

Minutes of the Audit and Governance Committee meeting on 4 March 2025 held virtually (Teams)

Members present	Catharine Seddon, Chair Tom Fowler Alex Kafetz, Deputy Chair Anne Marie Miller
External Advisers	Dean Gibbs, KPMG – External Audit lead Lea Luna, KPMG Nick Doran, National Audit Office (NAO) – External Auditor Jo Charlton, Head of Internal Audit (Internal Auditor) – GIAA Andrew Angeli, Deputy Head GIAA
Observers	Caroline Pringle, Head of Licensing Luke Reader, IT Project Manager
Apologies	Clare Ettinghausen, Director of Strategy and Corporate Affairs Rachel Cutting, Director of Compliance and Information Sophie Tuhey, Head of Planning and Governance Steve Pugh, Department of Health and Social Care (DHSC)
Staff in attendance	Peter Thompson, Chief Executive Tom Skrinar, Director of Finance, Planning and Technology Morounke Akingbola, Head of Finance Paula Robinson, Head of Planning and Governance Shabbir Qureshi, Risk and Business Planning Manager Alison Margrave, Board Governance Manager Martin Cranefield, Head of IT (item 5, 10 and 11) Kevin Hudson, PRISM Programme Manager (item 10)

1. Welcome, apologies and declaration of interest

- 1.1.** The Chair welcomed everyone to the meeting and a warm welcome was extended to the observers. The Chair informed the committee that Andrew Angeli, GIAA, would be taking over Head of HFEA Internal Audit from after the June AGC meeting.
- 1.2.** Apologies for absence were received from Clare Ettinghausen, Director of Strategy & Corporate Affairs, Rachel Cutting, Director Compliance and Information, Neil McComb, Head of Information, Sophie Tuhey, Head of Planning and Governance and Steve Pugh, Department of Health and Social Care.
- 1.3.** The Chair asked for any declarations of interest.
- 1.4.** Anne Marie Miller informed the committee that as 1 February 2025 she is a Board member of Two Rivers Housing Group. The committee agreed that there were no conflicts with her role at the HFEA.

- 1.5.** The Chair informed the committee that she has joined the Board of the Health and Care Professions Council (HCPC) for a three-year term to December 2028. The committee agreed there were no conflicts with her role at the HFEA.
- 1.6.** The Chair informed the committee that she had held the quarterly meeting with the Head of Internal Audit GIAA and pre-planning meetings with the Chief Executive and the Board Governance Manager. The Chair informed the committee that she attended the ACE-PCF Annual Conference on Public Bodies data, technology and innovation, where the HFEA Chief Executive had been a speaker. The Chair spoke about the Government publication titled “AI Playbook” and asked that this be circulated to the committee.
- 1.7.** The Chair reminded the committee that as of 1 January 2025 Tom Skrinar was employed full time by the HFEA and was no longer a shared service with the HTA. His new title of Director of Finance, Planning and Technology reflects all the areas that he now oversees.

Action

- 1.8.** Board Governance Manager to circulate the AI Playbook to the committee members.

2. Minutes of the meeting held on 6 December 2024

- 2.1.** The Chair introduced the minutes from the previous meeting which had been circulated to the members.
- 2.2.** Proposal to amend minute 4.1 so that it reads:
- The Head of Internal Audit – GIAA presented this item and stated that delivery of the 2024/25 audit plan is progressing well, with 60% of the plan now delivered to final report stage and she feels comfortable that the full plan will be delivered on time, subject to the continued engagement of the HFEA staff in assisting with the delivery of the remaining audits in a timely manner.
- 2.3.** Proposal to amend minute 6.5 so that it reads:
- The proposed timetable for the timing of the audit was presented, noting that an interim audit visit is planned for March February 2025 and final visit in May 2025. The aim is to be able to lay the HFEA’s account in Parliament before summer recess.
- 2.4.** Proposal to amend minute 6.8 so that it reads:
- In response to a question the NAO External Auditor explained why the HFEA’s risk profile had been highlighted due to heightened in relation to the duplicate billing provision and PRISM impairment. He stated that due to the increased work this would incur additional fees, as had been the case the previous year. Both the Chair and Director of Finance and Resources commented that the fee increase the previous year was in part incurred due to the auditors’ lack of understanding about the PRISM system and therefore any proposed fee increase should be offset by the learning gained from the previous year and further evidence to be provided to the NAO regarding duplicate invoices and general assurance of PRISM and the data it contains. The NAO and KPMG agreed to provide an update on the progress made with assessing the revenue risk at the March meeting.
- 2.5.** With these amendments the minutes of the meeting held on 6 December 2024 were agreed as a true record and could be signed by the Chair.

3. Action Log

- 3.1.** The Head of Finance presented this item.
- 3.2.** Regarding the requirement of item 4.24 from 6 December 2024 the Director of Finance, Planning and Technology updated the committee on discussions with GIAA and proposed amendments to the HFEA/GIAA relationship management policy. The committee agreed that this action should stay open until the revised policy is accepted.
- 3.3.** The Head of Finance informed the committee that the requirement of item 5.7 from 6 December 2024 regarding updating the outstanding audit recommendations report can be closed and could be removed from the action log. The updated report will be considered by the committee under agenda item five.
- 3.4.** The Head of Finance informed the committee that the requirement of item 12.6 from 6 December 2024 has been closed and could be removed from the action log, as the committee forward plan had been updated as requested.
- 3.5.** The Head of Finance informed the committee that the requirement of item 14.7 from 6 December 2024 has been closed and could be removed from the action log. Committee members were thanked for completing the skills matrix and the Chair and Governance team will use these results to help plan for future training events.
- 3.6.** In relation to item 14.8, the Head of Finance informed the committee that the Effective Governance Report will be presented to the Authority next week and this will include the results of the committee's effectiveness review; the committee therefore agreed that this could be closed.

Decision

- 3.7.** Members agreed the proposed amendments to the action log.

Action

- 3.8.** Board Governance Manager to update the action log as agreed by the committee.

4. Internal audit update report

- 4.1.** The Head of Internal Audit (GIAA) presented this item and stated that 60% of the 2024/25 plan had now been delivered to final report stage. Since last reporting to the committee progress has been made on the final two audits with both now being in the field work stage.
- 4.2.** The Head of Internal Audit commented that assuming timely engagement from the HFEA staff continues then she is confident that they will be able to deliver the audit plan to at least draft report stage by 31 March 2025.
- 4.3.** The Head of Internal Audit encouraged the Authority to complete the customer satisfaction questionnaires that are issued after each audit, as this feedback helps GIAA improve its service offering going forwards.
- 4.4.** In response to a question the Head of Internal Audit stated that it is too early to give a judgement on the Authority's overall audit rating and that it is based on several observations not just the actual audit results.

- 4.5.** In response to a question regarding whether the Authority had learnt from the recommendations arising from the audits with limited responses the Chief Executive spoke to the background of the audit reports and that several of the recommendations concern process issues and the Authority must balance resolving these with the other priorities and pressures it has.
- 4.6.** The Chair spoke of the importance of providing sufficient evidence to satisfy the audit recommendations and requested that the presentation which the Head of Internal Audit had presented to the Corporate Management Group (CMG) on GIAA practice and expectations be circulated more widely in the organisation.
- 4.7.** The committee's attention was drawn to the supplementary pack especially regarding developments in the profession and GIAA training events for members.
- 4.8.** In response to a question the Head of Internal Audit stated that the Dear Accounting Officer letter referred to in the supplementary pack should be issued by the end of March. The Chair asked that this be circulated to the committee, with a note on how the HFEA plans to address this, when received.
- 4.9.** The Chair commented that the counter fraud update was a timely resource given that the committee were considering the Fraud Risk Assessment and Counter Fraud and Anti-Theft Policy later in the meeting.
- 4.10.** The Deputy Head of Internal Audit presented the proposed internal audit plan for 2025/26, which has been discussed and agreed with the Senior Management Team (SMT). He stated that GIAA's approach for 2025/26 will continue to be agile and a review with management will be undertaken during the year to ensure that the audit activity remains focussed on the right areas for the latter half of the year.
- 4.11.** The Deputy Head of Internal Audit referred to the longer-term audit view and stated that as previous years GIAA had undertaken a longer term, cyclical approach to planning. This will be reviewed regularly and is intended to be high level and flexible at present. The proposed longer term audit plan gives baseline coverage and aligns to the HFEA's strategic risks.
- 4.12.** In response to a question the Chief Executive explained the rationale for the staff retention audit, noting that staff attrition rate is currently low but as a small organisation it is useful to learn from others.
- 4.13.** In response to a question both the Deputy Head of Internal Audit and Chief Executive explained why inspection was not on the longer-term audit view, noting that when it was audited in 2021/22 it received the highest rating possible and that the Epicentre replacement project is central to its operation so it would be sensible to schedule any audits for once that project is completed.
- 4.14.** The committee discussed the longer-term audit view and the wider independent reviews such as CQC ([interim](#) and [full](#)) and [Ofsted](#) and the ongoing [Review of patient safety across the health and care landscape](#).
- 4.15.** The Chair asked that when the mid-year review of the audit plan is undertaken by GIAA and the SMT, this question should be reconsidered and the decision brought to the committee for information.

Decision

- 4.16.** Members noted the internal audit update report.

- 4.17.** Members approved the proposed 2025/26 internal audit plan.

Action

- 4.18.** Director of Finance, Planning and Technology to consider wider circulation of the presentation given to CMG by the Head of Internal Audit.
- 4.19.** Director of Finance, Planning and Technology to circulate the Dear Accounting Officer letter and the HFEA's proposed response when received.
- 4.20.** Mid-year review of the audit plan to be brought to the committee for information.

5. Progress with current audit recommendations

- 5.1.** The Head of Finance introduced this agenda item and spoke to the recommendations contained within the paper.
- 5.2.** The Director of Finance, Planning and Technology explained the rationale for accepting at risk the audit recommendations relating to DSPT 2021/22.
- 5.3.** The Director of Finance, Planning and Technology referred to the DSPT 2023/24 recommendations and reminded the committee that the Cyber Assessment Framework (CAF) is being introduced in 2025 which is likely to be more stringent. A paper will be brought to the June AGC meeting on the HFEA's approach to the CAF and therefore it was practical to extend the deadline for these recommendations.
- 5.4.** The Head of IT reminded members that the HFEA is part of the NHS licence agreement for Microsoft products and is therefore reliant on the NHS IT Team responding to our requests to provide access to the software to manage logs. Members were informed that he is continuing to engage with the NHS team and has requested their roadmap for this implementation which is been planned for summer 2025.
- 5.5.** The committee discussed the benefits of being within the NHS licence agreement and whether the proposed revised target dates would be realistic given the dependency on NHS IT. The Deputy Chair offered his support and contacts, if required. The committee supported extending these target dates to December 2025.
- 5.6.** The Director of Finance, Planning and Technology referred to the audit recommendations relating to business continuity and stated that these relate to engaging an external company to test the procedures and plans which the HFEA has put into place. The responsibility for this has now been transferred to the newly appointed Head of Planning and Governance and it was felt prudent to extend the target dates.
- 5.7.** The committee discussed the need to set realistic and achievable target dates and were assured that there were clear implementation plans for the recommendations with proposed target dates, which provided the committee with assurance.

Decision

- 5.8.** The committee agreed that the target dates for audit recommendations relating to record management and business continuity should be extended to October 2025.

- 5.9.** The committee agreed that the target dates for audit recommendations relating to DSPT 2023/24 be extended to December 2025 and that detail of the timeline and implementation plans regarding all of the above recommendations should be brought to the AGC in June.
- 5.10.** The committee agreed to accept at risk the audit recommendations relating to DSPT 2021/22.

Action

- 5.11.** The Head of Finance to update the report and the amended report including timeline and implementation plans for DSPT 2023/24 audit recommendations to be brought to the AGC in June.

6. External audit

- 6.1.** The External Audit Lead, KPMG, introduced the paper and informed the committee that since the last meeting they have held inquiries with a number of members of the management team; performed walkthroughs of the processes for generating invoices from the data submitted; reviewed data provided by management relating to refund issues during the year and consulted with their internal specialists on the level of assurance required where incomplete data is available.
- 6.2.** The External Audit Lead reported that the level of refunds issued in the first half of the year is higher than expected and as this materially exceeds the amount expected, they have made further inquiries of management and reviewed initial data to seek to understand the high level of refunds better. He thanked the HFEA team for their assistance in this matter.
- 6.3.** The External Audit Lead spoke of some challenges regarding downstream billable cycles relating to a duplication which had been removed from the database and the submission and deletion of a cycle in the same period. Given these challenges, KPMG is continuing to consult with its internal specialists on how to obtain the assurance that is required over the accuracy of invoices that have been generated. The fact that PRISM is a live database made audit checks more difficult.
- 6.4.** The External Audit Lead spoke of the next steps KPMG plans to take to address the risk arising from revenue recognition and stated that they will keep the committee updated on this work.
- 6.5.** The Chair asked whether this could result in qualified accounts? The External Audit Lead referred to the risks associated with revenue recognition and the need for strong assurance that there are no other issues. The Director of Finance, Planning and Technology provided assurance that management understands how data flows through PRISM to the accounting system and that the HFEA finance team will do regular review of refunds in future as part of standard financial processes (though volumes of corrections and refunds are expected to reduce significantly once CAFC transition is complete).
- 6.6.** The Chief Executive spoke of the detailed accounting work being undertaken to address this issue and spoke of the planned fee review work which could address this further in the future.
- 6.7.** The committee discussed the additional information provided in the 'Digital Projects PRISM' paper and the level of assurance this provided to the committee.
- 6.8.** In response to a question, the External Audit Lead stated that the technical team had been very engaged since January and there was no delay in their engagement on this matter.

- 6.9.** In response to a question the Director of Finance, Planning and Technology stated that there is not a fundamental issue with PRISM for raising invoices; the issues have arisen due to patient information being entered and then changed or deleted, in particular where clinics are using third-party system interfaces. There is an iterative process of updating and correcting patient records between clinics and PRISM that is particularly active currently due to transition to CAFC. These corrections create multiple billing actions that management understand to be correct, but are high volume and difficult to track.

Decision

- 6.10.** The committee noted the audit progress report.
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7. Accounting policies

- 7.1.** The Director of Finance, Planning and Technology introduced the paper and stated that the purpose is to advise members of the accounting policies adopted for the preparation of the accounts for the financial year 2024/25. He stated that the policies adopted for 2024/25 are the same as those adopted for the previous fiscal year.
- 7.2.** In response to a question, the Director of Finance, Planning and Technology stated that he was preparing a paper for the committee on the impairment of PRISM, and this would be circulated to the committee for a decision towards the end of the month.

Decision

- 7.3.** The committee noted the accounting policies applicable to the financial year 2024/25.

Action

- 7.4.** Director of Finance, Planning and Technology to distribute impairment of PRISM paper to the committee for decision.
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8. Strategic risk

Strategic risk register

- 8.1.** The Risk and Business Planning Manager introduced the paper and informed the committee that a grass roots review of the strategic risk register (SRR) will be conducted in line with the launch of the new strategy.
- 8.2.** Given that the Authority approved the new strategy for 2025-2028 and that this is due to be published in April 2025, the SRR will be presented in full to the June 2025 AGC meeting.
- 8.3.** The Risk and Business Planning Manager informed the committee that the new SRR will use the existing template with the same categories as per Orange Book guidance. One of the main risks will be the Phoenix Programme (Epicentre replacement programme) as this has organisation wide impact, and he spoke about the mitigations and controls in place and the leadership of the programme.
- 8.4.** In response to a question as to whether the HFEA would be affected by the Government spending reviews, the Director of Finance, Planning and Technology stated that the HFEA had responded to the communications received but reminded the committee that 95% of the HFEA's funding is through chargeable fees.

- 8.5.** The committee discussed the Governance risk and the risks if legislative reform was announced or not, especially regarding the current lack of proportionality in powers for the Licence Committee.
- 8.6.** The committee discussed the Information 1 risk and the potential risk of failing to be recognised as an authoritative source of information. A member raised a broader sub-risk of diminishing trust in government data, noting that this was outside the HFEA's control.
- 8.7.** The committee discussed the People risk and whether this should reflect the opportunities of AI in the recruitment and retention of staff and the risk of failing to identify the required skill sets of staff when AI opportunities are adopted.
- 8.8.** The committee discussed the Reputational risk and noted the challenges and changes happening to other regulatory sectors. The Chief Executive spoke of the complication of on-line services in the fertility sector which are not currently regulated by the HFEA. The committee noted the communications team work in positioning the HFEA and how this can help mitigate some of the risks.
- 8.9.** The committee discussed the ongoing [Review of patient safety across the health and care landscape](#) and how this may impact ALBs, noting that this is a risk which the HFEA cannot put any mitigations in place for.
- 8.10.** The Chair drew the discussion to a close and thanked all for their comments.

Action

- 8.11.** Risk and Business Planning Manager to bring full new risk register to June AGC meeting for further comments.

9. Deep dive – Government functional standards (GFS)

- 9.1.** The Director of Finance, Planning and Technology introduced the report and reminded the committee that the GFS were created to promote consistent and coherent ways of working across government and provide a stable and comparable basis for assurance, risk management and capability improvement. The standards also serve to help accounting officers fulfil their duties and link to other central standards such as Managing Public Money and the Orange Book for risk management.
- 9.2.** The Director of Finance, Planning and Technology reminded the committee that the HFEA's policy for GFS management was developed in early 2024/25 and the overall policy and approach were reviewed by GIAA in the summer of 2024. GIAA had some concerns as to the extent of assurance and compliance with the GFS and therefore some amendments had been made to the policy and guidance had been sought from the Department of Health and Social Care (DHSC) as to the appropriateness of the HFEA's approach.
- 9.3.** The Director of Finance, Planning and Technology spoke of the detailed self-assessments completed and agreed by the GFS leads. Where any actions for improvement have been identified it is expected that they will be completed in line with normal business timetables, unless the Director specifies a specific timescale. The Corporate Management Group (CMG) will review progress and identify any major changes to GFS content in Q4 of 2025/26.

- 9.4.** The Director of Finance, Planning and Technology commented that whilst a proportion of the GFS questions and tools are not entirely relevant to an organisation of the HFEA's size, the HFEA will use the GFS reviews as a way of positively discussing and reviewing, on an annual basis, to ensure it remains compliant with the mandatory elements of GFS.
- 9.5.** In response to a question, the Director of Finance, Planning and Technology informed the committee that evidence had been submitted to GIAA, which he hoped would allow that audit recommendations be closed. The Head of Internal Audit confirmed receipt of evidence but stated that this had not yet been reviewed.

Decision

- 9.6.** The committee noted the paper and agreed that it is content with the HFEA's general approach and policy regarding functional standards.

10. Digital projects

PRISM update

- 10.1.** The PRISM Programme Manager presented the paper and informed the committee of the activities undertaken since last reporting to the committee in December 2024.
- 10.2.** The PRISM Programme Manager explained that the sign off process for the interim CaFC commenced on 18 February 2025 and he explained the information which had been sent to each clinic PR and lead clinic staff. He spoke of the response rate which had been achieved and the support the team is providing to some clinics. It is anticipated that the interim CaFC will be published at around the end of March 2025.
- 10.3.** The PRISM Programme Manager highlighted to the committee the work that is being undertaken towards completing the full CaFC during 2025 and provided an update on the progress on addressing missing thaw linkages.
- 10.4.** The PRISM Programme Manager provided an update on the automated 10 family limit alerts and stated that the new process has been well received by clinics and professional bodies.
- 10.5.** The PRISM Programme Manager noted that the committee had discussed the issue of billing through PRISM under agenda item six, but he provided further updates on the work and ongoing liaison with KPMG.

Phoenix Programme (Epicentre replacement)

- 10.6.** The Head of IT spoke about the main aims of the programme and introduced the IT Project Manager to the committee
- 10.7.** The IT Project Manager spoke about the scope of the programme and informed the committee that the contract had been signed with the supplier (Ceox) and provided the main details of the contract.
- 10.8.** The IT Project Manager spoke of the different phases for the programme which are discovery, design, delivery and optimisation. The programme is in the discovery phase and he spoke of the discovery workshops being held with the different teams within the HFEA.
- 10.9.** The IT Project Manager explained the other phases of the programme and stated that the delivery phase would consist of agile two-week sprints.

- 10.10.** The governance of the programme was explained noting the weekly progress email, monthly programme board management meetings, monthly reporting to the Corporate Management Group (CMG) and quarterly to this committee.
- 10.11.** The IT Project Manager spoke of the staff engagement within the programme and how this will be maintained during the different phases.
- 10.12.** The Chair thanked the IT Project Manager for the verbal report and noted the importance of staff engagement in all aspects of the programme.

Decision

- 10.13.** The committee noted the progress with the interim and full CaFC.
- 10.14.** The committee noted the progress with the commencement of the 10-family limit alerts and the work being undertaken for the current KPMG audit of PRISM billing.
- 10.15.** The committee noted the verbal report on the Phoenix Programme (Epicentre replacement).

11. Resilience, cyber security & business continuity

- 11.1.** The Head of IT informed the committee of the work being undertaken for the Umbraco update and due to this the pen testing will be delayed until after all the upgrades have been implemented.
- 11.2.** The Head of IT informed the committee that whilst responsibility for arranging testing of the business continuity plan has been transferred to the new Head of Planning and Governance, he will be working with her to implement this.

Decision

- 11.3.** The committee noted the verbal report.

12. Draft Governance Statement

- 12.1.** The Head of Finance informed the committee that as in previous years the draft governance statement is being prepared and will be circulated to members, via email before the end of March, for comment. Committee members were asked to provide feedback and comment within 7 working days.
- 12.2.** The Head of Finance informed the committee that the NAO published a new guide on annual reporting on 11 February and this is being reviewed to see whether any changes are required for the HFEA's reporting.
- 12.3.** The Chair thanked the Head of Finance for the verbal report and asked that when committee members respond to the email regarding the draft governance statement that they respond to all, so that the same items are not raised multiple times.

Decision

- 12.4.** The committee noted the verbal report.

Action

- 12.5.** Committee members to respond to the draft governance statement email within 7 days of receipt, copying all other AGC members.
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13. Fraud risk assessment

- 13.1.** The Head of Finance introduced the paper and explained that the Fraud Risk Assessment is a critical component of the GFS Standard GovS 013: Counter Fraud, which sets out the framework for managing fraud, bribery and corruption risks across the HFEA.
- 13.2.** The Head of Finance informed the committee that the FRA had been reviewed by the Corporate Management Group (CMG) in February 2025 and a review and test of controls is planned for the end of Q4.
- 13.3.** In response to a question the Head of Finance confirmed that there had been no identified fraud within the last nine months. The committee discussed the possibility of adding fraud to agenda item 17 – Items for Noting.
- 13.4.** In response to a question regarding a potential new sub risk regarding suppliers and contract management the Chief Executive explained the procurement regime with a business case needing to be submitted to the DHSC.
- 13.5.** In response to a question regarding risk 10 and whether there could be a risk in processing applications for financial benefits, the Chief Executive explained the process for handling the Opening the Register (OTR) applications and how all data is checked by two separate people.
- 13.6.** The Chair questioned whether the rating is correct for risk 7 and asked the Head of Finance to review this.

Decision

- 13.7.** Subject to consideration of the additional points raised by the committee, the FRA was noted by the committee.
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14. Anti-fraud policy

- 14.1.** The Head of Finance introduced the paper and informed the committee that a review of the policy had taken place in February 2025 and there were a few small amendments proposed to the policy.
- 14.2.** The Head of Finance explained that reference to the Economic Crime and Corporate Transparency Act 2023 (ECCT 2023) had not been included as it applies to organisations with more than 250 staff or £36m turnover. The Head of Finance will continue to monitor this legislation for updates that may change which organisations would be in scope.
- 14.3.** In response to a question, the Head of Finance confirmed that HFEA staff undertake fraud training annually on the civil service-learning platform. The committee asked that this be clarified in the policy. The Director of Finance, Planning and Technology informed the committee of the fraud training that was delivered by an external trainer at the last all staff meeting in December 2024.

Decision

- 14.4.** The committee agreed the exclusion of the ECCT 2023 from the policy and, subject to the proposed amendment regarding training, approved the anti-fraud policy.
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15. Whistle blowing policy

- 15.1.** The Head of Finance introduced the paper and reminded the committee that the purpose of this policy is to ensure people working for the HFEA were aware of the channels available to them to report inappropriate behaviour.
- 15.2.** The Head of Finance informed the committee that the policy had been reviewed, and a few minor amendments were being proposed to the policy.
- 15.3.** The Chair proposed that paragraphs 5.2 and 8.6 should be combined into one so that staff knew what could be reported and how to report it.
- 15.4.** The committee asked for clarification that the Employment Right Bill (2024) was now policy, as reflected in the proposed new paragraph 7.1 of the HFEA's whistle blowing policy.
- 15.5.** A member commented that the policy explains the protection for those who whistle blow but does not explain what should be done if HFEA staff are contacted by a journalist and encouraged to whistle blow. The Chief Executive stated that this is covered in other policies, including the HFEA's Staff Code of Conduct and in staff contractual clauses. Furthermore, a deep dive into the HFEA's external whistle blowing policy, which may be more likely to attract external attention, will be presented to AGC in October for further discussion.

Decision

- 15.6.** The committee approved the policy with the proposed amendments to paragraphs 5.2 and 8.6.

Action

- 15.7.** The Head of Finance to amend the policy.
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16. Governmental Functional Standards

- 16.1.** The verbal report from the Director of Finance, Planning and Technology was incorporated into agenda item 9 Deep Dive on Governmental Functional Standards.
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17. AGC forward plan

- 17.1.** The Chair referred to the paper and asked the committee whether the proposed deep dive and training topics were still relevant. The Chair spoke of the skills matrix the committee had recently completed and how this will be used to guide future training opportunities.
- 17.2.** The committee discussed the proposed schedule of deep dive topics and agreed that this was correct.
- 17.3.** The committee discussed the proposed training topics and asked that consideration be given to cyber security training. The proposed training for December 2025 on knowledge of the role/functions of the external auditor/key reports and assurances was discussed and External Audit agreed to deliver. The External Audit lead, KPMG, referred to the training delivered in 2022 and agreed to recirculate those slides to the committee.

Decision

17.4. The committee noted the AGC forward plan.

Action

17.5. The Board Governance Manager to circulate the slides prepared by KPMG for the previous training session held in December 2022.

18. Items for noting

18.1. Whistle-blowing

- Members were advised that there were no whistle-blowing incidents.

18.2. Gifts and Hospitality

- Members were advised that there was nothing to report.

18.3. Contracts and Procurement

Members were advised that a contract had been signed with Ceox and as this had been outside the delegated level of authority for the Chief Executive and Director of Finance, Planning and Technology approval had been sought from the Chair and two other Authority members via a Final Business Case.

19. Any other business

19.1. The Chair informed the committee that this was the last meeting for the Head of Planning and Governance, Paula Robinson, as she will be retiring at the end of the month. The committee expressed their immense and sincere thanks to Paula for all her work and support of the committee.

19.2. In a review of the meeting, members congratulated the Chair for managing the agenda and for allowing important topics to be discussed fully. The staff and auditors were congratulated for the calibre of papers presented to the committee.

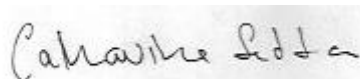
19.3. There being no further business the Chair drew the meeting to a close and thanked all for their active participation.

19.4. The committee were reminded that the next meeting was in person at 2 Redman Place on 17 June 2025.

Chair's signature

I confirm this is a true and accurate record of the meeting.

Signature



Chair: Catharine Seddon

Date: 17 June 2025