **DISCUSSED** the KURR Summary, paper ref: **ARC/25-26/003**.
- 7.2 The Committee **NOTED** the changes that have occurred to the Key University Risk Register and, therefore, to the University's risk profile since the previous update in June 2025.
- 7.3 The Committee welcomed the new KURR Dashboard and commended the paper, noting the new reporting cycle which would alternate quarterly reports to Audit and Risk Committee with those to the Board of Trustees. The Committee requested that Control Scoring be added to the KURR and that future reports highlight the 'Top 10 Risks', to help focus discussions.

ACTION: Executive Director of Strategic Planning & Transformation

- 7.4 In response to questions from Members, the Chief Financial Officer noted that, whilst inflation could rise, the macroeconomic situation was dynamic and multiple financial risks were being monitored, including staff pay, the proposed levy on international student fees, utilities costs, and global currency volatility. The CFO also confirmed in response to questions from Members that supply chain and related cyber security risks were captured and monitored via sub-registers.

Victoria Jones Parry left the meeting

8. SUMMARY OF FINANCIAL PERFORMANCE

- 8.1 The Committee RECEIVED and **DISCUSSED** the Summary, paper ref: **ARC/25-26/004** (*on file*).
- 8.2 The Committee **NOTED**: the financial performance for the full twelve months of financial year 2024/25 (to 31 July 2025.)
- 8.3
- 8.4 In response to questions from Members, the CFO confirmed that there had been no post-balance sheet events to date.
- 9. HEAD OF INSURANCE REPORT: 1 AUGUST 2024 TO 31 JULY 2025**
- 9.1 The Committee RECEIVED and **DISCUSSED** the Report, paper ref: **ARC/25-25/005** (*on file*).
- 9.2 The Committee **NOTED** the Head of Insurance Report (Formerly the Insurance Manager's Report) 1 August 2024 to 31 July 2025.

Graham Baker joined the meeting

10. OFS REPORTABLE / NOTIFIABLE EVENTS

- 10.1 The Committee RECEIVED a verbal update from the University Secretary & Director of Governance, in which he confirmed that there had been three Reportable Events in the past year. The Committee **DISCUSSED** and endorsed the approach the Executive had taken to erring on the side of caution by engaging in a transparent dialogue with regulators.

Evelyn Welch left the meeting

11. COMPLIANCE WITH THE REGULATORY FRAMEWORK FOR HIGHER EDUCATION IN ENGLAND

- 11.1 The Committee RECEIVED and **DISCUSSED** the Framework, paper ref: **ARC/25-26/007** (*on file*).
- 11.2 The Committee **DISCUSSED** the University's approach to managing and evidencing the University's compliance with the Office for Student (OfS) regulatory framework for higher education in England, specifically the University's approach to tracking compliance with the OfS ongoing conditions of registration, and in respect of the Reportable Events Policy. The University Secretary & Director of Governance confirmed that the Committee held delegated responsibility for compliance assurance, which it would relay to the Board of Trustees via its reporting cycle. The Committee requested slight revisions in the format of the tracker, which would be brought to the next meeting.

ACTION: Head of Governance

- 11.3 The Committee **NOTED** the compliance update, which covered how the University ensures compliance with the new ongoing condition of registration – E6: "*The provider must take steps to protect students from conflicts of interest and abuse of power.*" The Committee welcomed this additional layer of assurance in relation to Condition E6.
- 11.4 The Committee **NOTED** the University's Statutory External Returns tracker, which ensures a coordinated approach to all data returns and regulatory submissions, thereby strengthening the University's alignment with the current OfS reporting requirements. The Committee requested that the Chief Operating Officer & Registrar consider the value of applying for ISO certification, including 27001 and 9001, as well as Cyber Essentials certification and bring an update to the Committee Away Day in April 2026

ACTION: Chief Operating Officer & Registrar

12. POLICY MANAGEMENT PROJECT REPORT

12.1 The Committee RECEIVED and **NOTED** the Report, paper ref: **ARC/25-26/008**

12.2 The Committee **NOTED** the updated Policy Framework and associated resources, Appendix 1 and 2, in accordance with the executive Scheme of Delegation. The Committee welcomed the work of the Project, particularly in its rationalising and gathering of University policy documentation in a central location, and noted that priority had been given to policies which were in areas of relatively high risk or were public-facing.

13. ANY OTHER BUSINESS

13.1 There was none.

The next session was for ARC members only and the Deputy Chair of the Board, who was invited to remain on the basis that he had previously received a separate briefing on the matters raised. All other attendees left the room.

The General Counsel, the Chief Operating Officer & Registrar, the University Secretary & Director of Governance and the Interim Head of Governance were the only other officers present for the Discussion.

CONFIDENTIAL AGENDA

14. ANNUAL UPDATE ON LITIGATION MATTERS: INSURED AND UNINSURED

14.1 The Committee RECEIVED and **NOTED** the Update, paper ref: **ARC/25-26/009**

14.2 The Committee **NOTED** the report on current litigation matters the University is managing and considered if the Board of Trustees should be advised on any matters.

15. REPORT OF THE WHISTLEBLOWING OFFICER (TO INCLUDE 5-YEAR WHISTLEBLOWING REPORT)

15.1 The Committee RECEIVED and **DISCUSSED** the Report, paper ref: **ARC/25-26/006**

15.2 The Committee **NOTED** the content of the matters contained in this Whistleblowing Report.

MEETING CLOSED. DATE OF NEXT MEETING: The date of the next meeting was confirmed as Monday 3 November 2025, 1400.