

**Audit Committee**

Minutes of the meeting held on 04 December 2018 at 09:30

in Rooms 1&2, Abell House, Slade site,

Horspath Driftway, Headington, Oxford OX3 7JH

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| **Present[[1]](#footnote-1):** | **BOD 27/2019**  (Agenda item: 14(b)) |
| Bernard Galton | Non-Executive Director (the **Chair/BG**) |
| John Allison | Non-Executive Director (**JA**) |
| Chris Hurst | Non-Executive Director (**CMH**) |
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| **In attendance:** | |
| *External Audit – Grant Thornton UK LLP:* | |
| Laurelin Griffiths | External Audit - Engagement Manager, Grant Thornton (**IM**) |
| *Internal Audit – PwC LLP:* | |
| Alice Wainwright | Internal Audit – Engagement Manager, PwC (**AW**) |
| *Counter Fraud – TIAA:* | |
| Gareth Robins | Counter Fraud – Senior Counter Fraud Manager, TIAA (**GR**) |
| *Oxford Health NHS FT:* | |
| Stuart Bell | Chief Executive (the **CEO/SB**) – *part meeting* |
| Mark Hancock | Medical Director (**MHa**) – *part meeting* |
| Mike McEnaney | Director of Finance (the **DoF/MME**) – *part meeting* |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary (the **DoCA/CoSec /KR**) |
| Mark Walker | Head of IT (**MWr**) – *part meeting* |
| Martyn Ward | Director of Strategy & Chief Information Officer (CIO) (**MWd**) – *part meeting* |
| Lucy Weston | Associate Non-Executive Director (**LW**) |
| Hannah Smith | Assistant Trust Secretary (Minutes) (the **ATS/HS**) |
| **Observing:** |  |
| David Walker | Trust Chair Designate |
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The meeting followed a private meeting held between the Committee members and the Internal and External Auditors.

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| **1.** | **Welcome and Apologies for absence** |  |
| a  b | No apologies for absence were received from committee members.  Apologies for absence from non-committee members were received from: Sasha Lewis - Internal Audit, Director and Engagement Lead (PwC); and Iain Murray – External Audit, Engagement Lead (Grant Thornton). |  |
| **2.**  a  b  c  d  e  f | **Minutes of the meeting held on 11 September 2018**  The Minutes of the meeting were approved as a true and accurate record.  ***Matters Arising***  **Item 10(e) Joint membership of Audit Committee and Quality Committee**  The Director of Corporate Affairs & Company Secretary noted that Non-Executive Director responsibilities would be considered further following the interview process for the Associate Non-Executive Director. The action remained for the future membership of the Audit Committee and of the Quality Committee to be considered to ensure that there was a joint member of both committees.  **Item 11(d) Consolidate learning from the 2017/18 Annual Accounts and Annual Report**  The Director of Corporate Affairs & Company Secretary noted that learning from the 2017/18 process would be applied to the 2018/19 process, the planning for which was due to start presently. In particular the intention was to shorten documents and improve readability.  **Item 3(l)-(m) Fire Safety – escalation to the Quality Committee**  The Chair confirmed that the Committee’s concerns around fire safety had been escalated and discussed at the Quality Committee and the Board and were being reviewed through risk registers; progress was being made and an update would be provided back to this Committee at least by September 2019.  The Committee noted that it would hold a separate meeting in the future to review the Terms of Reference and discuss the business/papers coming to the Committee and that it may also take a slot earlier in the meeting to discuss Any Other Business to be dealt with.  The Committee confirmed that the following items from the 11 September 2018 Summary of Actions had been completed, progressed or were on the agenda for the meeting: 4(j) Cyber Security – on the agenda; 7(b) Internal Audit reviews – on the agenda; 7(c) scoping of Internal Audit Directorate review; and 8(c) Conflicts of Interest. | **Action**  **KR and NEDs**  **NEDs/HS/KR** |
| **BUSINESS ITEMS** | | |
| **3.**  a  b  c  d  e  f | **Clinical Audit annual report**  The Medical Director presented the report AC 49/2018 which detailed arrangements for the 2017/18 Clinical Audit programme and highlighted progress made against recommendations during Q1-2 of 2018/19. He noted the strengthening of the Clinical Audit team and that the programme was now reporting on plan. He highlighted that the programme had also been slimmed down over the past 2 years so that it was now more focused on targeting those areas which had been identified as requiring improvement and was no longer re-auditing areas which had already achieved good or excellent ratings.  Lucy Weston noted that although previously there had been a concerning Internal Audit review on Clinical Audit, those issues had been addressed; going forwards she suggested that it would be more useful for reporting to provide assurance on the coverage provided by Clinical Audit and to help the Committee to discharge it responsibilities to ensure that there were no gaps in coverage between the Clinical Audit and other audit functions. At the same time, however, she cautioned against recycling of reporting and the Audit Committee reviewing information which members had already received through Board and other meetings. John Allison agreed. The Committee noted that it was unclear if it needed to continue to receive reporting on Clinical Audit due to previous concerns raised by an Internal Audit review or due to ongoing responsibilities.  The Director of Corporate Affairs & Company Secretary reminded the Committee that Clinical Audit was a key internal control mechanism and it was therefore relevant for the Committee to receive assurance on the effectiveness of the Clinical Audit function. Concerns about its effectiveness in the past had led to increased focus through Internal Audit which had identified areas for improvement and also escalated Clinical Audit as an area of heightened interest for the Committee. She noted that although it could be an option for this Committee to rely on the work of the Quality Committee in reviewing more detail around clinical audits, it was still a responsibility of this Committee to test the effectiveness of the overall process and to review the maintenance of an effective system of integrated governance, risk management and internal control.  The Chair suggested that it would be relevant to discuss this further as part of the separate meeting referred to at item 2(e) above to review the Terms of Reference and discuss the business/papers coming to the Committee.  *The Director of Strategy & CIO, the Head of IT and the Director of Finance joined the meeting*.  Lucy Weston referred to page 9 in the report which set out key themes arising from clinical audits in 2017/18:   * the Care Planning Approach audit had identified standards requiring improvement Trust-wide across all four quarters of 2017/18; * the Essential Standards audit had identified standards requiring improvement Trust-wide across all 6 bi-monthly audits; and * the audit on Buckinghamshire CCG patients with dementia who were prescribed antipsychotics had identified that improvement was required in evidencing that patients/carers were consulted about the risks and benefits of medication prior to antipsychotic initiation.   She noted that these would be relevant for follow-up during 2018/19 as the report suggested more questions than answers in relation to these areas. The Chair added that if this was an annual report then it should focus on 2017/18 rather than having sections drifting into 2018/19. He noted that the Quality Committee should maintain focus on the key themes arising from 2017/18 and look for assurance in these areas.  **The Committee noted the report.** | **NEDs/HS/KR** |
| **4.**  a  b  c  d  e  f  g | **Whistleblowing/Freedom to Speak Up arrangements**  The Director of Finance provided an oral update and explained the arrangements in place to review the findings of whistleblowing investigations. He confirmed that whistleblowing reports were submitted to the Executive for review and consideration of recommendations and actions; these were also summarised approximately quarterly for reporting into the Well Led quality sub-committee, which could then escalate reporting to the Quality Committee, if required; and the Freedom to Speak Up Guardian also reported annually to the Board. He noted that in February 2018, at the request of the previous Chair, a report had been presented to provide oversight of these arrangements to provide assurance that appropriate mechanisms were in place around whistleblowing. He recommended that the Committee receive further reporting around this annually or, if more frequency was required, six monthly as a maximum.  The Director of Corporate Affairs & Company Secretary reminded the Committee of its remit in accordance with the requirements of the NHS Audit Committee Handbook and the Financial Reporting Council’s “Guidance on Audit Committees” to consider the effectiveness of the arrangements/processes in place to support whistleblowing. She explained that assurance around whistleblowing arrangements also supported the Annual Governance Statement which this Committee would need to be able to recommend to the Board by April/May. A report on whistleblowing arrangements was currently scheduled annually for this Committee, ideally in September or December.  John Allison queried whether it was unnecessarily bureaucratic to review an area where the arrangements did not change or where further review could risk duplicating effort, given annual reporting from the Freedom to Speak Up Guardian on their caseload and activity, received by the Board in November 2018. The meeting discussed and considered whether separate review by the Committee on the effectiveness of arrangements could lead to satisfactory assurance for the purposes of the Annual Governance Statement, including when the effectiveness of whistleblowing was considered more holistically and in the wider context of the direct feedback from the Freedom to Speak Up Guardian to the Board and reporting upon incidents, complaints and patient experience to the Board and other committees. The Director of Corporate Affairs & Company Secretary noted that the effectiveness of the arrangements in place could shift and be impacted by changes in management structures or other events, as may be indicated by Staff Survey results or shifts in themes and trends from incidents or complaints. Annual review provided an opportunity for this to be tested.  Chris Hurst noted the importance of understanding how the Trust had responded to whistleblowing cases and dealt with concerns raised. Confirmation and reporting on this would help the Committee to assess assurance as well as encourage staff to be more willing to speak up if they could be made aware of what the Trust had done in response and if they could recognise that their opinions were valued. If the Trust was not understood to take whistleblowing seriously and appropriately then there was a risk of cynicism undermining the process and people would not use it.  Lucy Weston suggested that reporting which highlighted cases by exception could also help with analysis of the process.  The Committee discussed its previous position on assurance with the effectiveness of the whistleblowing process. The Director of Corporate Affairs & Company Secretary reminded the Committee of its position in February 2018 that although it had been broadly assured, it had not been as assured that strong arrangements were in place to follow-up on actions arising from whistleblowing investigations and to implement learning from recommendations. The Committee had therefore requested an action that the Well Led quality sub-committee review the arrangements around learning and follow-up actions from whistleblowing cases. The next formal report to this Committee should set out what processes were now in place to deal with follow-up actions from whistleblowing. Chris Hurst noted that the Well Led quality sub-committee was an appropriate group to review the detail of follow-up actions from whistleblowing cases.  The Chair noted that although it was important for this Committee to have considered the effectiveness of whistleblowing on an annual basis and in good time for the Annual Governance Statement, ideally the timing could also take into account the availability of the results of the Staff Survey (from February in each year).  **The Committee noted the oral update and requested that the formal report on whistleblowing arrangements be presented to the meeting in February 2019; the Committee noted that it would separately consider the timing of future reporting and linkage with Staff Survey results.**  *The Chief Executive joined the meeting*. | **MME/ TB** |
| **5.**  a  b  c  d  e  f | **Cyber Security report**  The Head of IT presented the report AC 50/2018 which provided a further update on the state of the Trust’s cyber security readiness and progress against the cyber security roadmap and two-year programme. He reported that good progress was being made and the Trust was well on the way to achieving its target cyber security maturity. He highlighted the key achievements in the report, in particular: work which had been done to prevent users from installing their own software on Trust devices; web browser filtering and protection from malware; regular scanning of devices for vulnerabilities, and the application of patches to correct these; and regular vulnerability scanning of the shared network with Oxford University Hospitals NHS FT (**OUH**). Work was also taking place on a data mapping exercise, as part of wider Information Governance work, and on locking down USB ports on devices (linked to the deployment of Windows 10). Looking ahead, the Board would be receiving a cyber security briefing and training, sponsored by NHS Digital, at a Board Seminar in February 2019. The IT team was also reviewing cyber security awareness vendors for awareness training to be provided for staff in general.  As discussed previously, the Head of IT noted that the shared network with OUH, although useful and convenient, brought its own risks of exposure which the IT team was aware of and monitoring. The risks were, however, challenging to control given reliance upon OUH which had different cyber security maturity plans and timescales, as had been evidenced when working on attempting to harden configuration on all network devices such as switches and routers. The Trust’s IT team had done everything it could in relation to actions which were within its immediate control, as was reflected in the spider graph on cyber security roadmap alignment. The graph had been revised further to comments from the Committee and now included ‘achievable’ as well as ‘target’ goals and removed controls associated with others’ actions. Lucy Weston and Chris Hurst commented that the revised spider graph was useful. The meeting discussed whether further escalation with OUH or wider digital system groups would be required and was assured by the Head of IT that all reasonable escalation was being taken.  John Allison asked what the maturity assessment scale, and the Trust’s assessment score against this, was based on and whether this included defined or arbitrary terms. The Head of IT explained that the top of the scale was targeted at organisations within a national security infrastructure whilst the middle of the scale was more aligned to private sector organisations. The Trust was aiming to achieve a maturity target more in line with the middle of the scale and commensurate with most private sector organisations. The scale was created by the SANS Institute CIS Critical Security Controls which was amongst a number of available industry standards.  Chris Hurst referred to the spider graph and noted the gap to achieve the target at CC14 in relation to ‘controlled access based on the need to know’. Given the implementation of the General Data Protection Regulation, he asked whether the gap to target or the pace of progress to close the gap should be a cause for concern. The Head of IT replied that risks from this area were more the responsibility of the Information Governance team but that a significant amount of work had taken place to achieve the progress to date and this was a particularly challenging area as many of the relevant processes were manual to review the volume of data which had been collected by the Trust over time.  The Chair noted the reassuring progress made since the previous report but cautioned that in the future, more visibility may be required on risks due to reliance upon other organisations which the Trust may be less well placed to control or mitigate.  **The Committed noted the report**.  *The Head of IT left the meeting*. |  |
| **6.**  a  b  c  d  e  f | **Data Quality update report**  The Director of Strategy & CIO presented the report AC 51/2018 which set out national and local data quality issues and improvement actions being taken to address these. He explained the 3 categories of data which the Trust collected, processed and had general oversight over: (i) data for national use which the Trust had statutory responsibilities to provide or demonstrate compliance with; (ii) data for local contractual reporting to commissioners; and (iii) data processed locally by the Trust, the scale of which was being currently mapped out, as referred to at item 5(a) above, but which was significant. There had been positive developments in the first two categories but in relation to the third category, of the Trust’s local data, there was still substantial work to do.  He noted that the priority had been to improve the quality of data for national use. Improvement had been achieved through work to increase automation of the Trust’s data collection processes from internal systems. However, there was still more work to do, including to put in place more business processes to collect the data and to use the newly created Integrated Business Intelligence Dashboard. Work had also been taking place on the data for local contractual reporting to commissioners and commissioners were now more satisfied with the data with which they were being supplied. Most work remained to do on the data processed locally by the Trust. As set out in the report, as Carenotes was optimised, the number of legacy systems continued to reduce and, in some instances, additional systems were being developed as Carenotes did not store all the data required. Progress may not be straight forward as the Trust would need to evolve its business processes, change the way in which it operated (including developing Carenotes) and implement a data quality programme approach; however, there were plans in place for this.  Lucy Weston noted that she had been more assured by the oral presentation of the report than by what was contained within it; the report did not give a clear indication of risks and challenges but the oral presentation had given a flavour of mitigating activity. She asked how the Committee could provide support or take actions forward to improve Data Quality. The Director of Strategy & CIO noted the challenges around:   * securing appropriate resource as the formal project around Data Quality had been suspended due to lack of resource (although incremental work was still being undertaken and progress was as set out in the report); and * achieving organisational change as the situation was not as simple as just needing investment into a particular area or into a more technological response.   He added that the scale of the challenges was at least better understood and he was in a better position to be able to articulate what resourcing could enable the Trust to achieve and to put forward a business case, if investment were available. He confirmed that risk management was taking place, noting that there had also been instances when commissioners had imposed penalties when they had not received the data required but this situation had now improved and commissioners were more satisfied. Lucy Weston added that there could also be clinical risks associated with uncertainty over data sets. The Director of Strategy & CIO agreed that this was also relevant.  The Chair commented upon potential behavioural issues and barriers to achieving organisational change, which would need to be overcome as part of managing the challenge referred to above. He asked about risks to streamlining existing systems and closing some down, rather than continuing to support many separate databases. The Director of Strategy & CIO referred to Appendix 2 in the report and the optimisation work (in progress and scheduled) on reviewing data currently held on spreadsheets; he reported that there had been positive feedback from staffing groups who had previously been resistant to using Carenotes. The Chair noted that this could still be relevant as part of a wider assessment of the Data Quality risks for the Trust and which could be included in more detail in future reporting.  The Committee noted that the report was short but that a significant amount of further activity was taking place. The Committee suggested that in due course it would be helpful to receive an update, even a powerpoint presentation, on risks and challenges around Data Quality, what was deliverable and where activity was being focused. Chris Hurst noted that it could be useful to analyse across the Trust’s mental health and community services where there could be gaps in meeting national statutory responsibilities, data governance or overall being well led and forward thinking around use of ‘big data’. However, this more detailed update could be for later in-year (6-9 months on). More immediately, the Committee was interested in receiving an update on the situation around resourcing and a timeline (if known/anticipated) for producing a business case for additional resources (plus any indication as to priorities for delivery). The business case would not be for the Committee’s approval but the Committee was interested in how this was being managed and progress to acquire resources.  **The Committee noted the report.**  *The Director of Strategy & CIO and the Medical Director left the meeting*. | **MWd** |
| **AUDIT REPORTS** | | |
| **7.**  a  b  c  d | **Counter Fraud progress report**  Gareth Robins presented the report AC 54/2018 on activity against the Counter Fraud work plan across the areas of: Strategic Governance; Inform and Involve; and Prevent and Deter. He noted that feedback in relation to training provided at Induction was in the process of being obtained via an electronic survey and highlighted the positive feedback received to date, on page 3 of the report. He also drew the Committee’s attention to: the work which had taken place on Problem Gambling, on page 4 of the report; in the context of cyber security, the fraud alert circulated on ‘phishing emails’; and the benchmarking exercise which TIAA was undertaking across various trusts in respect of Consultant Job Planning, on page 5 of the report, which could be a risk area (albeit potentially more in the acute than mental health sector) and open to fraud, abuse or error if appropriate checks and controls were not in place. The Director of Finance recommended that the Medical Director be consulted and kept appraised of the Trust’s involvement in such a benchmarking review. The Chief Executive added that this area was likely to be lower risk in mental health compared to the acute sector where there may be more consultant private practice taking place.  Gareth Robbins provided a summary of the reactive work on investigations, as set out on pages 6-7 of the report. One new referral had been received (and then subsequently closed) since the last report; other cases were ongoing including one longstanding case around a member of staff believed to have been working elsewhere whilst on sick leave. Amongst the cases closed was the case involving false qualifications when an individual had sent fraudulent certificates to numerous agencies, which had been discussed at the previous meeting; the individual involved had been dismissed and received a criminal sentence.  John Allison referred to the joint work with IT on Problem Gambling to establish control to block access to gambling sites; he queried use of Trust equipment for any non-work purpose, let alone access to gambling sites. The Director of Finance replied that there were Trust policies in place around appropriate use of equipment but the focus here was upon inappropriate use.  **The Committee noted the report**. | **GR** |
| **8.**  a  b  c | **Counter Fraud and Corruption Policy and Response Plan**  Gareth Robins presented the report AC 55/2018 and confirmed that the policy had been reviewed and minor updates, but no substantive changes, made.  The meeting commented that the draft policy could also: include the email address for the Freedom to Speak Up Guardian; use the Trust’s standard form policy coversheet (with the Chair’s signature); and be circulated in due course to the HR and Learning & Development teams to ensure that training for managers was aligned with the policy.  **Subject to the comments above, the Committee APPROVED the Counter Fraud and Corruption Policy and Response Plan.** | **GR/HS** |
| **9.**  a  b  c  d | **External Audit Plan 2018/19 and progress report**  Laurelin Griffiths presented the paper AC 52/2018 on the planned scope of the External Audit 2018/19. She confirmed that the planning work was mostly complete and that a further onsite visit was planned for February/March 2019. She referred to the report and highlighted: the significant risks; the materiality threshold of £5.8 million (clearly trivial threshold of £0.29 million); and Value For Money (**VFM**)significant risks around financial position, the Cost Improvement Programme and Agency Staff Expenditure. In relation to significant risks she explained that the risk around adequacy of disclosures relating to being a going concern was a new significant risk this year; where there were any risks around going concern status then the audit would expect to see appropriate additional disclosures in the accounts. Other significant risks remained, as in previous years: the revenue cycle including fraudulent transactions; management override of controls; and valuations of Property, Plant and Equipment.  Lucy Weston commented that the report was reassuring. She noted that the previous year, the Trust had requested a lower materiality threshold be set; she asked whether the threshold was still low or had begun to creep up by default. The previous year materiality threshold had been £5.5 million (and the previous year clearly trivial threshold had been £0.25 million). Laurelin Griffiths confirmed that the previous year the threshold had been set lower than Grant Thornton’s default. The meeting noted that the thresholds this year had only increased by small incremental amounts.  The Director of Finance added that the challenge for the Trust was in financial planning for the future, noting in particular the challenges in liquidity and going concern status which would impact upon VFM.  **The Committee noted the report.** |  |
| **10.**  a  b  c  d  e  f | **Internal Audit progress report**  Alice Wainwright presented the report AC 53/2018 which included the Internal Audit IT Environment review (rated as ‘high’ risk). The progress report also included a summary of the Information Governance review (rated as ‘low’ risk), at Appendix A, and an update on fieldwork which was taking place in relation to other reviews including Corporate Governance & Risk Management and Key Financial Systems. Scoping work had been completed and fieldwork was due to start on the Directorate review in January and the Partnership Working review in February.  The Committee considered the summary of the Information Governance review and asked about the 30 assertions which required updating in order to meet the Data Security and Protection Toolkit requirements and whether these were significant or likely to be met. The Committee requested a progress update to the next meeting in February seeing as the responses to 30/93 Toolkit assertions tested required updating and the review had been unable to confirm the accuracy of 14/93 assertions.  The Committee discussed its oversight of Internal Audit reviews and noted that it should see all reviews in full, not just those which were rated ‘critical’ or ‘high’ risk and not just the summaries of lower-rated reviews. The Committee requested that all Internal Audit reviews be circulated upon completion (and prior to Audit Committee meetings) to all Audit Committee members plus the Director of Finance, the Director of Corporate Affairs & Company Secretary and the Assistant Trust Secretary, even if the reviews were rated as ‘low’ risk. The recent Information Governance review should also be circulated in full. Following the Committee’s previous practice, where reviews received a rating of ‘critical’ or ‘high’ they would also be presented in full to the next available Committee meeting for discussion; where they received a rating of ‘medium’ or lower then presentation at a meeting may not be required unless upon request by Committee members.  The Committee requested that the Internal Audit Plan 2018/19 be presented to the next meeting in February, having been reviewed and recommended by the Executive.  The Committee considered the IT Environment review, noting the areas of good practice summarised on page 4 as well as the high and medium risk findings. The Committee requested that the position on the monitoring and control of IT assets in circulation be checked again as although there may not be a central register of assets, the software on those assets was centrally controlled and they may already provide for monitoring.  **The Committee noted the reports.** | **MU**  **PwC**  **PwC**  **PwC/ MWd** |
| **FOR ASSURANCE** | | |
| **11.**  a  b  c | **Losses and Special Payments report – 01 August – 31 October 2018**  The Director of Finance presented the report AC 56/2018 on: forensic payments; loss/damage of personal effects; constructive losses; non-recoverable salary overpayments; cash losses; and NHS Resolution (formerly the NHS Litigation Authority) excess payments.  In relation to constructive losses, he highlighted that there had been:   * 128 cases of agency cancellation fees due to the change in policy away from using agency healthcare assistants; this was being monitored by the HR Staffing Solutions team to ensure it did not continue; and * 1 constructive loss in relation to Estates’ project management costs and design fees in relation to the original design phase of the Learning Disability Low Secure Unit. This had needed to be revised as a result of changes in national and local requirements.   **The Committee noted the report.** |  |
| **12.**  a  b  c | **Single Action Tender Waivers (SATWs) report – 01 August-31 October 2018**  The Director of Finance presented the report AC 57/2018 on SATWs and invoices over £25,000 and Single Action Quotation Waivers (**SAQWs**) between £5,000 and £25,000 which had been approved over the reporting period. The report also provided statistics relating to all invoices paid above £25,000 over the reporting period. The Chair noted the reassuring downwards trend in use of SATWs/SAQWs and asked if the Director of Finance was also satisfied with this. The Director of Finance replied that he was and that further rigour could be introduced with new Financial Systems in place which could allow for more automation with procurement and ordering systems.  Lucy Weston referred to Appendix 1 and asked about the section asking the question as to whether Procurement had been consulted, or not, on the particular waiver being reported. The Director of Finance replied that this was for Procurement to explain that they may not have been aware or part of the process.  **The Committee noted the report.** |  |
| **13.**  a | **Quality Committee – minutes of the meeting on 12 September 2018 and annual report**  The Committee received the Quality Committee minutes at paper AC 59/2018 and the annual report at paper AC 59/2018, noting that these had previously been reviewed at the Board. |  |
| **14.**  a  b  c | **Charity Committee annual report**  The Director of Corporate Affairs & Company Secretary presented the annual report of the Charity Committee at paper AC 60/2018. The Audit Committee had a specific remit under its Terms of Reference to assure itself on the adequacy of the governance and procedures relating to the Charity.  Lucy Weston requested that the Committee not receive further reporting from the Charity Committee beyond the Board’s receipt of the Charity Committee and Corporate Trustee minutes and annual report.  **The Committee received the report.** |  |
| **16.**  a | **Any Other Business**  None. |  |
| The meeting was closed at: 11:43 | |  |
| **Date of next meeting: Tuesday, 19 February 2019 10:00-12:15** (private pre-meeting from 09:30) | |  |

1. The quorum is 3 members (all Non-Executive Directors) and may include deputies. The Trust Chair shall not be a member of this Committee but regularly attends meetings in April and May for discussion of the draft Annual Report & Accounts. [↑](#footnote-ref-1)