



BROCKENHURST COLLEGE
Audit Committee Meeting Minutes
Part I

Minutes of the one-hundred and tenth meeting of the Brockenhurst Audit Committee meeting, held on Thursday 20 November 2025 via MS Teams

| | | | |
|-----------------------|--------------------------|-----------------------------|--------------------------|
| Present: | Governors | | Meetings attended |
| | Mr S Williams (Chair) | | (1 out of 1) |
| | Mr G Cooper (Vice Chair) | | (1 out of 1) |
| | Mr J Ede | | (1 out of 1) |
| | Mrs K Ryan | | (1 out of 1) |
| | Mrs V Essex | | (1 out of 1) |
| In attendance: | Ms H Odhams | Principal | |
| | Mrs S Carter | Interim Director of Finance | |
| | Ms A Morris | Director of Governance | (1 out of 1) |
| | External Auditor | | |
| | Mr Mark Munro | Bishop Fleming | |

Meeting commenced at 5.00pm

| Minute Number | Paper | Action |
|---------------|--|--------|
| 110:1. | <p>Welcome and Apologies</p> <p>The Chair welcomed everyone to the meeting, acknowledging the intention to hold the meeting in person was not possible but thanked members for their online attendance. It was noted that in-person meeting attendance would be revisited at the December Board meeting.</p> <p>No apologies for absence had been received.</p> <p>Members welcomed Mrs Carter, Interim Finance Director and Mr Munro from the College's external auditor Bishop Fleming who were also in attendance and introductions were made.</p> | |
| 110:1.1 | <p>Any Conflict of Interest</p> <p>No member declared any conflict of interest with the agenda.</p> | |
| 110:1.2 | <p>Election of Chair and Vice Chair for 2025-26</p> <p>The Director of Governance advised members the Chair of the Corporation had reviewed the Committee structures, and the Chair and Vice Chair of the Committee were being recommended as Mr Willams and Mr Cooper respectively. Mr Willams and Mr Cooper confirmed they were happy to be elected to these roles.</p> <p>Members unanimously agreed that Mr Willams be Chair of the Committee and Mr Cooper be Vice Chair of the Committee for 2025-26.</p> | |
| 2. | <p>COMMITTEE BUSINESS</p> | |
| 110:2.1 | <p>Minutes of previous meeting held on 15 May 2025</p> <p>The Minutes of the Audit Committee of 15 May 2025, having been previously circulated to members were agreed as a true record and would be signed electronically by the Chair.</p> <p>All Members were agreed.</p> | |



110:2.2 **Matters arising from the meeting held on 15 May 2025**

Members noted that the matters arising from the previous meeting had either been actioned or would be considered in discussion on the agenda.

110:2.3 **Terms of Reference**

The Director of Governance presented the Terms of Reference (ToR) and outlined the proposed updates following discussion at the previous meeting regarding an expansion of the ToR to consider the Committee’s remit around value for money.

Members discussed the proposed updates, and the Principal reminded members that the Committee had previously requested the review to consider the Committee’s remit in terms of broader overall value to the College and its students educational needs, as well as value for money.

The Director of Governance confirmed the agreed updates would be adopted into the ToR, and a revised document would be prepared for recommending to the Board.

Members agreed to recommend the Committee Terms of Reference to the Board for approval.

Refer to Board

3. EXTERNAL AUDIT

110:3.1 **Report on the 2024-2025 Annual Financial Statements & Self-Assessment Regularity Questionnaire**

Mr Munro presented the 2024-2025 Annual Financial Statements & Self-Assessment Regularity Questionnaire (RSAQ) reminding members that the College is required to submit audited accounts for each financial year no later than five months after the year end of 31 July, which must be signed by the Principal and the Chair of the Corporation.

Members were reminded of the key financial elements of the accounts and of the additional reports published as part of the financial statements. Mr Munro confirmed the majority of work has been completed with only a small number of minor adjustments required relating to the LGPS, which are summarised in the Management Letter.

EBITDA at year-end was £2.5 million, being £1.4 million above budget with the draft accounts projected to achieve an ESFA Financial Health rating of “Outstanding”.

Members were pleased to note the “Unmodified” audit opinion and “Unmodified” regularity audit opinions with no concerns or modifications raised.

Mr Munro presented a detailed summary of the work undertaken throughout the audit in respect of the key risks identified in the audit plan incorporating identified audit adjustments and management letter control points. Identified risks were noted as management override of controls, revenue recognition, LGPS pension assumptions and regularity with no concerns or material errors raised.

Mr Munro concluded his report by outlining the sector updates detailed within the Management Letter and their significance to the College.

The Chair thanked Mr Munro for his detailed and concise report. Members were invited to ask questions.

Members discussed the accounting of a provision within the financial statements with Mr Ede querying the timing of accounting. Mr Munro provided clarification noting the provision was a contingent liability.

Mr Ede asked for Mr Munro’s view on how appropriately the management accounts have reflected movement over the year given the difference in the EBITDA compared to budget. Mr Munro acknowledged the variance and confirmed the management accounts had been audited at year-end. Members were advised that clear clarification and explanation was



provided by the College during the audit planning meeting regarding the budget. The audit provided assurance that there were no issues within the management accounts, and they reflect an accurate position.

Members discussed the format of the management accounts and the appropriateness for Governors. Mr Munro noted that Governors may benefit from the inclusion of a dashboard summary to present the key information but that the format needs to ensure usability by all parties.

The Principal acknowledged the need for both she and Governors to be fully aware of the journey across the financial year as a whole but was satisfied that the audit opinion received provides the required assurance.

Members agreed to recommend the 2024/2025 Annual Financial Statements and Self-Assessment Regularity Questionnaire to the Board for approval.

Refer to Board

110:3.2

External Auditors Management Letter on Financial Statements & Regularity Review

Mrs Carter presented the report outlining the external auditor’s Management Letter on the College’s Annual Report and Financial Statements and Self-Assessment Regularity Review for 2024-25. Members were reminded that the Management Letter.

Members noted that the content of this letter had been addressed during discussion at the previous agenda item and noted items highlighted within the report.

Members agreed to recommend the External Auditors Management Letter on Financial Statements & Regularity Review to the Board for approval.

Refer to Board

110:3.3

External Auditors Letter of Representation 2025

Mrs Carter presented the External Auditor’s Letter of Representation for 2024-25 in relation to the external audit of the College’s Annual Report and Financial Statements.

Members agreed to recommend the External Auditor’s Letter of Representation for 2024-25 to the Board for approval.

Refer to Board

110:3.4

External Auditors Letter of Engagement 2024-2025

Members noted the Letter of Engagement for the external auditor, Bishop Flemming. As this letter had been previously approved and signed, it was agreed it did not require subsequent onward recommendation to the Board for approval.

All members were agreed.

4.

INTERNAL AUDIT

110:4.1

Internal Audit Plan for the year 2025-26 & Internal Audit Plan Matrix 2023-24-2027-28

The Principal presented the internal audit plan matrix for 2023-24 – 2027-28 detailing the audits undertaken and planned during the specified timeframe.

Members were advised of the updates to the previously presented plan, noting that EDI and Data Security have been added alongside the Health & Safety Review for 2025-26.

The Principal outlined the areas planned for internal audit on 2026-27 and members were asked for their views as to whether the Safeguarding and Governance Review were felt necessary to capture within the internal audit plan given their statutory nature, as well as the appropriateness of the timing for an internal audit on Key Financial Controls.

Mrs Ryan acknowledged Disaster Recovery as part of the Cyber Security audit planned for 2026-27 and queried whether this should be reviewed more frequently given the fast-moving nature of this area and the high-risk implications of any issues that may materialise. The Principal confirmed Data Security has been prioritised for this year and that the College has achieved its Cyber Essentials accreditation, which is subject to annual review. It was agreed that the Principal would seek advice from the Director of IT as to whether any additional audit would be beneficial and whether current arrangements

Principal



provide sufficient assurance through to 2027 and this would be communicated to members.

Members discussed the timing of the Disaster Recovery audit as well as the benefits and relevance of Cyber Essentials Plus in providing an additional level of assurance. The Principal agreed to include details of the benefits of Cyber Essentials Plus and the required investment in her communication to members after the meeting. Members noted that Cyber Security could be audited jointly alongside Disaster Recovery, acknowledging the large scale of this work. The Principal confirmed this could potentially be undertaken in 2026-27.

Principal

The Chair reminded members of the strong support from the Board for inclusion of the EDI audit for this academic year. It was agreed this would be undertaken this year, as planned.

The Principal thanked members for their useful discussion noting that the internal audit plan can be flexible as matters arise, but it was important to ensure there was a balanced spread of audited areas.

Members acknowledged the requirement to conduct an external Governance Review every three years and felt it unnecessary to include on the internal audit plan; therefore, it was agreed to remove this from the internal audit plan. Governors felt assured there were appropriate internal audit opportunities currently in place for Governance through the SAR and QIP.

Principal

All members were agreed.

Members acknowledged the high priority nature of safeguarding and potential risks involved with a lack of Governor visibility and scrutiny; therefore, it was agreed that Safeguarding would remain on the internal audit plan to be conducted in 2026-27.

Members agreed to recommend the Internal Audit Plan 2023-24 – 2027-28 to the Board for approval.

Refer to Board

5.

RISK MANAGEMENT

110:5.1

Risk Management Register 2025-26 Update

Members had received the College's Strategic Risk Register, which identified and monitored key risks aligned to strategic priorities, including student experience, financial health, people, growth, sustainability, and governance.

The Principal presented the 2025-26 risk management register, detailing the top identified risks in relation to curriculum reform & qualification defunding, Ofsted framework changes and UCU strike action. The financial, operational and compliance risks were also noted.

Members were advised of the overall trend of the risk scoring and noted the mitigating actions in place in light of external factors driving uncertainty in some areas.

Mr Ede queried whether the scoring of the Ofsted risk was appropriate given the College had 2 members of staff who are also Ofsted inspectors. The Principal advised the scoring was reflective of the College's current position and the need to map the College against the new framework.

Mrs Ryan noted the risk related to a failure to recruit and retain quality staff and queried whether, at leadership level, the outcome and scoring reflected the outcomes of the previous year in terms of robustness of leadership and succession planning. It was agreed that the risk descriptor would be updated to include reference to key senior leaders.

All members were agreed.

Principal

The Principal noted that the staffing risk also incorporated the challenges faced with attracting staff in skilled areas from industry.



The Chair asked whether mitigation plans were in place for any industrial action. The Principal advised that the HR team are prepared with all necessary paperwork and plans were in place for teaching, however these plans were dependent on confirmation of strike action dates and the number of teaching staff involved.

The Principal reminded members that the sector is going through a period of change which carried an associated level of risk given the requirement to implement changes in a short timescale. Members thanked the Principal for the thorough updates noting the risk register continues to be an evolving document and welcomed its alignment to the College's Strategic Plan.

Members agreed to recommend the Risk Management Register 2025-26 to the Board for approval, subject to the agreed amendment.

Refer to Board

110:5.2

Risk Management Policy

The Principal presented the updated Risk Management Policy and the minor changes proposed.

Mr Ede noted the need for the Board to define the Governor perspective on appetite to risk, acknowledging this was a challenging area. The Principal noted the recent review of risk appetite at the Governor Strategy Day and agreed it was an area that was harder to define. The Principal advised she would review this with the Senior Leadership Team to determine whether there were any further areas Governors should have oversight of. The Curriculum & Standards Committee would also consider risk appetite when reviewing the Curriculum Strategy.

Principal

Members agreed to recommend the Risk Management Policy to the Board for approval.

Refer to Board

110:5.3

Log of Outstanding Recommendations from Internal & External Audit Reports

The Principal presented the external and internal audit recommendations and members were updated with regards to their completion.

Members were advised of one remaining safeguarding audit action that was in hand. The Principal confirmed that Mr Cooper would oversee this as Link Governor to provide additional assurance to Governors.

Members noted the report.

6.

HEALTH & SAFETY

110:6.1

H&S Committee minutes from 26 June 2025

Members noted the minutes of the Health & Safety Committee meeting.

Members noted the report.

7.

GOVERNANCE

110:7.1

Audit Committee Annual Report to the Corporation 2024-25

Members considered the Audit Committee Annual Report to the Corporation for 2024-25.

Members agreed to recommend the Audit Committee Annual Report to the Corporation 2024-25 to the Board for approval.

Refer to Board

110:7.2

Annual Review of Hospitality Register

Members received the annual review of the Hospitality Register, noting that no Governor gifts or hospitality were received in 2024-25.

Members noted the report.

110:7.3

WESS Governance

Mrs Carter presented the report detailing the 2024-25 Financial Accounts and External Auditors' Letter of Representation for Wessex Educational Shared Services (WESS) Ltd,



reminding members that these documents required separate publication as WESS was a separate legal entity to the College.

Members were advised that there were no issues or concerns raised in relation to the accounts and agreed that the content of this report had been sufficiently addressed during discussion at agenda item 3.1.

Mr Cooper enquired as to the Directorship of WESS moving forward. The Principal advised that both she and the Deputy Principal would be listed as Directors. Mr Munro advised only one Director needed to sign the accounts.

Members agreed to recommend the 2024-25 Financial Accounts and External Auditors' Letter of Representation for Wessex Educational Shared Services (WESS) Ltd to the Board for approval.

**Principal /
Interim Head
of Finance**

**Refer to
Board**

110:8

Evaluation of Meeting

Members agreed the meeting discussion was sufficiently detailed to fully consider the items presented. There were several areas of detailed conversation, most notably in relation to the financial statements and internal audit plan. Governors also provided key points of challenge and questioning during consideration of the Terms of Reference, Risk Management Policy and Risk Management Register.

Members agreed that the Director of Governance would finalise the meeting evaluation with the Chair to also incorporate an evaluation of the Pt II meeting. Members were invited to send the Director of Governance any personal reflections and any suggestions for improvement.

110:9

Any Other Business

No items of other business were raised.

110:10

Date of Next Meeting

The date of the next meeting was noted as being scheduled for Thursday 5 February 2026 at 5.00pm.

The Pt I meeting ended at 6.20pm.