

## Audit and Risk Committee Meeting

Tuesday, 10 September 2024 at 10:00 am to be held online and in person at the Royal College of Nursing

Agenda Item	Classification	Rationale
1. Apologies for Absence	Oral report Unclassified	n/a
2. Declarations of Interest	Oral report Unclassified	n/a
3. Minutes of the last meeting held on 14 May 2024		
3a. Unclassified Minutes	Unclassified paper	n/a
3b. Confidential Minutes	<b>Confidential Appendix</b>	<b>1,2,3,4</b>
4. Matters Arising	Oral report	
<b>Matters for decision/discussion</b>		
5. RCVS Audit Tender Process	<b>Confidential paper</b>	<b>1,2</b>
6. VAT Inspection	Oral report	
<b>Matters to note</b>		
7. CEO Update	Oral report	
8. RCVS Activity Mapping	<b>Confidential paper</b>	<b>1</b>
9. Major Projects Update		
9a. Refurbishment of Hardwick Street	Oral report <b>Confidential</b>	<b>3</b>
9b. Redevelopment of RCVS Website	Oral report <b>Confidential</b>	<b>3</b>
9c. CRM Project & Risk Register	<b>Confidential paper</b>	<b>3,4</b>
10. Veterinary Nursing Risk Register	<b>Confidential paper</b>	<b>4</b>
11. Corporate Risk Register Update & Assurance Map	<b>Confidential paper</b>	<b>1,3,4</b>

12. ENQA Update	Unclassified paper	n/a
13. Recruitment of ARC members	Oral report	
14. Any Other Business (AOB)		
14b. Reflective Session	Oral report	
15. Date of the next meeting: Tuesday, 12 November 2024 at 10:00 am (remote)	Oral report Unclassified	n/a

## **Audit and Risk Committee – Terms of Reference**

1. The Audit and Risk Committee shall support the Council by reviewing the comprehensiveness and reliability of assurances and internal controls in meeting the Council's oversight responsibilities. The Committee is a non-executive committee and has no executive powers except as set out below.
2. The Committee has delegated authority to:
  - a. Monitor the Council's risk management arrangements;
  - b. Approve the internal audit programme; and,
  - c. Advise the Council on the comprehensiveness and reliability of assurances and internal controls, including internal and external audit arrangements, and on the implications of assurances provided in respect of risk and control.
3. The Committee may request the attendance of any employee or member, as set out in paragraph 17 below, and may incur expenditure for the purpose of obtaining advice in terms of paragraph 21 below.
4. The Committee is accountable to the Council. The minutes of each Committee meeting shall be circulated to the Council. The Committee shall report to the Council annually on its work. It may also submit separately to the Council its advice on issues where it considers that the Council should take action. Where the Committee considers there is evidence of *ultra vires* transactions or evidence of improper acts, the Chair of the Committee shall raise the matter at a formal Council meeting.
5. The Committee shall have five members, but may operate with fewer while a vacancy exists, provided the quorum is maintained. The members shall include two Council members, of whom one shall be a lay member and one a registrant member. Neither the President, Vice-Presidents, nor the Treasurer shall be members of the Committee. The members of the Committee who are not Council members (the "external members") shall have appropriate audit and risk management experience.
6. The Council will elect one of the external members serving on the Committee as Chair, based on relevant background and skills. The Committee will elect a Vice-Chair and in the absence of the Chair, the Vice-Chair will chair the meeting.
7. The Committee shall support the Council by reviewing and advising the Council on the operation and effectiveness of the arrangements which are in place across the whole of the Council's

activities that support the achievement of the Council's objectives. In particular, the Committee shall review the adequacy of:

- a. All risk and control related disclosure statements, together with any accompanying internal audit statement, where appropriate, external audit opinion or other appropriate independent assurances, prior to endorsement by the Council;
  - b. The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements;
  - c. The policies for ensuring compliance with relevant regulatory, legal, governance and code of conduct requirements; and
  - d. The policies and procedures for all work related to fraud and corruption.
8. In carrying out this work the Committee will primarily utilise the work of internal audit, where appropriate, external audit and other assurance functions. It will also seek reports and assurances from Department Managers as appropriate, concentrating on the over-arching systems of governance, risk management and internal control together with indicators of their effectiveness.
9. In reviewing risk management arrangements, the Committee shall draw attention to areas where:
- a. Risk is being appropriately managed and controls are adequate (no action needed);
  - b. Risk is inadequately controlled (action needed to improve control);
  - c. Risk is over-controlled (resource being wasted which could be diverted to another use); and,
  - d. There is a lack of evidence to support a conclusion (if this concerns areas which are material to the organisation's functions, more audit and/or assurance work will be required).
10. In relation to internal audit, where appropriate, the Committee shall:
- a. Ensure that there is effective internal audit activity that complies with any applicable standards and provides appropriate independent assurance to the Council, Audit and Risk Committee, Secretary and Registrar;
  - b. The internal audit activity will include reviews into RCVS internal processes, policies and procedures. These reviews will be based on identified high risk areas from the Corporate Risk Register and assurance map;
  - c. Ensure that the College makes adequate resource available to internal audit activity, where required;
  - d. Review the need for an internal audit strategy, operational plan and work programme;

- e. Consider the major findings of the internal audit/review work, where carried out, and management's response; and,
  - f. Annually review the effectiveness of internal audit.
11. In relation to external audit, the Committee shall:
- a. Consider the appointment and performance of the external auditor, the audit fee and any questions of resignation or dismissal and make appropriate recommendations to the Council;
  - b. Discuss and agree with the external auditor, before the audit commences, the nature and scope of the audit as set out in the external audit plan and their local evaluation of audit risks;
  - c. Review the work and findings of the external auditor, consider the implications and management's responses to their work; and,
  - d. Review all external audit reports, including agreement of the annual audit letter before submission to the Council and any work undertaken outside the annual audit plan, together with the appropriateness of management responses.
12. The Committee shall review the annual financial statements, focusing particularly on:
- a. Disclosures relevant to the terms of reference of the Committee;
  - b. Changes in, and compliance with, accounting policies and practices;
  - c. Unadjusted mis-statements in the financial statements;
  - d. Major judgmental areas; and,
  - e. Significant adjustments resulting from the audit.
13. The Committee shall ensure that the systems for financial reporting to the Council, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Council.
14. The Committee shall meet not less than three times a year. The external auditors may request a meeting if they consider that one is necessary.
15. Only Committee members shall be entitled to attend meetings of the Committee. The Treasurer, CEO, Secretary and/or Registrar, and Director of Operations shall normally attend meetings. Representatives from the external auditors shall attend meetings as required for relevant items. The President and other Council members may attend meetings at the invitation of, or with the agreement of, the Chair of the Committee.

16. The Committee may request any employee or member to attend a meeting to assist with its discussions on any particular matter or to provide any information it may reasonably require in order to fulfil its remit. All employees and members shall co-operate with any reasonable request made by the Committee.
17. The Committee may ask any or all non-members to withdraw for all or part of a meeting if it so decides. In such an instance, the Chair shall ensure that a proper record is made of the meeting.
18. The senior representatives of external audit shall have free and confidential access to the Chair of the Committee. At least once a year, the Committee shall provide an opportunity to meet privately with the external auditors. College staff will not be present during these confidential meetings.
19. The Committee may investigate any activity within its terms of reference. It may seek any information it requires from any employee and all employees shall co-operate with any request made by the Committee.
20. The Committee may obtain legal or other independent professional advice and secure the attendance of external advisers with relevant experience and expertise if it considers this necessary, within the budget approved by the Council. The CEO and/or Registrar shall ensure that appropriate secretariat support is provided to the Chair and Committee.

#### Remit relating to accreditation functions of the College

21. The Committee will receive assurances that the quality assurance work undertaken by the College in relation to the accreditation of veterinary degree programmes and veterinary nursing educational institutions is operating in accordance with its published procedures. This process of assurance is also designed to contribute to compliance with the requirements for membership with the European Association for Quality Assurance in Higher Education (ENQA) that 'Agencies should have in place processes for internal quality assurance related to defining, assuring and enhancing the quality and integrity of their activities'. This will be achieved by:
  - a. At the beginning of each calendar year, the Committee will be provided with a work plan, detailing the accreditation visitations that are scheduled for the forthcoming year;
  - b. Brief progress reports against this work plan will be provided as a standing item at each meeting of the Committee. These reports will also highlight any major concerns or issues that had arisen as a result of quality assurance activities conducted in the period covered by the report;
  - c. An annual report will be produced at the end of each calendar year. This will be presented to the Committee together with the work plan for the next calendar year. The annual report would be expected to include:
    - Confirmation that quality assurance activities have been completed in line with the work plan, or reasons for any variation;
    - Actions that have been taken or that are planned as a result of discussion by committees;

- Actions that have been taken or that are planned as a result of feedback from stakeholders (visitors/universities); and,
  - Trends and themes identified in information presented year on year.
22. Findings of the Committee arising from assurances received on the quality assurance activities of the College in relation to veterinary degree programmes and veterinary nursing educational institutions shall also be circulated to the Primary Qualifications Subcommittee (PQSC), Education Committee and the Veterinary Nurses Education Committee.
23. The Committee may choose to invite attendance from representatives of Education Committee and VN Education Committee for the purpose of receiving assurances on quality assurance activities undertaken by those Committees.
24. Where an appointed member of the Audit and Risk Committee is also involved with the education quality assurance activities of the RCVS, they shall not be permitted voting rights on any issues discussed however they may remain present at the meeting for points of clarification.

<b>Summary</b>	
Meeting	Audit and Risk Committee (ARC)
Date	10 September 2024
Title	Audit and Risk Committee Meeting Minutes – 14 May 2024
Summary	Minutes of the ARC meeting held remotely via Microsoft Teams on Tuesday, 14 May 2024.
Decisions required	The Committee is asked to approve the unclassified minutes and the confidential appendix.
Attachments	Confidential Appendix
Author	Huda Haid Governance Officer <a href="mailto:h.haid@rcvs.org.uk">h.haid@rcvs.org.uk</a>

<b>Classifications</b>		
<b>Document</b>	<b>Classification<sup>1</sup></b>	<b>Rationales<sup>2</sup></b>
Paper	Unclassified	n/a
Appendix	<b>Confidential</b>	<b>1,2,3,4</b>

<b><sup>1</sup>Classifications explained</b>	
Unclassified	Papers will be published on the internet and recipients may share them and discuss them freely with anyone. This may include papers marked 'Draft'.
Confidential	Temporarily available only to Council Members, non-Council members of the relevant committee, sub-committee, working party or Board and not for dissemination outside that group unless and until the relevant committee or Council has given approval for public discussion, consultation, or publication.
Private	The paper includes personal data which should not be disclosed at any time or for any reason, unless the data subject has agreed otherwise. The Chair may, however, indicate after discussion that there are



	general issues which can be disclosed, for example in reports to committees and Council.
<b><sup>2</sup>Classification rationales</b>	
Confidential	<ol style="list-style-type: none"> <li>1. To allow the Committee or Council to come to a view itself, before presenting to and/or consulting with others</li> <li>2. To maintain the confidence of another organisation</li> <li>3. To protect commercially sensitive information</li> <li>4. To maintain public confidence in and/or uphold the reputation of the veterinary professions and/or the RCVS</li> </ol>
Private	<ol style="list-style-type: none"> <li>5. To protect information which may contain personal data, special category data, and/or criminal offence data, as listed under the General Data Protection Regulation</li> </ol>

## Minutes of the Audit and Risk Committee (ARC) meeting held online via Microsoft Teams on 14 May 2024

### Members:

Mr K Grewal	External Lay Member
Mr V Olowe	External Lay Member
Ms J Shardlow	External Lay Member & Chair
Mr W A S Wilkinson	RCVS Council Member
Ms J S M Worthington	RCVS Council Member

### In attendance:

Dr M M S Gardiner	Treasurer (Observer)
Ms H Haid	Governance Officer
Ms L Lockett	CEO
Ms C McCann	Director of Operations
Ms L Prescott-Clements	Director of Education
Mr A Quinn-Byrne	Governance Manager (Secretary)
Mr S Scanlan	CRM Project Manager
Ms S Tetsola	Head of Finance
Mr D Tysoe	Chief Digital Officer

### Apologies for Absence

1. No apologies were received.
2. Ms J S M Worthington joined the meeting late due to experiencing technical difficulties.
3. The CRM Project Manager and Chief Digital Officer joined the meeting to present the Customer Relationship Management (CRM) Project update under the 'Major Projects Update' agenda item only.
4. The Director of Education joined the meeting for the 'Review of Term of Reference' (ENQA Provisions) agenda item only.

### Declarations of Interest

5. There were no declarations of interest to record.

## Minutes of the Last Meeting

6. The Committee approved the minutes of the last meeting, held on 13 February 2024, with no requests for amendment.

## Matters Arising

7. The actions from the previous minutes had been completed and were included in the agenda.
8. There was a suggestion from the Committee to provide a written (rather than oral) report on actions via a table for future meetings.

## CEO Update

9. The CEO provided an oral report on the following College activities to the Committee:
  - a) New RCVS and Veterinary Nurses' Council members: three veterinary surgeons had been elected to join RCVS Council for four-year terms, which would start at the RCVS Annual General Meeting (AGM) on Friday 5 July 2024. Two veterinary nurses had been elected to join the Veterinary Nurses' Council for three-year terms, also starting at this year's AGM.
  - b) Future governance reform: the communications package for proposals, which were to be consulted on, was to launch soon at the British Veterinary Association (BVA) Live conference in June.
  - c) Registrar's retirement from the College: the recruitment process for a new Registrar/Director of Legal Services was ongoing. A job specification was being produced as the role had changed significantly since the current Registrar assumed it. It was possible that an interim measure would be put in place. In the meantime, opportunities for her direct reports to take on some additional responsibilities were being explored.
  - d) New Strategic Plan: some standing Committees were being given the opportunity, as part of their May meetings, to consider ideas for strategy. This had not been included in the agenda for ARC because it was felt more appropriate to bring the draft Strategic Plan to the Committee later instead, so that it could be considered from an audit and risk perspective. However, ARC could indicate if it found that there was anything of immediate importance to the development of strategy at this meeting.

- e) Artificial Intelligence (AI) Roundtable event: the RCVS was to host a roundtable event with stakeholders from various backgrounds on Monday 20 May, to discuss how the College could regulate the use of AI across a range of veterinary sectors. Work on the internal use of AI was also taking place.
  - f) Veterinary Clinical Career Pathways (VCCP) Project: the VCCP working group had hosted its first meeting to kickstart the work to look at the future of the career routes and roles for veterinary surgeons in general practice.
  - g) Statutory instrument (SI) for Statutory Membership Exam (SME): the College had been calling for a new SI for some time to improve the arrangements for the SME, in order to make it more accessible. It was hoped that a draft SI would come to RCVS Council for consideration in June.
  - h) Impact of new UK Immigration Rules on workforce: the new minimum salary threshold for those with skilled worker visas was too high for many early-career veterinary surgeons and was understood to be having an impact on recruitment. An Environment, Food and Rural Affairs (EFRA) Committee hearing had taken place in March, to which the RCVS had not been invited to give oral evidence, but had sent submissions. This had been chaired by Dr Neil Hudson MP, a veterinary surgeon in the House of Commons, who had since submitted a letter to the government suggesting that the veterinary profession should be exempted from the salary threshold.
10. In considering whether the Committee would like to have a session on strategy, the Chair asked the members if there was any appetite for this at the moment. The consensus was that this topic should be considered at the next meeting in September, where the Committee would review the draft Strategic Plan from a risk perspective and consider whether it would like to include anything strategic that fitted in with the function of the Committee.
11. Further information is contained in paragraph 1 of the classified appendix.

## Major Projects Update

12. This agenda item covered three major ongoing College projects: the refurbishment of Hardwick Street, redevelopment of the RCVS website and the CRM project. Confidential information is contained in paragraphs 2-9 of the classified appendix.

## Corporate Risk Register & Assurance Map

13. Confidential information is contained in paragraphs 10-15 of the classified appendix.

## Review of Terms of Reference (ToR)

### ENQA Provisions

14. Confidential information is contained in paragraphs 16-21 of the classified appendix.

### General review of ToR

15. The Committee was given the opportunity to indicate whether it was happy with how the other terms were being met or if anything should be added or removed.

16. No gaps or amendments to the ToR were identified.

## Any Other Business (AOB)

17. In advance of the subsequent joint meeting with the Finance and Resources Committee taking place that afternoon, it was flagged that neither Mr W A S Wilkinson and Ms J S M Worthington had been listed as members of the Committee in the draft 2023 RCVS Annual Report.

**Action: List of ARC members in draft Annual Report to be updated.**

### Reflective Session

18. The Chair thanked the Committee for its time and input.

19. There was no further business to record.

## Date of the Next Meeting

20. The next ARC meeting would be held on Tuesday, 10 September 2024 at 10:00 am, in person.

<b>Action(s)</b>	<b>Date</b>	<b>Status</b>
List of ARC members in draft Annual Report to be updated to include Mr W A S Wilkinson and Ms J S M Worthington.	June 2024	Complete

<b>Meeting</b>	Audit and Risk Committee
<b>Date</b>	10 September 2024
<b>Title</b>	RCVS accreditation visitation work plan for Veterinary Schools and Veterinary Nursing qualifications
<b>Summary</b>	This report provides an update on the RCVS accreditation activities that have been completed in line with the agreed work plan for 2024.
<b>Decisions required</b>	None, for note.
<b>Attachments</b>	None
<b>Author</b>	Kirsty Williams Quality Improvement Manager <a href="mailto:k.williams@rcvs.org.uk">k.williams@rcvs.org.uk</a> 020 7222 2001

### Classifications

Document	Classification <sup>1</sup>	Rationales <sup>2</sup>
Paper	Unclassified	n/a

### <sup>1</sup>Classifications explained

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Private	The paper includes personal data which should not be disclosed at any time or for any reason, unless the data subject has agreed otherwise.

	The Chair may, however, indicate after discussion that there are general issues which can be disclosed, for example in reports to committees and Council.
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## <sup>2</sup>Classification rationales

Confidential	<ol style="list-style-type: none"> <li>1. To allow the Committee or Council to come to a view itself, before presenting to and/or consulting with others</li> <li>2. To maintain the confidence of another organisation</li> <li>3. To protect commercially sensitive information</li> <li>4. To maintain public confidence in and/or uphold the reputation of the veterinary professions and/or the RCVS</li> </ol>
Private	<ol style="list-style-type: none"> <li>5. To protect information which may contain personal data, special category data, and/or criminal offence data, as listed under the General Data Protection Regulation</li> </ol>



**Update on accreditation events for 2024**

Accreditation event	VS or VN	Notes
Bristol Focussed revisit (following visit in 2021) 6 <sup>th</sup> – 8 <sup>th</sup> March 2024	VS	Draft report sent for factual accuracy check by vet school – 3 <sup>rd</sup> April 2024 Factual accuracy check returned by vet school – 10 <sup>th</sup> April 2024 Report reviewed by PQSC – 12 <sup>th</sup> June 2024 Report sent to vet school for formal response – 18 <sup>th</sup> June 2024 Report returned by the vet school with their formal response – 19 <sup>th</sup> August 2024 Due to be reviewed and accreditation decision made by PQSC – 15 <sup>th</sup> October 2024 Due to have PQSC decision ratified by Education Committee – 19 <sup>th</sup> November 2024
Cambridge Visit triggered by PQSC and EC following a review of annual monitoring data Visit – 27 <sup>th</sup> – 31 <sup>st</sup> May 2024	VS	Draft report sent for factual accuracy check by vet school – 27 <sup>th</sup> June 2024 Factual accuracy check returned by vet school – 17 <sup>th</sup> July 2024 Report reviewed by PQSC – 9 <sup>th</sup> August 2024 Report sent to vet school for formal response – 13 <sup>th</sup> August 2024 Report returned by the vet school with their formal response – 15 <sup>th</sup> October 2024 Due to be reviewed and accreditation decision made by PQSC – October 2024 Due to have PQSC decision ratified by Education Committee – 19 <sup>th</sup> November 2024
Pretoria University 5 <sup>th</sup> – 10 <sup>th</sup> May 2024 Focussed revisit joint with SAVC, AVBC	VS	This event is co-ordinated by SAVC and the formal response is due back from the vet school by January 2025.
Hartpury 20 <sup>th</sup> – 22 <sup>nd</sup> February 2024	VN	Draft report sent to AEI for factual accuracy check- 7 <sup>th</sup> March 2024 Factual accuracy check returned to RCVS- 14 <sup>th</sup> March 2024 Action plan submitted to RCVS by AEI – 2 <sup>nd</sup> April 2024 Accreditation decision by VNEC 16 <sup>th</sup> April 2024 Granted full accreditation for 5 years.

<p>Coventry 19<sup>th</sup> – 21<sup>st</sup> March 2024</p>	<p>VN</p>	<p>Draft report sent to AEI for factual accuracy check- 8<sup>th</sup> April 2024 Factual accuracy check returned to RCVS – 22<sup>nd</sup> April 2024 Action plan submitted to RCVS by AEI – 30<sup>th</sup> April 2024 Accreditation decision by VNEC 20<sup>th</sup> June 2024 Granted full accreditation for 5 years.</p>
<p>Middlesex 23<sup>rd</sup> – 24<sup>th</sup> April 2024</p>	<p>VN</p>	<p>Draft report sent to AEI for factual accuracy check- 10<sup>th</sup> May 2024 Factual accuracy check returned to RCVS – 17<sup>th</sup> May 2024 Action plan submitted to RCVS by AEI – 7<sup>th</sup> June 2024 Accreditation decision by VNEC 20<sup>th</sup> June 2024 Granted full accreditation for 5 years.</p>