

**Minute of the Audit and Risk Committee
Held by Hybrid Attendance at Kilmarnock Campus
Thursday 16 September 2025**

Present:

Jane Grant	Chair
Michael Ross	Vice Chair
Brian Green	Non-Executive Board Member
Chris Boyce	Elected EIS-FELA Staff Member
Marko Prorocic	Elected Professional Services Staff Member

In attendance:

David Davidson	Vice Principal, People, Performance & Transformation
Hilary Denholm	Board Governance Advisor & Minutes
Brad Johnstone	Director of Digital Infrastructure
Sara Rae	Vice Principal, Skills & Enterprise
Alan Ritchie	Vice Principal, Finance & Infrastructure
Liz Walker	Chief Financial Controller
Siobhan Hamilton	Wbg – Internal Auditor Manager
Andy Reid	Azets – Director, External Auditors

1. Welcome and Declarations of Interest

The Chair welcomed all present to the meeting including new members & attendees.

There were no Declarations of Interest presented.

The meeting was confirmed as quorate.

2. Apologies

Apologies were received Gillian Longmuir, Non-Executive Board Member.

3. Minutes of the Previous Meeting held on 10 June 2025 (Paper 1) C/P

The minutes were approved as a correct record.

Proposed: Chris Boyce **Seconded:** Gillian Longmuir (*confirmed via email post meeting*)

ARC Action & Decision Tracker (Paper 1A) (P)

The Committee noted all previous decisions and actions were completed.

4. Matters Arising

There were no other outstanding matters arising from the minutes.

5. 2025-26 Committee Terms of Reference and Workplan (Paper 3) (P)

H Denholm & A Ritchie highlighted the main proposed updates to the Committee Terms of Reference (ToR), and the associated annual workplan revisions.

The Committee was asked to:

- a) Review & approve the revised Terms of Reference (Appendix 1).
- b) Review and approve the 2025-26 Committee Work Plan (Appendix 2).
- c) Note the current Committee Membership (Appendix 3).

The Committee noted:

- Areas of strong alignment with best practice within the ToR included clear remit and scope; independence and membership; Audit oversight; risk management / reporting and transparency.
- Opportunities for enhancement to the ToR included cyber security governance, performance management, stakeholder engagement and succession planning.

Discussion took place around additional verbal alterations within membership & meeting sections which were also approved.

Decision: ARC49-D01 - The Committee reviewed and approved the revised Terms of Reference subject to additional verbal alterations and the 2025-26 Committee Workplan.

7.2025-26 Internal Audit Plan Paper 4 (P)

The Committee were presented with the final 2025-26 Internal Audit Plan following the review undertaken at the June Committee meeting. The Audit and Risk Committee were requested to approve the 2025-26 Internal Audit Plan.

The Committee noted:

- The revised plan incorporates updates from the June 2025 review including a revised contract extension to 31 July 2026 with an optional further year, updated assignment personnel, a reduction of follow-up review days from five to two and the addition of three days for assurance mapping consultancy.
- The plan maintains consistency in audit areas and days while including minor editorial refinements.

Discussion took place around training topics with agreement that cyber training would be offered in a twilight session along with BRIC members, with Risk Management and the role of the Board being offered in February 2026 for all Board members.

Action: ARC49-A01 CDN Finance for Non-Financials training information to be circulated to ARC members.

Decision: ARC49-D02 - The Committee reviewed and approved the revised 2025-26 Internal Audit Plan.

9.Assurance Mapping update Verbal (P)

The Committee received a verbal update from A Ritchie on the progress with the Assurance Mapping project to bring a visual representation of all assurance work undertaken across the College. The ELT will be reviewing the first draft next month, which will then be brought back to the Committee.

Discussion took place around information on Assurance Mapping for the new ARC members, and it was agreed to circulate the previous information on Assurance Mapping form the March ARC meeting.

ARC49-A02: Assurance Mapping information from March 2025 meeting to be circulated to new ARC members

14. AOB

There was no other business.

Date of Next Meetings:

Joint ARC & BRIC 18 November 2025 (4-5pm) – Financial Statements only

ARC Tuesday 02 December 2025 (4–5pm)

P - Papers will be published on the College Website; R - Papers will not be published for reasons of commercial confidentiality or for reasons associated with data protection legislation; C/P - Confirmed minutes will be published on the College Website

RESERVED ITEMS ON THE NEXT PAGE