

Wales Audit Office Board
Minutes of the meeting on Wednesday 09 and Thursday 10 June 2021

Members:

Lindsay Foyster	Chair and non-executive member
Adrian Crompton	Chief Executive and Auditor General for Wales (absent for the introduction to item 12)
Alison Gerrard	Non-executive member and Chair of the Remuneration & HR Committee
Amanda Hughes	Elected employee member (absent for items 6, 9 and 10(a))
Anne Beegan	Elected employee member
David Francis	Non-executive member and Senior Independent Director
Elinor Gwynn	Non-executive member
Ian Rees	Non-executive member and Chair of the Audit & Risk Assurance Committee (absent for items 5 and 6)
Kevin Thomas	Appointed employee member and Executive Director of Corporate Services (EDCS) (recused for item 15)

Apologies:**In attendance:**

Anne-Louise Clark	Executive Director of Communications and Change (EDCC)
Ann-Marie Harkin	Executive Director of Audit Services (EDAS)
Amy Everson	Change Project Manager (item 3)
Laurie Davies	Head of Business Services (item 9)
Martin Peters	Head of Law & Ethics (item 14)
Matthew Hockridge	Head of Planning & Reporting (items 10, 11 & 12)
Nicola Evans	Head of Finance (items 11 and 12)
Tim Buckle	Audit Manager (item 4)
Ross Gregory	Perago (item 3)
Tim Daley	Perago (item 3)

Observers:

Eva Beazley	Saxton Bampfylde
Jonathan Morgan	Saxton Bampfylde
Amy Everson	Change Project Manager
Non Jenkins	Audit Manager

Item	Agenda
1.	Chair's welcome and apologies for absence
2.	Declarations of interest
3.	Digital vision: external report and next steps
4.	Sustainable development: embedding the five ways of working and next steps
5.	Report of the Chief Executive and Auditor General
6.	Chair's update
7.	Review of minutes: Board meeting 18 March 2021
8.	Review of action tracker

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Item	Agenda
9.	Our Future Workplaces: draft options appraisal and outline business case
10.	Performance reporting, including the strategic risk register and risk appetite
11.	Report from the Audit & Risk Assurance Committee meeting 08 June 2021, including the Committee's annual report to the Board and updated Terms of Reference
12.	Annual report and accounts 2020-21
13.	Report from the Remuneration & HR Committee 27 May 2021, including the Committee's annual report to the Board and updated Terms of Reference
14.	Governance review: constitutional documents and schemes of delegation
15.	AGW's nomination of employee member
16.	Preparatory discussion for meeting with the trades unions
17.	Any other business
18.	Review of the forward work programme
19.	Review of the meeting
20.	Date of next meeting: 20 and 21 July 2021

Item	Minutes	Action
Standing Items		
1.	Chair's welcome and apologies for absence	
1.1	The Chair welcomed members and those in attendance.	
1.2	There were no apologies for absence from the whole meeting. Apologies for brief absences from the meeting were noted for Ian Rees, Amanda Hughes and Adrian Crompton which the Board Secretary would record in the minutes of the meeting. The Board noted that the agenda might be slightly rearranged to ensure the meeting remained quorate for matters requiring a Board decision.	
2.	Declarations of interest	
2.1	Kevin Thomas declared an interest in item 15 (the AGW's nominated member) and would leave the meeting for that item.	
For discussion and recommendation to the Board where appropriate		
3.	Digital vision: external report and next steps	
3.1	The EDCC introduced a paper, supported by a presentation, outlining the development, and benefits, of digital work at Audit Wales to date and introducing the review carried out by Perago.	
3.2	Perago outlined the context and basis for their review which had: <ul style="list-style-type: none"> • analysed and compared the Audit Wales approach to digital and associated technology to organisations that had successfully delivered long-term improvements through their use of digital; • identified gaps in the Audit Wales approach; and • made recommendations for the next steps in the short, medium and longer term. Perago summarised the key findings of the review in the context of	

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	strategy; delivery; people, skills and capability and technology.	
3.3	<p>The EDCC outlined the proposed next steps for digital development and explained the:</p> <ul style="list-style-type: none"> • risks and benefits of addressing the recommendations; • governance framework for digital transformation; and • suggested initial activity, including: <ul style="list-style-type: none"> ○ the creation of a digital steering group; ○ two projects to test and demonstrate the approach; and ○ mapping the Audit Wales IT landscape, including resource, spend, skills and capabilities. 	
3.4	<p>The Board discussed:</p> <ul style="list-style-type: none"> • the importance of having a visibly credible and exemplary approach to digital transformation using digital tools in the delivery of audit work and running the business; • incorporating digital in the development of the 5-year strategy as an enabler to support delivery of the ambitions; • how the value and benefits of investment of resources in digital might be demonstrated and measured; • the organisational significance of digital and the opportunity to understand the relevance of digital to processes and operations across Audit Wales and consider opportunities for collaboration; • the benefits of a multi-disciplinary steering group in bringing a range of perspectives, knowledge and skills to digital development and as a key driver to support implementation and achieve a balance between technology and the needs of users; • the value of the pilot projects as templates and sources of learning for future activity, recognising that the suggested pilots had been carefully selected so as not to create unnecessary pressure on staff or the business; • the value of collaboration and shared learning from other bodies, subject to ensuring that the Auditor General's independence would not be compromised; and • how to ensure that developments are driven by clearly identified requirements and outcomes, rather than by the technology or software available. 	
3.5	The Board welcomed the presentation and acknowledged the benefits of developing Audit Wales approach to digital to support the development of its strategy and fulfilling its ambitions in the external operating environment.	
3.6	<p>The Board endorsed the recommended next steps for:</p> <ul style="list-style-type: none"> • the digital strategy and incorporation of IT and digital in the strategic plan as an enabler of transformation; • the completion of two demonstrator pilot projects following the methodology proposed by Perago • creation of a multi-disciplinary digital steering group to lead on the development and implementation of a digital approach. 	
3.7	The Board agreed that David Francis would be the link Board member for digital development.	

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4.	Sustainable development: embedding the five ways of working and next steps	
4.1	<p>The EDCS introduced a presentation on sustainable development and reminded the Board that the purpose of the session was to:</p> <ul style="list-style-type: none"> • raise awareness and understanding of the Wellbeing of Future Generations Act (WFGA); • raise understanding of the WFG related audit work completed over the last five years in accordance with the Auditor General's statutory duties, and the next phase of work planned; • provide insight into how public bodies are implementing the WFGA; • provide the basis for a discussion of how to utilise and more strongly embed the sustainable development principle at Audit Wales in its work going forward, including the development of longer-term strategic plans such as the current 5 year plan. 	
4.2	<p>The Audit Manager delivered a presentation which explained:</p> <ul style="list-style-type: none"> • the purpose and key functions of the WFGA; • key definitions including sustainable development, the sustainable development principle, wellbeing objectives and the five ways of working; • the Auditor General's role and responsibilities, his approach to audit including work completed to date and plans for the next cycle of reporting; • the Future Generations Commissioner's duties and responsibilities; and • the interaction between the roles of the Auditor General and the Future Generations Commissioner. 	
4.3	<p>The EDCS explained that Audit Wales was not covered by the WFGA but had made a commitment in the annual plan to embed the sustainable development principle in its decision-making processes, including (but not limited to):</p> <ul style="list-style-type: none"> • the review of staff travel and subsistence arrangements; • developing and evaluating smarter ways of working; and • developing an approach to move towards net zero greenhouse gas emissions. 	
4.4	<p>The Board discussed:</p> <ul style="list-style-type: none"> • its approach to sustainable development and the sustainable development principle, for example, in its decision making, to underpin commitments made in the annual plan or the planned work to develop a 5-year strategy; and • the value of integrating sustainability and sustainable development as a concept across the organisations activities and mapping activities to identify how they contribute to delivering the sustainable development principles. 	
4.5	<p>The Board also discussed how it could:</p> <ul style="list-style-type: none"> • embed the five ways of working as a framework to underpin its work, delivery of its strategic objectives and its decision making; 	

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	<ul style="list-style-type: none"> • assess and map its activities against the five ways of working to provide assurance that it was operating as a model organisation and identify any gaps; • integrate positive indicators in its reporting to demonstrate that decision making had been informed by the sustainable development principles, in particular in relation to the specific areas referred to in the annual plan. 	
4.6	<p>The Board noted that a commentary had been provided in the 2018-19 annual report and accounts on Audit Wales contribution to achieving the well-being goals and that report was available through the Audit Wales website. The EDCS would:</p> <ul style="list-style-type: none"> • complete a high-level mapping of how the sustainable development principle feeds into delivery of Audit Wales functions and ambitions; and • work with the Audit Manager on the development of positive indicators to demonstrate how the sustainable development principle has informed Board decisions. 	EDCS
4.7	<p>The Board noted that its approach;</p> <ul style="list-style-type: none"> • should be informed by the Auditor General's duties under the WFGA; and • take account of the Board's duty not to compromise the Auditor General's independence. 	
4.8	<p>The Board welcomed the presentation which had helped it to better understand the WFGA and affirmed its commitment to sustainability, the sustainable development principle and proportionately embedding the five ways of working in its decision making, which it would keep under review.</p>	
5.	Report of the Chief Executive and Auditor General	
5.1	<p>The Auditor General and Chief Executive presented his update report to the Board and drew the Board's attention to:</p> <ul style="list-style-type: none"> • workload pressures which could impact on the delivery of audit work: teams across all areas of Audit Wales are heavily stretched and this was reflected in the responses to the pulse survey; • the survey of Senedd members: the number of responses was relatively low, but responses were largely positive with some suggestion that there was room for improving the impact of our work; • the ELT staff panel: the confirmation of staff appointed to the panel; • return to the offices: plans were in place for the offices to accommodate up to 50% of staff in the next phase of the return; • trainees and apprentices: with congratulations extended for exam success in difficult circumstances. However, several final year trainees had left Audit Wales and further thought may be needed around the scheme and how to retain more of the talent we train. 	
5.2	<p>The Board noted the quality assessment referred to in the update paper had a score of "good/ acceptable" and were keen to understand where that lay on the scoring scale. The EDAS explained that a score had been requested unofficially as part of her work to review and expand quality monitoring arrangements, both internally and externally, and would be provided for the next review. She confirmed that the rating received was generally very good.</p>	
5.3	<p>The Board discussed the update on cyber arrangements, noting that the Board had approved the Data Protection Officer's (DPO) recommendation to</p>	

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	<p>pursue Cyber Essentials Plus as a priority in 2019, and endorsed a similar recommendation in 2020, but the accreditation had yet to be completed. The EDCS explained that</p> <ul style="list-style-type: none"> • accreditation had been delayed until the end of the current year, as a risk-based approach was taken to cyber security which meant that other activity had ben prioritised; • preparatory work for the accreditation, including the replacement of existing mobile phones and work to address other vulnerabilities, was underway; • the DPO had been updated and involved; and • a strategic review had been carried out by the Audit and Risk Assurance Committee with a view to providing assurance to the Board. <p>The Board noted that assurance had been provided and management had responded to protect the organisation against vulnerabilities in a challenging operating environment, but in light of the approvals in earlier years it would be appropriate for this to be directly reported to the Board. The Board Secretary would note this for the purpose of future reports from the Audit and Risk Assurance Committee.</p>	KD
5.4	<p>The Board briefly considered:</p> <ul style="list-style-type: none"> • the survey of Senedd members and how the Board might support broader external engagement, noting that this would be explored further at the Board meeting in July; and • the development of the 5-year strategy, noting that the substantive ambitions had not changed, and the ELT would be developing the updated strategy prior to further development with the Board and engaging with staff. 	
5.5	The Board noted the report.	
6.	Chair's update	
6.1	<p>The Chair presented her written update to the Board and provided brief updates on the:</p> <ul style="list-style-type: none"> • Northern Ireland Assembly evidence session, and • the time to change pledge which she and Adrian would sign this week. 	
6.2	<p>The Board Secretary gave a brief update on the elected employee member process and explained that 4 candidates were participating. The Senior Independent Director, in his role as elections officer, confirmed that he was satisfied with the arrangements and process to date.</p>	
7	Review of minutes: Board meeting 18 March 2021	
7.1	Subject to an addition at paragraph 12.6, the Board approved the minutes of its meeting on 18 March as an accurate record.	KD
8	Review of action tracker	
8.1	<p>The Board received updates against actions which the Board Secretary would reflect on the tracker, including: WAOB/20/087 (Change portfolio tracker): action to be closed, the change data provided to Board was sufficient subject to the addition of resourcing information.</p>	KD KD

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	WAOB/20/089 (operational risk register): risk on HR capacity to be closed as this is being monitored by the Remuneration and HR Committee.	
9	Our Future Workplaces: draft options appraisal and outline business case	
9.1	<p>The Head of Business Services presented a paper updating the Board on the current position regarding the Audit Wales estate and providing a rationale for the extension of the Cathedral Road lease by a one-year period. She explained that:</p> <ul style="list-style-type: none"> • premises that offered significantly better accommodation had not been identified; • options for sharing or co-locating were limited; • it had not been possible to pilot HUBs or activity settings; • there was ongoing uncertainty regarding client operations and interaction; and • COVID remained a significant relevant factor. 	
9.2	<p>The Head of Business Services explained that the extension of the Cathedral Road lease would allow time to:</p> <ul style="list-style-type: none"> • implement 'Our Future Work' principles and assess how they work in practice; • trial the use of space when the offices are operating at full capacity; • pilot the use of different types of space; and • assess how much client space will be available. <p>She drew the Board's attention to the revised timeline for the project and explained that this could be subject to change to respond to external events, as we continue to operate with a high level of uncertainty.</p>	
9.3	The Board approved the extension of the Cathedral Road lease for a period of one year from its current end date in March 2023.	
9.4	The Board endorsed the revised timeline which would see revised plans coming back to the Board in 2022 for a decision no later than February 2023. The Board Secretary would update the provisional work programme to reflect the revised timings.	KD
10	Performance reporting	
(a) the strategic risk register		
10.1	The EDCC presented a paper providing an overview of the key strategic risks facing Audit Wales and drew the Board's attention to the new and escalated risks.	
10.2	The Board discussed the BEIS white paper, noting that the outcomes from this could have an impact on Audit Wales and management were collaborating with other public audit bodies with a view to developing a collective response to the consultation. The EDAS explained that developing a stronger focus on audit quality would be prudent and the residual risk rating of medium recognised the mitigating actions, including the work ongoing with other audit bodies, to reduce the gravity of the risk.	
10.3	The Board noted that the risk on audit quality had been de-escalated following positive quality assurance reviews, but recognised that such reviews did not provide absolute assurance particularly as some staff had limited experience of physically working on audits. Management assured the Board that this risk was still live and would be re-escalated in the event of concerns arising.	

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10.4	In response to a question on the articulation of risks, the Head of Planning and Reporting clarified that the ELT had reviewed the risk register and, where risks were not well articulated, had sought to review both the likelihood of the risk arising and its impact. In developing the risk process, he was considering the inclusion of training in identifying and categorising risk	
10.5	The Board noted the report.	
(b) risk appetite		
10.5	The Board dealt with this item as part of the report from the Audit and Risk Assurance Committee.	
11.	Report from the Audit & Risk Assurance Committee meeting 08 June 2021, including the Committee's annual report to the Board and updated Terms of Reference	
11.1	The Chair of the A&RAC presented his report of the Committee's meeting on 8 June which supplemented the papers included in the Board pack.	
11.2	The Chair of the A&RAC highlighted: <ul style="list-style-type: none"> • the final two internal audit reports for 2020-21, explaining that management were reviewing the assurance framework and a revised framework would be brought back to the Board for review and adoption in due course; • that, subject to the views of the Board, the Committee was planning a deep dive strategic review of staff resilience, well-being and capacity at its meeting in September; and • that the Committee had considered risk appetite for the purpose of the 2020-21 governance statements, including the addition of the change programme and its rating. 	
11.3	The Board: <ul style="list-style-type: none"> • for the purposes of the Governance Statement of the 2020-21 Annual Report & Accounts the Board approved: <ul style="list-style-type: none"> ○ retaining the risk appetite ratings for the existing 11 assurance themes ○ adding the Change delivery assurance area to the assurance map and setting the associated risk rating to 'Open'; • approved the Committee's provisional work programme for 2021-22; • approved the Committee's annual report for 2020-21; • approved the Committee's terms of reference; and • approved, subject to minor amendment, the assessment of compliance with the Code of Good Practice for Corporate Governance in Central Government 	
11.4	The Chair of the A&RAC summarised the Committee's discussion on the draft annual report and accounts, including the supporting assurances. He recommended that the Board: <ul style="list-style-type: none"> • note the comprehensiveness of the assurances received on the annual report and accounts; and • recommend to the Accounting Officer that he should sign the annual report and accounts for 2019-20 and the letter of representation. 	
12.	Annual report and accounts 2020-21	

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12.1	The Head of Finance and the Head of Planning & Reporting presented the final draft annual report and accounts, highlighting the narrative amendments and other adjustments made following the various stages of review and the since the distribution of the original draft.	
12.2	The Head of Finance explained that the final typeset version of the report had been delayed and the annual report and accounts would now be signed on 23 June and laid on 25 June.	
12.3	On the strength of the assurances received and subject to the amendments agreed, the Board recommended that the Accounting Officer should sign the annual report and accounts for 2020-21 and the letter of representation. The Board agreed that the Auditor General and the Board Chair would review and approve the forewords.	
12.4	The Board recorded its thanks to those involved in preparing and auditing the annual report and accounts.	
13	Report from the Remuneration & HR Committee 27 May 2021, including the Committee's annual report to the Board and updated Terms of Reference	
13.1	The Chair of the Remuneration & HR Committee presented the Committee's: <ul style="list-style-type: none"> • annual report to the Board for 2020-21 incorporating its self-assessment; and • revised terms of reference, which incorporated minor practical changes. 	
13.2	The Chair drew the Board's attention to the updates on the recommendations in the Committee's annual report for 2020-21 and the new recommendations for the forthcoming year.	
13.3	The Board approved the Committee's annual report and its revised terms of reference.	
14	Governance review: constitutional documents and schemes of delegation	
14.1	The Board Secretary presented a paper outlining her approach to reviewing the Board's governance documents.	
14.2	The Board noted the updated and adopted its revised terms of reference.	
14.3	The Head of Law and Ethics presented a paper outlining proposed changes to the Wales Audit Office's and Auditor General's Schemes of Delegation. He explained that: <ul style="list-style-type: none"> • changes had been made to <ul style="list-style-type: none"> ○ update terminology ○ reflect the new senior structure and clarify the delegations to the Executive Directors to match their responsibilities; and ○ increase resilience by providing additional delegations which would be triggered in the event of the long-term absence of the Auditor General. • the Wales Audit Office scheme was presented for approval by the Board; and • the Auditor General's scheme was presented for consultation with the Board. 	

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14.4	The Board approved the Wales Audit Office scheme of delegations and noted that it had been consulted on the Auditor General's scheme of delegations which would be determined by him following that consultation.	
15	AGW's nomination of employee member	
15.1	Kevin Thomas left the meeting.	
15.2	The Auditor General presented a paper outlining his recommendation for the extension of Kevin Thomas' appointment as his nominated member of the Board. He explained his rationale for continuing the appointment for a further period with a further review in 2022 at which point: <ul style="list-style-type: none"> • Kevin's term of appointment would reach 8 years which was consistent with the maximum term of appointment for the non-executive members; • the external Board effectiveness review would be complete, and the recommendations received; and • the 2021 and 2022 elected employee processes would be complete, and appointments made to the Board. 	
15.3	The Board briefly discussed the relevant legislation, the purpose of the appointment and whether there might be scope for a wider review in the future.	
15.4	The non-executive members approved the continuation of the appointment of Kevin Thomas as the Auditor General's nominated appointee, pending a recommendation for a new appointment no later than the end of December 2022. The non-executive members noted that, in considering the Auditor General's recommendation for the appointed employee member in 2022, they might consider setting terms and conditions for the role, for example, to align the key terms for both the appointed and elected employee members.	
15.5	Kevin Thomas re-joined the meeting.	
16	Preparatory discussion for meeting with the trades unions	
16.1	The EDCS updated the Board on his discussions with the trades' unions in preparing for their annual meeting with the Board to gain maximum value from the meeting. The Chairs of the trades' unions would prepare a paper outlining the key discussion topics, which were expected to include: <ul style="list-style-type: none"> • travel and subsistence; • the pay claim; • COVID working arrangements; • workload pressures; and • staff well-being. 	
16.2	The Board noted the topics and the Chair encouraged all Board members to participate in the discussion which was tabled for July.	
17	Any other business	
17.1	The Board noted that this was the last meeting for Amanda Hughes and Dianne Thomas, thanked them for their respective contributions and wished them both well for the future.	
18	Review of the forward work programme	
18.1	The Board discussed its forward work programme which the Board Secretary would update.	KD

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19	Review of the meeting	
19.1	The Board welcomed feedback from the members of staff observing the meeting, which recognised the thorough preparation of members and people centric approach to decision making. The Board noted the benefits that observing a meeting could bring in understanding Audit Wales governance arrangements and affirmed that it welcomed staff observers to its meetings.	
19.2	<p>In reviewing the meeting, members welcomed:</p> <ul style="list-style-type: none"> • the effective management of the agenda, which had helped to reduce the length of the meeting, noting that the meeting had not felt rushed and they had been able to fully contribute; • the separation of strategic and operational matters on the agenda, with a clear focus on the decisions required (where relevant); and • the inclusion of clearly set out risks and benefits on the digital vision paper which provided insight to the thinking of the ELT. <p>Members indicated that they would appreciate:</p> <ul style="list-style-type: none"> • more concise Board packs and papers, with supplementary material made available outside the pack; • a more interactive approach when lengthy presentations were being made; and • opportunities to try different techniques for considering strategic matters, such as facilitated sessions, breakout groups or discursive conversations. 	
19.3	The Board Secretary would take account of this feedback in developing future agendas and Board packs.	
20	Date of next meeting	
20.1	20 and 21 July 2021	