##### Approved Minutes

**Audit and Risk Committee Meeting**

**Monday 19 May 2025, 13:00**

### Members

Lindsay MacDonald Non-Executive Director (Chair)

Stephen McAllister Non-Executive Director

Jane Christie-Flight Employee Director

Rebecca Maxwell Non-Executive Director

**Core Attendees**

Carolynne O’Connor Deputy Chief Executive/Director of Operations

Jonny Gamble Director of Finance

Gordon James Chief Executive

**In attendance**

Nicki Hamer Head of Corporate Governance

Jamie Fraser Azets, Internal Auditor (Items 5.1a, 5.1b, 5.1c, 5.2)

Susan Douglas Scott Board Chair

Francesca Shaw KPMG (Item 6.1)

Emma Trood KPMG (Item 6.1)

**Apologies**

Morag Brown Non-Executive Director

**Minutes**

Liam Hanlon Senior Corporate Administrator

1. Opening Remarks

1.1 Wellbeing Pause and Chair’s Introductory Remarks

The Chair opened the meeting and thanked everyone for their attendance.

 The Committee welcomed the opportunity for the Wellbeing Pause, aimed at helping maintain connections between colleagues.

1.2 Apologies

 Apologies were noted as above.

**1.3 Declaration of Interests**

There were no declarations of interests to note.

1. Consent Agenda Items

None to discuss.

1. Updates from last meeting 13 March 2025

**3.1**  **Unapproved Minutes**

Lindsay Macdonald advised that the numbering of action 4.3 was incorrect.

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| **Action No.** | **Action** | **Lead**  | **Deadline** |
| ARC250520/01 | **Unapproved Minutes** – To amend the numbering of the actions in the action tracker and previous minutes. | Nicki Hamer | 17/06/25 |

Minutes from the meeting held 13 March 2025 were approved as an accurate record pending the suggested changes.

**3.2 Action Log**

The Action Log was reviewed and updated accordingly.

**3.3**  **Matters Arising**

 There were no matters arising.

1. **Effective**
	1. **Counter Fraud Quarterly Report**

Jonny Gamble presented the Counter Fraud Quarterly Report.

Jonny Gamble advised on the current position in relation to the numbers of fraud and updated the Committee on a national update that advised two areas of concern within NHS Scotland being, embezzlement from Endowments and working privately whist off sick. Jonny Gamble provided assurance that NHS GJ had good controls on Endowments and working illegitimately remained a risk across all NHS Health Boards.

The Committee was advised on the current position in relation to the open investigation.

Stephen McAllister enquired if staff had been made aware that having a second employment was a potential fraud.

Jonny Gamble advised that a Communications Strategy was currently being developed which would include this element of fraud.

The Committee noted the Counter Fraud Quarterly Update.

* 1. **National Fraud Initiative Update**

Jonny Gamble advised the Committee on the National Fraud Initiative reporting that no further instances of fraud had been identified.

Jonny Gamble suggested, as the report did not change from quarter to quarter, that it be placed as a Consent Agenda item unless exception reporting was required.

The Committee agreed to move the item to the Consent Agenda going forward.

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| **Action No.** | **Action** | **Lead**  | **Deadline** |
| ARC250520/02 | **National Fraud Initiative Update** – To add National Fraud Initiative Update to the Consent Agenda. | Nicki Hamer | 17/06/25 |

 The Committee noted the National Fraud Initiative Update.

**5. Internal Audit**

**5.1a 2024/25 Progress Report**

Jamie Fraser, Internal Audit, updated the Committee on the 2024/25 Progress Report, which noted the progress made since March.

Jamie Fraser advised the Clinical Governance and Financial Governance Arrangements – Hotel/Conference had been completed with the Data and Innovation audit to follow.

 Jonny Gamble advised the Internal Audit work plan for next year had been developed and would alleviate the pressure experienced within the last two quarters for this year.

 Lindsay Macdonald requested the Data and Innovation report to be presented to the June meeting.

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| **Action No.** | **Action** | **Lead**  | **Deadline** |
| ARC250520/03 | **2024/25 Progress Report** – Data and Innovation Report to be on the next agenda. | Nicki Hamer | 17/06/25 |

 The Committee noted the 2024/25 Progress Report.

**5.1b Internal Audit Report – Clinical Governance**

Jamie Fraser provided the Committee with a detailed overview of the findings from the review of Clinical Governance Report, highlighting the recommendations and agreed management actions.

Jonny Gamble added that improvements had been made year on year with the Internal Audit reports and the Finance and Risk teams were adopting a more proactive approach with this current report.

Lindsay Macdonald complimented everyone that had been involved in making such progress.

The Committee noted the Internal Audit Report – Clinical Governance.

**5.1c Internal Audit Plan**

Jamie Fraser provided an overview on the Internal Audit Plan noting three main actions had been identified that would improve the reporting framework.

The Committee welcomed the Internal Audit Plan noting discussions had commenced around an audit on Risk Management.

Lindsay Macdonald advised he had been assured that the Governance Committee Chairs had approved the plan.

Gordon James asked, as the plan appeared to be static, would there be scope to have flexibility for additional pieces of work.

Jamie Fraser confirmed that there was scope to add any new pieces of work.

The Committee noted the Internal Audit Plan.

**5.2 Internal Audit Standards**

Jamie Fraser presented the Internal Audit Standards and informed the Chartered Institute of Public Finance and Accounting had applied an audit review of public sector bodies. In relation to this, Internal Audit had updated their protocols but had been largely compliant with all the recommendations.

Jonny Gamble commented that this new process would contribute towards a healthy and informed focus on risk.

Lindsay Macdonald agreed that it would likely lead to a triangulation of risk and further identified actions.

The Committee noted the Internal Audit Standards.

**6. External Audit**

**6.1 External Audit Plan Year End**

Emma Trood provided an update to the Committee on the External Audit Plan Year.

Emma Trood presented an outline of the external audit process advising the fieldwork had commenced, albeit slowly, as per the plan with fuller update being provided to the June meeting.

Jonny Gamble advised there had been issues regarding fixed assets and the impairment of the new build but that the Finance team were keeping External Audit updated on this.

Lindsay Macdonald asked if the issue regarding impairment would be resolved prior to June.

Jonny Gamble advised that it may take longer to assets under construction to a fixed asset.

The Committee noted the External Audit Plan Year End.

**7. Corporate Governance**

**7.1 Strategic Risk Register**

Jonny Gamble introduced to the Committee the key points of the Strategic Risk Register.

Jonny Gamble stated a lot of positive work had been commenced by Kevin McMahon since taking up the role of Head of Risk and Clinical Governance. A Executive Risk Group had been reestablished to allow risks to be reviewed collectively and analysed where cross mitigation solutions could occur.

 The Committee welcomed Kevin McMahon to the meeting.

Kevin McMahon provided a summary of the risks as follows:

* Risk 023–eHealth had been closed.
* Financial Planning Risk F8 was closed for 2024/25 with a similar risk being opened for 2025/26 with updated mitigations.
* Regional and National Risk S13, had been closed due to effective stakeholder engagement.
* Lack of Clinical Perfusionists R34, had closed as it had been moved to the Operational Risk Register
* Cyber Risk S10 had been reduced after an audit had assessed it as a reduced risk.
* No risks had increased.
* One new risk had been added for SACCS mortality rates.

Rebecca Maxwell complimented on the progress made to date and asked what the role of Audit and Risk Committee was in the process of approving risks.

Nicki Hamer clarified that this Committee provided assurance to the Board that each Governance Committee had reviewed and approved the risks that related to them.

The Committee discussed the dynamic of the Risk Register and the ability to provide more contemporary data to help solidify the importance of risk assessment work.

Jonny Gamble stated that moving forward, there will be a Seminar on the development of risk management.

The Committee approved the Strategic Risk Register.

**7.2 NHS Golden Jubilee Standing Orders**

Nicki Hamer advised the Standing Orders form part of the regulation of the conduct and proceedings of NHS Golden Jubilee Board and had formed part of the Board Corporate Governance package to the Annual Report and Accounts.

 The Committee approved NHS Golden Jubilee Standing Orders.

**7.3 Audit & Risk Committee Annual Governance Report for 2024/25**

Nicki Hamer highlighted the Audit and Risk Committee Annual Governance Report 2024/25 noting the requirement for all Governance Committees to provide an Annual Report to the Board on their activities and to demonstrate that their duties had been fulfilled in line with the approved Terms of Reference.

The Committee approved the Audit and Risk Committee Annual Governance Report for 2024/25.

**8. Consent Agenda Items**

 None.

**9. Update to the Board**

Lindsay Macdonald summarised that no significant issues of concern had been raised.

**10. Any Other Competent Business**

None.

**11. Date and Time of Next Meeting**

The next meeting was scheduled for Tuesday 17 June 2025, 10:00.