

Audit & Risk Committee of Governing Body

Minutes of 18th February, 2021

Present: Dr Fionnuala Anderson (Chairperson), Marie Carroll, Kieron Connolly, Maeve McConnon, Sam Dunwoody¹

In Attendance: David Smith, Bernard Mullarkey, Conor Logan, Elaine Dominguez (Minute-taker)

The Meeting was held as a Video Conference Meeting due to the Government's restriction requirements as a result of the COVID-19 pandemic. The meeting commenced at 14.30hrs and concluded at 16.00hrs

1. Adoption of Agenda

The Agenda was adopted, as circulated, with the addition of the following Item under A.O.B.:

- Brief Review of the Audit & Risk Committee's term of office

Proposer: FA

Seconder: MC

2. Conflicts of Interest

No conflicts of interest were declared.

3. Adoption of Minutes of the Meeting of 25th November 2020

The Minutes of the meeting of 25th November 2020 were adopted as circulated.

Proposer: MC

Seconder: KC

4. Matters Arising

- #### **4.1 IADT's Annual Governance Statement 2019/2020**
- it was reported that IADT's Governance Statement for 2019/2020 had been amended to record a Fee of €285.00 paid to Dr Fionnuala Anderson, during the period in question, for her participation in an Institute Interview Panel.

5. Internal Audit

- #### **5.1 Meeting with Deloitte**
- Clíodhna Maloney and Brenda Nelson (Managers at Deloitte) joined the meeting via MS Teams at 15.35hrs and briefed the Audit & Risk Committee members on the Internal Audit Follow-up Review Report as circulated.

¹ *Joined the meeting at 15.17hrs*

5.2 Deloitte Internal Audit Reports

5.2.1 Deloitte Internal Audit Review of IADT's Employment Control Framework (ECF) Compliance Report (December 2020) – during the briefing by the representatives from Deloitte, it was noted that the Review of the Institute's Compliance with ECF found 2 issues: 1 issue was rated 'Serious' and 1 issue was rated 'Moderate' as follows:

- (i) **Items 3.1 Staff Contracts (Serious)** – Deloitte recommended that: Commencement Forms (CFs) should be fully completed and outline the duration of employment and reason for appointment; CFs and Contracts should be signed off by the new joiner prior to the commencement date; and the approval of the respective Department Head and HR Manager should be documented in the CF (or other equivalent document) prior to the commencement date. The Institute accepts the finding and recommendations and the following actions have been undertaken: a) the HR Manager informed Management Team members regarding the issue identified in relation to CFs; and b) a new online form and process has been developed in order to mitigate risks and the HR Office is currently testing the system. Managers and administrators will be trained in the use of the online form in the coming weeks. In addition, a new intranet site is being developed (due to go live in April 2021) which will have an on-boarding element for new staff members. The Responsible Party is the HR Manager and the Target Date is Q1 2021.
- (ii) **Item 3.2 Policies & Procedures for ECF-related Activities** – Deloitte recommended that: Management should ensure that existing policies and procedures relating to ECF Compliance activities are formalised and reviewed/updated periodically; Management should develop formal procedures for managing instances of ECF non-compliance to provide guidance to staff members; and Management should formalise and document the policies and procedures for processing the renewal of fixed-term contracts. The Institute accepts the finding and recommendations and undertakes to: a) issue a formal Report on ECF Compliance to Executive within 1 month of the submission of each Quarterly HEA Return identifying any non-compliance issues; and b) review all Recruitment and ECF-related Policies that are within the remit of the Institute; and c) develop and document a Policy related to the renewal and/or completion of fixed-term contracts. The Responsible Party is the HR Manager and the Target Dates are: Q1 2021 (a) and Q2 2021 (b and c).

5.2.2 Deloitte Internal Audit Review of IADT's Code of Governance Compliance Report (February 2021) – the representatives from Deloitte identified that, of the 141 items required to be reviewed, no issues were found in respect of 136 of those items. The internal auditors confirmed to the Audit & Risk Committee that, in their opinion, there is a high level of Governance compliance within the Institute. The following are the 5 items listed as 'Moderate':

- (i) **Item 1.1 Governing Body Effectiveness Reviews** – as per Section 4.6 of the THEA CoG for Institutes of Technology, the Governing Body should undertake an annual self-assessment evaluation of its own performance and that of its committees. The Institute acknowledges that no self-assessment survey was carried out in 2020, although no matters or deficiencies were recorded in the Minutes of the meeting. A self-assessment process will be implemented for the next Governing Body commencing in May 2022. The Responsible Parties are the Chairperson and the Secretary to Governing Body and the Target Date is June 2022.

- (ii) Item 1.2 Governing Body Meetings with Internal Auditors** – as per Sections 1.7 & 4.9 of the THEA CoG for Institutes of Technology, the Governing Body should meet at least twice a year, without staff members of the Institute, to discuss any matters deemed relevant. The Institute notes the finding and acknowledges that in 2020 only one meeting took place in the absence of IADT staff members. The schedule of twice-yearly will be restored in 2021. The Responsible Parties are the Chairperson and the Secretary to Governing Body and the Target Date is June 2021.
- (iii) Item 1.3 Annual Reporting (Submission of Financial Statements to the C&AG)** – as per Section 6.4 of the THEA CoG for Institutes of Technology, IADT should furnish draft unaudited financial statements to the Comptroller and Auditor General (C&AG) by such date as the C&AG determines. In 2020, this date was set as 30th November 2020, however, the Institute submitted the financial statements on 31st December 2020. IADT accepts this finding and it was noted that the Finance Manager gave notification of the late submission of the Financial Statements to the C&AG Auditor in November 2020 (in accordance with the provisions stipulated by the C&AG). IADT will review its processes and implement improvements for the submission of the 2021 Financial Statements The Responsible Party is the Secretary/Financial Controller and Finance Manager and the Target Date is September 2021.
- (iv) Item 1.4 Risk Management** - as per Section 7.2 of the THEA Code of Governance for Institutes of Technology, the Governing Body must make risk management a standing item on the Governing Body meeting agenda. IADT acknowledges this finding and recommendation. It accepts that there is no specific item on Governing Body agendas labelled as 'Risk Management'; however, the President's Report to Governing Body is focussed on both strategic management and risk management. The Institute will review, with the Chairperson of the new Governing Body, the identification of risk management as a priority item on Governing Body agendas. The Responsible Parties are the Chairperson and the Secretary to Governing Body and the Target Date is June 2021.
- (v) Item 1.4 Quality of Service Charter** - As per Section 10.4 of the THEA CoG for Institutes of Technology, IADT should have an Action Plan in place to support the Quality of Service Charter, outlined in Section 10.1. IADT currently have Quality Framework Document and a Learner Charter; however, there is no Action Plan to support the Charter. The Institute acknowledges this finding and recommendation and will review its Quality Framework Document and a Learner Charter to develop the required Action Plan. Responsible Party is the Registrar and the Target Date is June 2021.

The Audit & Risk Committee considered that the high level of compliance demonstrated by the report should be brought to the attention of the Governing Body, and that the Appendix of the report should be circulated to Governing Body for their next meeting on 3rd March 2021.

The Chairperson of the Audit & Risk Committee enquired as to whether the Committee members, or the representatives from Deloitte had any issues they wished to discuss in the absence of IADT staff members. It was confirmed that there were no issues that required

further discussion/revision. The Chairperson thanked both Clíodhna Maloney and Brenda Nelson for the work completed to date. The internal auditors left the meeting at 15.56hrs.

5.3 IADT Master Internal Audit Report Tracker – This document was reviewed as circulated. The Chairperson offered to discuss with the President and the Secretary/Financial Controller on how best to simplify this report. Updates from the Master Internal Audit Report Tracker, in addition to those discussed under Items 5.2.1 and 5.2.2, included:

- (i) **Review of I.T. Policies (Item 3.2.4)** – a number of I.T. Policies are due to be reviewed and uploaded onto IADT's website, including: IADT's Data Roles & Responsibilities Policy, Network Security Policy, Information Security Management Policy, Online Payment Services Terms & Conditions Statement and the Online & Website Privacy & Cookie Statement. This Item is deemed to be 'In Progress/Partially Implemented'; the Responsible Party is the ICT Manager and the Target Date is Q2 2021.
- (ii) **Other Income Generation Policy (Item 3.3.1) and Approval of Media Cube Licence Policy (Item 3.3.2)** – there was no update available on this matter due to relevant post being vacant.
- (iii) **Access Control Issues in relation to Continuous Assessments/ Exam Scripts (Item 3.4.1)** – the Heads of Faculty/Heads of Department have been informed of the requirement for a Guide to Safeguarding Interim Assessment Work, Project Work and Exam Scripts. This Item is deemed to be 'In Progress/Partially Implemented'; the Responsible Parties are the Heads of Faculty and Heads of Department, and the Target Date is to be confirmed.
- (iv) **Interpreting & Translation Services for Students (Item 3.4.2)** – following on from the tender process, contracts were issued to the relevant successful providers in September 2020 of the following services: Irish Sign Language Interpreting, Notetaking and Personal Assistance. This Item is deemed to be 'Actioned'.
- (v) **Update of the SOP for Invigilators (Item 3.4.3)** – the SOP/Procedural Document will be updated to incorporate the requirement to maintain a log book for recording attendance of Invigilators at the Exams Office once the resumption of on-campus examinations is required. This Item is deemed to be 'In Progress/Partially Implemented'; the Responsible Party is the Academic Administration & Student Affairs (AA&SA) Manager and the Target Date is to be confirmed.
- (vi) **Continuous Assessment Policy (Item 3.4.7)** – a Continuous Assessment Policy has not been completed and approved to date. The Responsible Parties are the Heads of Faculty and the Target Date is to be confirmed.
- (vii) **Update of IADT's Procurement Policy (Items 3.5.1, 3.5.2 & 3.5.3)** – the Procurement Policy was updated and approved by the Governing Body on 9th September 2020, and has been uploaded onto the Institute's website. IADT staff members will be provided with Procurement Training. This Item is deemed to be 'Actioned/In Progress'; the Responsible Party is the Secretary/Financial Controller and the Target Date is to be confirmed.
- (viii) **User Access Reviews of Banner, Digitality & CAO Connect (Item 3.4.1)** – quarterly reviews are conducted on Banner user access. This Item is deemed to be 'In Progress'; the Responsible Party is the AA&SA Manager and the Target Date is every Quarter.
- (ix) **Consistent Purging of Data (Item 3.4.2)** – the purging of data relating to postgraduate applications was completed in December 2020 and will be carried

out in December on an annual basis. The Item is deemed to be 'Actioned/In Progress'; the Responsible Party is the AA&SA Manager and the Target Date is December (annually).

- (x) **Formal Contract with EduCampus (Item 3.6.3)** – a Proposal to Accept Outstanding Actions in relation to KPIs and service level monitoring with EduCampus is to be considered by the Audit & Risk Committee.
- (xi) **Manually Generated List of Banner & CAO Connect Users (Item 3.6.5)** – a Proposal to Accept the Outstanding Action in relation to the usage of manual listings rather than system-generated lists is to be considered by the Audit & Risk Committee.
- (xii) **Procedures regarding the Resignation/Retirement of Governing Body Members (Item 3.7.1)** - IADT's Governing Body Procedures for the Termination of Membership of Governing Body were devised and were approved by the Governing Body on 13th January 2021. This Item is deemed to be 'Actioned'.
- (xiii) **Athena SWAN Sub-Committee Terms of Reference (Item 3.7.2)** – the Athena SWAN Sub-Committee was reformed to the Equality, Diversity & Inclusion (EDI) Committee at the Governing Body meeting of 9th December 2020. This included a revised Terms of Reference, and a meeting of the EDI Committee is planned to take place during the week commencing 22nd February 2021. This Item is deemed to be 'Actioned'.
- (xiv) **Codes of Conduct (Item 3.7.3)** – the existing Codes of Conduct for Governing Body and Staff Members have been reviewed against the requirements of the Code of Governance 2018. No significant adjustments were required to the existing Codes of Conduct. These will be brought directly to the new Governing Body for approval. This Item is deemed to be 'Actioned/In Progress'; the Responsible Party is the Secretary/Financial Controller and the Target Date is Q2 2021.
- (xv) **Review of Protected Disclosures Policy (Item 3.7.4)** – IADT's Protected Disclosures Policy was reviewed and was approved by the Governing Body on 17th June 2020, and has been uploaded onto IADT's website. This Item is deemed to be 'Actioned'.
- (xvi) **Assessment of Audit & Risk Committee Chairperson by the Governing Body Chairperson (Item 3.7.10)** – this matter will now be considered by the new Governing Body once appointed. The Item is deemed to be 'Open'; the Responsible Party is the Chairperson of Governing Body and the Target Date is to be confirmed.
- (xvii) **Enhancement of Risk Management Monitoring, Reporting & Culture (Item 3.8.1)** – the process of formally embedding a Risk Management culture in the Institute has not yet commenced; however, all Managers have undergone Safety Management Training and training will continue during this academic year. This Item is deemed 'Not Implemented – Not Due'; the Responsible Party is the Secretary/Financial Controller and Chief Risk Officer and the Target Date is May 2021.
- (xviii) **Risk Management Process (Item 3.8.2)** – the review of the Institute's Risk Register has not formally commenced to date. This Item is deemed to be 'Not Implemented' and the Responsible Party is the Secretary/Financial Controller and Chief Risk Officer.
- (xix) **Formal Risk Management Training** – limited actions have occurred to date in relation to the formal embedding of a Risk Management culture in the Institute. The actions taken include: a) Reporting to Governing Body on Covid-19 and Business Continuity; b) the publishing of IADT's Covid-19 Response Protocol in mid-July 2020; c) Risk Assessment Training for Technical Staff in

August 2020; and d) Safety Management Training for all Managers in August 2020. This Item is deemed to be 'Not Implemented – Not Due'; the Responsible Party is the Secretary/Financial Controller and Chief Risk Officer and the Target Date is May 2021.

5.4 Outstanding Actions Acceptance Proposals – the Committee members were advised that the two Outstanding Actions Acceptance Proposals (OAAPs) relating to a lack of KPIs within the SLA with EduCampus, and the Manually Generated Listings of Banner & CAO Connect Users were not completed in time for this Audit & Risk Committee Meeting. The Secretary/Financial Controller will forward the OAAPs to the Audit & Risk Committee members for approval via email within the next two weeks.

6. Financial Statements

6.1 Draft Financial Statements for year ended 31st August 2020 – the draft Financial Statements for the year ended 31st August 2020 were discussed as circulated. It was reported that the draft Financial Statements were submitted to the Office of the Comptroller & Auditor General (C&AG) on 31st December 2020, and that the C&AG were informed of the Institute's failure to meet the 31st November 2020 deadline prior to this. The Institute is committed to ensuring that the deadline will be met for submitting future Financial Statements to the C&AG. It was reported that DHKN Ltd. are currently carrying out a remote audit of the Institute's account on behalf of the C&AG.

7. Programmes & Budgets Template 2021

It was reported that on 9th February 2021, the Institute received notification from the HEA that the organisation has carried out a review of its oversight and financial monitoring of higher education institutions. As a result, some changes are to be made to the budgetary and reporting processes, including templates. The HEA has confirmed it will provide more information in the coming weeks regarding this, and that in the interim, Institutes may wish to postpone the preparation of detailed budgetary documentation. It was also reported that the HEA informed the Secretary/Financial Controller this morning that the Institute will receive a 1.3% increase on its Recurrent Grant Allocation for 2020/2021. It was noted that the RGAM is based on student numbers applied retrospectively each year and which reflects a fall in applications during 2019/2020. It was reported that there has been a significant uplift in undergraduate student numbers for 2020/2021 and that the Institute continues to seek ways in which to increase student numbers across all levels and disciplines.

8. Corporate Procurement

8.1 Contracts Control Sheet Update - the updated Contracts Control sheet was discussed as circulated. The following items were noted:

- (i) Computer Supplies (Apple Products)** – HEAnet will commence a tender process shortly for the supply of Apple Products.
- (ii) Computer Supplies (PC Products)** – no further updates are available from HEAnet in relation to a new contract for the supply of PC Products.
- (iii) Design & Print** – the process to obtain Print & Design services will commence shortly.

- (iv) **Grounds Maintenance** – the first of two 1-year extensions to the original contract with SAP Landscapes will be applied on 1st April 2021.
- (v) **Legal Services** – as no new sectoral agreement has been put in place, IADT continues to engage with solicitors on a case-by-case basis.
- (vi) **Library Databases** – a new annual subscription for 2021 with Art & Architecture Source commenced on 1st January 2021; the subscription with Bloomsbury (Drama Online) was renewed on 15th January 2021; the annual subscription for EBSCO (Film & Lit. Index) will be renewed on 1st June 2021.
- (vii) **Library Film Streaming (Kanopy)** – the annual subscription will be renewed on 1st May 2021.
- (viii) **Library Newspaper Subscriptions (Financial Times)** – this is an annual subscription which was renewed on 22nd January 2021.
- (ix) **Microsoft Software & Licencing** – HEAnet due to commence tender process shortly.
- (x) **Network Maintenance** – contract with BT extended by the HEAnet to December 2021.
- (xi) **Network Security (Firewall)** – the process of obtaining a new Network Security contract has been placed on hold due to Covid-19 as the present Firewall is sufficient for the current workloads in operation. The Firewall project will therefore not be reviewed until September 2021, and the estimated implementation date for any new contract is Summer 2022.
- (xii) **Paper Supplies** – the OGP have extended the current contract with Antalis by a further 6 months to 7th November 2021.
- (xiii) **Payment Systems (Online)** – the upgrade/replacement of the Student Records System has been completed and rolled out. The new version of Banner has an improved payment systems which will be integrated into the WPM system. A tender process will be run in 2022 if required.
- (xiv) **Pest Control** – it is planned to proceed with the tender process in Q2 2021.
- (xv) **Plant Maintenance** – as a result of impacts of the Covid-19 pandemic, the service provider has extended the service period by 12 months (end date 01/05/2022) with the same terms and conditions.
- (xvi) **Print Supplies (Toner)** – no updates available from OGP/EPS.
- (xvii) **Stationery Supplies** – Notification received from the OGP regarding a newly completed tender process; the Institute is in the process of signing up to the OGP contract with the successful supplier.
- (xviii) **Telephones (Landlines & Mobiles)** – HEAnet are currently preparing a tender for these services.
- (xix) **Waste Management** – the framework put in place via the OGP will be actioned in Q1 2021.

9. Risk Management – Update on COVID-19 Progress

9.1 The President briefed Audit & Risk Committee members on the Institute's management of the COVID-19 pandemic. It was noted that all measures implemented in relation to Lead Worker Representatives, On-campus Activity under Level 5 Restrictions, Student Recruitment Drive etc. continue to progress as previously reported. Issues of note were as follows:

(i) Completion of Studies - It was noted that the Institute continues to await an update from the Department of Further & Higher Education, Research, Innovation & Science (FHERIS) in relation to any possible reduction in restriction levels and an ensuing increased phased and safe return of staff and students to the campus. It was noted that the main concerns centre around the completion of studies for award year students, as well as for first year students and those with additional needs/supports requirements. The issues for practise-based learning (for Faculty of Film, Art & Creative Technologies) programmes was highlighted. It was noted that there is an entire year of learning/work to be completed, including examinations and final assessments within a very limited timeframe. During the academic year 2019/2020, the effects of the pandemic were somewhat mitigated by the fact that there was only 10%-15% of learning outcomes to be completed. The Institute is committed to maintaining an open campus for students out of term-time during Easter and the Summer to allow students of practise-based programmes to complete the required project work.

(ii) Possibility of Litigation – it was reported that there is a concern that the Institute (and other Institutes of Technology) may face litigation if the standard of this year's qualifications/professional accreditation does not stand up to scrutiny. This concern has been brought to the attention of the Minister for FHERIS who has been requested to confirm if the Institutes would be indemnified against any litigation.

It was noted that impact of the continuing Level 5 Restrictions on Leaving Certificate Students will in turn impact upon student recruitment and the preparation for the next academic year 2021/2022.

The President expressed his appreciation for the flexibility demonstrated by the Institute's staff members and Academic Managers to ensure that the impacts of the Covid-19 restrictions on student learning and supports have been mitigated.

The Chairperson, on behalf of the Audit & Risk Committee, also expressed her appreciation and admiration for the work undertaken by the President, Executive and staff members to ensure that the risks to student welfare and learning have been mitigated during the past year and to date.

10. President's Expenses

The Secretary/Financial Controller confirmed that the President's Expenses continue to be signed off by him and that there have been no matters of concern in relation to these. It was proposed that the Chairperson attend on campus at a time to be agreed in order to sign-off on the President's expenses, which have been outstanding, due to the remote nature of the Audit & Risk Committee meetings during the present Covid-19 pandemic.

11. Statutory Reporting

It was noted that no Statutory Reports were made in relation to Accidents or the Children & Vulnerable Adults Policy since the last Audit & Risk Committee meeting of 25th November 2020. However, one Data Breach has been identified in the last few days which will require reporting to the Data Protection Commission. It was noted that the Secretary/Financial Controller has carried out an assessment of all data breaches to date and has identified that the main cause is due to a lack of attention to detail by the relevant member of staff prior to the transmission of a data file. It was also reported that an insurance claim has been received relating to the accident which occurred on campus on 24th August 2020 involving an external contractor who received an electric shock from a 3-core cable (left by a previous contractor) while installing new brackets on water services pipes.

12. Equality, Diversity & Inclusion Implications

There were no Equality, Diversity & Inclusion Implications noted regarding any items discussed at the meeting.

13. A.O.B.

- 13.1 Brief Review of the Audit & Risk Committee's Term of Office** – the Committee members carried out a brief review of their term of office in order to provide some feedback for the next Audit & Risk Committee following the appointment of a new Governing Body. The members expressed their appreciation for the professionalism of Dr Fionnuala Anderson as Chairperson of the Committee and the functioning of the Committee itself. The following suggestions/proposals were made:
- (i) **Application of Theory of Induction Training** – that the Executive engage with the incoming Audit & Risk Committee (and Governing Body) members on how best to turn the theory from Induction Training into practical and actionable strategies which could be included on future meeting Agendas. This could feature as part of the Induction Training, while being mindful of the busy schedules of Committee members.
 - (ii) **Simplification of Documentation** – that a method be investigated to simplify some of the more unwieldy documents considered by the Committee, while recognising the value of the documentation available to members.
 - (iii) **Introduction of a Committee Portal** – that a portal be set up where all relevant information is stored and easily accessible by Committee members, with high-level information being highlighted at individual meetings.
 - (iv) **Engagement with Committee members** – that opportunities be offered for both Audit & Risk Committee and Governing Body members to engage with each other outside of the scheduled meetings to further discuss/process any issues raised or information delivered during the meetings.
 - (vi) **External Members of Audit & Risk Committee** – that consideration be given during the planning of Induction Training for the fact that the external member of the Audit & Risk Committee does not have the benefit of the internal knowledge/information on the Institute's governance/operations imparted to other Committee members who are also form part of the Governing Body.

The issue of continuity of knowledge for any new/successive Committee was raised and it was noted that Sam Dunwoody will continue as a member of the Audit & Risk Committee following the end of the current Committee's term of office. This will assist with the continuity of knowledge for incoming Committee members.

The President and Secretary/Financial Controller expressed their appreciation for the support, solution-focussed input and candour of the Audit & Risk Committee members during their term of office. In addition, the President expressed his appreciation for the Secretary/Financial Controller and Finance Manager who deal with the financial compliance and any potential financial risks for the Institute on a daily basis. The Secretary/Financial Controller expressed his appreciation for the administrative support provided to the Committee members by the Recording Secretary during their term of office.

Next Meeting: TBC *(it is noted that a meeting has been scheduled towards the end of March to deal with any outstanding issues before the end of the terms of office of the Governing Body)*

Signed: _____
Cllr. Michael Clark
Nominated by the Committee as
Meeting Chairperson

Date: 22/09/2021