

Minutes of the Audit and Governance Committee meeting on 17 June 2025 held at 2 Redman Place, London

Members present	Catharine Seddon, Chair Tom Fowler Alex Kafetz, Deputy Chair (virtual) Anne Marie Miller
External Advisers	Dean Gibbs, KPMG – External Audit lead Nick Doran, National Audit Office (NAO) – External Auditor (virtual) Jo Charlton, Head of Internal Audit (Internal Auditor) – GIAA (virtual) Andrew Angeli, Incoming Head of Internal Audit - GIAA (virtual)
Observers	Evgenia Savchyna, Corporate Performance Officer
Apologies	Steve Pugh, Department of Health and Social Care (DHSC)
Staff in attendance	Peter Thompson, Chief Executive Tom Skrinar, Director of Finance, Planning and Technology Clare Ettinghausen, Director of Strategy and Corporate Affairs Rachel Cutting, Director of Compliance and Information (virtual) Morounke Akingbola, Head of Finance Sophie Tuhey, Head of Planning and Governance Shabbir Qureshi, Risk and Business Planning Manager Alison Margrave, Board Governance Manager Martin Cranefield, Head of IT (item 7) (virtual) Kevin Hudson, PRISM Programme Manager (item 12) (virtual) Luke Reader, Phoenix Programme Manager (item 12) Yvonne Akinmodun, Head of HR (item 13)

1. Welcome, apologies, declaration of interest and Chair's activities

- 1.1.** The Chair welcomed everyone to the meeting.
- 1.2.** Apologies for absence were received from Steve Pugh, Department of Health and Social Care.
- 1.3.** The Chair asked for any declarations of interest.
- 1.4.** Alex Kafetz informed the committee that he had been appointed as a non-executive director (Board Member) of the [Care Quality Commission](#) effective 16 June 2025 for a three year term.
- 1.5.** The committee noted the declaration of interest and agreed that there were no conflicts with his role at the HFEA. The committee were assured that appropriate measures would be put in place to handle any conflicts arising over time.
- 1.6.** The Chair informed the committee that she had held the quarterly meeting with the Head of Internal Audit GIAA, the annual meeting with the external auditors and pre-planning meetings with the Director of Finance, Technology and Planning and the Board Governance Manager.
- 1.7.** The Chair informed the committee that she had attended a GIAA ARACs members event which had discussed the publication from the Committee on Standards in Public Life: [Recognising and](#)

[Responding to Early Warning Signs in Public Sector Bodies](#) which had been published in March 2025. The Chair stated that there were a number of common themes identified in this report such as the failure of some boards to have effective oversight of issues and concerns and the failure of some Audit and Risk committees to discuss the adequacy of mitigations and their effectiveness.

2. Minutes of the previous meetings

- 2.1.** The Chair introduced the minutes from the previous meetings which had been circulated to the members.
 - 2.2.** The committee agreed the minutes of the meeting held on 4 March 2025 as a true record and could be signed by the Chair.
 - 2.3.** The committee noted the minutes of the meetings held on 3 April and 30 April 2025 and which had been agreed by the committee via email.
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3. Action Log

- 3.1.** The Head of Finance presented this item.
- 3.2.** The Head of Finance updated the committee that with regard to action 4.18 arising from the March meeting, the GIAA slides have been published on the HFEA's intranet and raised with staff during an all-staff meeting. This item was now closed and could be removed from the action log.
- 3.3.** The Head of Finance informed the committee that action 4.19 from the March meeting had its target date revised to October 2025.
- 3.4.** The committee were informed that all the other actions had been closed and could be removed from the action log.

Decision

- 3.5.** The committee noted the action log.
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4. Internal audit update report

- 4.1.** The Head of Internal Audit (GIAA) presented this item and informed the committee that it would be taken in two parts. She would present the annual performance, the final two audit reports and the draft annual opinion and the incoming Head of Internal Audit would present the Internal Audit Charter.
- 4.2.** The Head of Internal Audit informed the committee that GIAA had delivered 100% of the 2024/25 Audit Plan.
- 4.3.** The final two audit reports have been issued for Field Safety Notices and Financial Reporting. The Head of Internal Audit spoke of the results and recommendations arising from these reports.
- 4.4.** The Head of Internal Audit introduced the draft annual opinion report 2024/25 and stated this report is split into review of performance and the annual opinion report; it previously was contained within one report but since 24/25 GIAA had decided to separate the two elements.
- 4.5.** The Head of Internal Audit stated that the assurance rating of audit reports is not the only metric used in developing the annual opinion. Attendance at these committee meetings, review of source

documentation and implementation of audit recommendations are also considered when considering the annual opinion.

- 4.6.** The Head of Internal Audit informed the committee that GIAA had achieved five of their service standards, partially achieved another three and not achieved another three during the year.
- 4.7.** The Head of Internal Audit spoke of the number of outstanding audit recommendations and how these have decreased during the year.
- 4.8.** The Head of Internal Audit spoke of the direction of travel indicator, which is a new addition for the 2024/25 report and commented that a more positive trajectory on the overall opinion could arise if the Authority took positive steps to address the themes identified in the annual opinion report.
- 4.9.** In response to a question the Director of Finance, Planning and Technology spoke of the improved relationship with GIAA and the progress made in responding to audit recommendations. Due to the small team size, it can be difficult to keep all policies, SOPs, and related documents up to date, but the planned new document management system will assist with this in the future.
- 4.10.** In response to a question the Director of Finance, Planning and Technology spoke of the need to ensure that audit recommendations are both reasonable and deliverable. The incoming Head of Internal Audit commented that steps had been taken to ensure that they deliver appropriate recommendations, with realistic target dates which are discussed with the HFEA team before the report is finalised.
- 4.11.** The Chair referred to the service standards and commented that these had perhaps been affected by the long-term sick leave of the GIAA team and she questioned what steps have been taken to ensure that this won't happen again. The Head of Internal Audit responded that GIAA had put actions in place to minimise risk and ensure staffing resources across departments.
- 4.12.** The incoming Head of Internal Audit introduced the Internal Audit Charter and spoke about the Global Internal Audit Standards which came into effect in April 2025. In response to a question, he stated that the charter provides a stronger framework for co-operation with the relationship of both parties clearly defined.
- 4.13.** There being no further questions, the Chair reminded the committee that this is the last meeting for the Head of Internal Audit. The Chair thanked the Head of Internal Audit for her contribution to the work of the HFEA, her professional approach and robust and candid challenge when required.

Decision

- 4.14.** The committee noted the final reports for Field safety notice and financial reporting.
- 4.15.** The committee endorsed the draft annual opinion and themes identified in the internal report.
- 4.16.** The committee noted the revised Internal Audit Charter and authorised the Accounting Officer and AGC Chair to sign the Charter.

Action

- 4.17.** Accounting Officer and AGC Chair to sign the Internal Audit Charter.

5. Progress with current audit recommendations

- 5.1.** The Chair introduced this agenda item and informed the committee that there is a main paper and then a subsequent paper covering just DSPT recommendations.

- 5.2.** The Head of Finance introduced the main paper and spoke to the recommendations contained within the paper.
- 5.3.** The Head of Finance referred to the Business Continuity recommendations and informed the committee that two recommendations are not due until October 2025, and for the other recommendation information was submitted to GIAA in May but no feedback on this has been received. The incoming Head of Internal Audit informed the committee that there is a meeting scheduled for later today to discuss this evidence.
- 5.4.** In response to a question the Director of Finance, Planning and Technology provided further information about the planned Business Continuity exercises and the independent expert advice provided by the consultant. A member of the committee suggested that Business Continuity or Cyber Security could be a future deep dive topic or training session.
- 5.5.** The Head of Finance introduced the proposal to accept at risk recommendation 1 of the OTR audit. The Director of Compliance and Information provided further information about the Dynamics system the OTR team use for administering the process and the KPIs that are in place for monitoring that work. The Head of Internal Audit spoke to the purpose of the recommendation.
- 5.6.** The Director of Finance, Planning and Technology introduced the paper on DSPT recommendations and reminded committee members that at the last meeting they had asked that timelines and implementation plans for DSPT 2023/24 audit recommendations be brought to this meeting.
- 5.7.** The Director of Finance, Planning and Technology introduced the recommendation to risk accept DSPT 2023/24 audit recommendation 1.5. He spoke of the need to prioritise work on managing key risks and the proposals for the assessment under the new Cyber Assessment Framework (CAF) DSPT. He had discussed this proposal with GIAA noting the need to strike a balance between a forward-looking prioritised list recognising previous shortcomings.
- 5.8.** The committee discussed the proposed approach noting the lessons learnt from the recent NHS cyber-attacks, the replacement of legacy IT systems and the limited resources that the HFEA has. In response to a question the Director of Finance, Planning and Technology stated that there are no concerns about the provision and uptake of staff training, though they needed to make system improvements for better logging and oversight.

Decision

- 5.9.** The committee agreed the request to risk accept the OTR recommendation 1 and close.
- 5.10.** The committee agreed the request to risk accept the 2023/24 DSPT recommendation 1.5 and close.
- 5.11.** The committee noted the overall approach to responding to GIAA recommendations relating to DSPT audits.

Action

- 5.12.** The Head of Finance to update the action log.

6. HFEA's Information and Governance Security Risk Management

- 6.1.** The Director of Finance, Planning and Technology introduced the paper which brings together an overview of the threats that the HFEA faces, the expectations from central government in how

these threats are managed and the HFEA's current policies, systems and resources for managing these threats.

- 6.2.** The Director of Finance, Planning and Technology stated that the main commitment is to develop an improvement plan in Autumn once this year's DSPT process has been completed.
- 6.3.** The committee discussed the paper and the assurance it provided. A member suggested that future iterations could include a statement regarding the principle of sharing data when important as identified in the Caldicott Principles.

Decision

- 6.4.** The committee agreed to nominate the Deputy Chair to act as the Authority lead on information governance and security risk management.
- 6.5.** The committee noted the content of the HFEA's Position Statement and the intention of the HFEA with respect to information governance and risk management and their engagement with CAF aligned DSPT improvement expectations.

7. Resilience, cyber security and business continuity

- 7.1.** The Head of IT provided a verbal update to the committee noting that these items had been discussed under the previous two agenda items.
- 7.2.** The committee noted the verbal update.

8. SIRO Report

- 8.1.** The Director of Finance, Technology and Planning introduced the paper and stated that as the Senior Information Risk Officer (SIRO) he holds responsibility for managing the strategic information risks that may impact on the HFEA's ability to meet corporate objectives and provide oversight and assurance to the Executive and the Authority.
- 8.2.** He explained to the committee that in this role he works closely with the Head of IT, Head of Information and the Information Governance and Records Manager.
- 8.3.** The Director of Finance, Technology and Planning explained that the small size of the organisation and limited dedicated resource has made it difficult for the HFEA to continuously adjust its response to the growing scale and range of risk as expected by DSPT and other cross-government information risks. He referred to the Information Governance and Security Risk Management position paper, which the committee had reviewed and discussed under agenda item six.
- 8.4.** The Director of Finance, Technology and Planning spoke of the investment in an IG management system and the HFEA's major IT project, Phoenix, which replaces several legacy systems.
- 8.5.** He referred to the assurances provided in the paper and stated that annex A of the paper is an assessment of the HFEA's compliance with the Security Policy Framework as at 31 March 2025.
- 8.6.** In response to a question, he clarified the position with the "bring your own device" policy and confirmed which staff have an HFEA-provided mobile phone.
- 8.7.** In response to a question it was confirmed that employees can submit Subject Access Requests (SARs) and that SMT were not aware of any specific HR issues arising from these requests.

Decision

- 8.8.** The committee noted the SIRO report and the assurances contained within the report.
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9. Annual Report and Accounts

- 9.1.** The Director of Finance, Planning and Technology introduced this item, noting that members were sent a draft copy of the governance statement by email in March 2025 and the copy before this meeting incorporates the comments and suggestions made by members.
- 9.2.** The Director of Finance, Planning and Technology stated that the format of the Annual Report and Accounts has been refined over several years and the HFEA was comfortable that it adheres to the NAO checklist for these documents. When the Head of Finance is employed by the HFEA full time from July 2025, consideration can be given to any proposed changes to the format of this publication for future years. The Chair asked that future reviews consider the introduction of concise bullet points at the start of each section and greater emphasis on how the HFEA engages with its stakeholders.
- 9.3.** In response to a question regarding whether greater emphasis should be given to international developments, the Chief Executive reminded the committee that the HFEA's remit is limited to the UK and many countries do not have a regulatory body such as the HFEA.
- 9.4.** In response to a question about whether this publication should include photographs, the Director of Strategy and Corporate Affairs stated that this publication was not used for PR purposes and that there were more efficient channels that the HFEA could use to publicise their work.
- 9.5.** In response to questions, further information was provided about payments made outside IR35 and the disclosure around these and legal fees costs.

Decision

- 9.6.** The committee agreed that subject to NAO changes the Accounting Officer could sign the Annual Report and Accounts. As per the HFEA's Standing Orders, the final draft of the accounts will require approval from the Authority prior to publication.
- 9.7.** The committee delegated authority to the AGC Chair and Deputy Chair to approve any amendments proposed by NAO to the Annual Report and Accounts and to authorise the Accounting Officer to sign said documents (subject to Authority agreement as at 9.6 above).

Action

- 9.8.** HFEA staff to continue liaising with NAO regarding completion of the Annual Report and Accounts for signing by the Accounting Officer.
- 9.9.** HFEA staff to seek final approval to lay the accounts from the Authority.
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10. External audit completion report

- 10.1.** The External Audit Lead, KPMG, introduced the paper and expressed his thanks to the management and finance team for their support in this work.
- 10.2.** The External Audit Lead stated that he anticipates recommending to the Comptroller and Auditor General (C&AG) that he should certify the 2024-25 financial statements with an unqualified audit

opinion, pending the finalisation of the audit work, without modification in respect of both regularity and the true and fair view on the financial statements.

- 10.3.** The External Audit Lead referred to the key audit risks and spoke to each of these in detail. He stated that the team is currently reviewing the Annual Report and will provide feedback directly to the HFEA team.
- 10.4.** The External Lead Auditor drew the committee's attention to the work undertaken by their IT risk management specialists to assess the design of the controls in place to validate submitted data and the audits performed by the information team in relation to the data being submitted by the clinics using PRISM. The External Lead Auditor spoke of the identified need for strengthening the control environment and the importance of ensuring that accrued income and duplicate provisions use the most up to date information because of the level of uncertainty associated with the refunds.
- 10.5.** The committee noted that there were no unadjusted misstatements for the 2024-25 accounts.
- 10.6.** The Chair commented that it was useful to have management's response to the recommendations arising from the audit. The Chair informed the committee that she had reviewed the audit certificate and was content with this.

Decision

- 10.7.** The committee delegated authority to the AGC Chair and Deputy Chair to approve any amendments proposed by NAO/KPMG to the audit certificate and letter of representation and to authorise the Accounting Officers to sign said documents (subject to 9.6 above).

Action

- 10.8.** HFEA staff to continue liaising with NAO/KPMG regarding completion of documents.

11. Strategic risk

Strategic risk register

- 11.1.** The Risk and Business Planning Manager introduced the paper and informed the committee that a grass roots review of the strategic risk register (SRR) had taken place in line with the launch of the HFEA's new strategy for 2025-28.
- 11.2.** The Risk and Business Planning Manager explained that the existing categories, as per The Orange Book, have been maintained.
- 11.3.** The committee discussed each category in turn. For the financial category, the committee noted that 95% of the HFEA's funding comes from fees and the current pressure on NHS funding.
- 11.4.** The committee discussed the investment made in the new systems under the information category and whether capacity can match demand. The committee noted that the performance report tracks spikes in OTR applications.
- 11.5.** The committee noted that cyber risks are managed at an operational level, aligned to the Data Security Protection Toolkit (DSPT) and the NCSC Cyber Assessment Framework (CAF).
- 11.6.** A member questioned whether there is a risk that when NHS England moves to within the Department of Health and Social Care (DHSC) that DHSCs attention for other Health ALBs will be stretched. The Chief Executive responded that there is a risk that sponsor teams may be

stretched in the future. The Director of Strategy and Corporate Affairs stated that when the NHS 10-year plan and ALB review are published, management will reconsider the SRR and any updates will be provided to the AGC at their future meetings.

- 11.7.** In response to a question regarding law reform the Chief Executive commented that the HFEA had submitted its proposals and cannot influence a decision either way and will therefore manage any risks through the operational risk register.
- 11.8.** A member questioned whether the HFEA is ensuring that it keeps up with AI developments and that there are no missed opportunities or efficiencies. The Chief Executive commented that the Medicines & Healthcare products Regulatory Agency (MHRA) has this as their remit and the HFEA will observe their findings.
- 11.9.** The Chair drew the discussion to a close and thanked all for their comments.

Action

- 11.10.** The committee approved the strategic risk register with thanks for the Risk and Business Planning Manager.

12. Digital projects

PRISM update

- 12.1.** The PRISM Programme Manager gave a verbal update to the committee noting the activities undertaken since the committee received the written report in April.
- 12.2.** The PRISM Programme Manager informed the committee that the Interim CaFC had been published with 2022 live birth statistics for 85 clinics.
- 12.3.** The committee was informed that the verification process for the Full CaFC will commence shortly with the information being sent to clinics for verification by the end of September. The target is still to publish the Full CaFC by the end of 2025.
- 12.4.** The PRISM Programme Manager informed the committee that a consultation regarding the most appropriate headline metrics for the Full CaFC will take place over the summer and the Authority will receive a paper on this at their next meeting.
- 12.5.** Committee members congratulated the team for the publication of the Interim CaFC.

Phoenix Programme

- 12.6.** The Chair informed the committee that the Phoenix Programme had been presented to the Authority in May, who had noted the project and delegated oversight of it to this committee. The committee will now receive regular reports on the progress of the Phoenix Programme.
- 12.7.** The Phoenix Programme Manager introduced the paper and informed the committee that demonstrations of the Dynamics screens for the Inspectors and three clinic portal forms had been held and that initial feedback was favourable.
- 12.8.** It was reported that HFEA user testing of these elements is now in progress, and this will provide feedback to the supplier's development team. The Phoenix Programme Manager commented that this cycle of demonstrations, feedback and refinement will continue for a while.

- 12.9.** The Phoenix Programme Manager referred to top risks identified in the paper and spoke to these in each detail.
- 12.10.** In response to a question the Phoenix Programme Manager stated that a data cleanse exercise was not specifically part of this project but that individual teams will be welcome to do this and the activity will be easier on SharePoint.
- 12.11.** The Director of Finance, Planning and Technology commented that he will work with the Information Governance team to develop a structure policy for SharePoint. The committee asked that this be incorporated into the annual SIRO report to the committee.

Decision

- 12.12.** The committee noted the reports on PRISM and the Phoenix Programme.

Action

- 12.13.** Future SIRO reports to include information on structure policy for SharePoint.
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13. HR Strategy

- 13.1.** The Head of HR presented the paper to the committee and spoke of the external influences which has helped to shape this strategy. These influences include changes to the fertility sector, the changing labour market and an increasing demand for specialised IT skills and knowledge.
- 13.2.** The Head of HR explained that the strategy has been segmented into different areas, noting the key changes and how the HFEA will evolve and adapt to achieve its aims.
- 13.3.** The Head of HR spoke in more detail about the organisation design and resilience and the aim to help future-proof both the organisation and its workforce.
- 13.4.** The committee discussed the strategy, noting that it was comprehensive and the review of external factors which could affect the HFEA and its workforce reflected current metrics within the life sciences sector.
- 13.5.** The committee asked how delivery of the strategy will be recorded and assessed and what baseline would be used to measure progression. The Head of HR responded that this would be recorded during evaluation and review of the strategy and through staff survey results, external benchmarking, sickness absence and turnover ratio. The baseline would be the current results of the staff survey.
- 13.6.** The Chair suggested that for future interactions of the HR strategy the organisation development could include a stronger emphasis on the HFEA's commitment to EDI and wellbeing of staff. It could also capture the HFEA's desire to remain best in class in regulatory practice.

Decision

- 13.7.** The committee noted the strategy.

14. Estates

- 14.1.** The Director of Finance, Planning and Technology informed the committee that the current lease runs until 2030 and whilst he has met with representatives from the Department of Health and Social Care there are currently no plans in place for when the lease finishes.
- 14.2.** The Director of Finance, Planning and Technology informed the committee that an additional tenant had joined the current office space and further tenants may be sought.
- 14.3.** The committee noted the verbal report.

15. AGC forward plan

- 15.1.** The Head of Finance introduced the paper and requested clarification regarding the proposed deep dive topic for October 2026.
- 15.2.** The committee discussed the proposed schedule of deep dive topics and agreed that CaFC should be moved to October 2026, and that Business Continuity should be added for February 2026.
- 15.3.** Regarding the proposed deep dive of reviewing the implementation of the external auditor's recommendations and performance of the external auditors, the External Audit Lead stated that a debrief with HFEA staff is held on conclusion of the audit, with key themes identified and proposed for implementation in the next audit cycle. It was agreed that the Director of Finance, Planning and Technology and Head of Finance should discuss this outside the committee meeting and report back to the next meeting.

Decision

- 15.4.** The committee noted the AGC forward plan.

Action

- 15.5.** The Board Governance Manager to update the forward plan.
- 15.6.** Director of Finance, Planning and Technology and Head of Finance to report back to October meeting on the proposed deep dive regarding the external auditors.

16. Items for noting

- 16.1.** Whistle-blowing
- Members were advised that there were no whistle-blowing incidents.
- 16.2.** Fraud
- Members were advised that there were no fraud incidents.
- 16.3.** Gifts and Hospitality
- Members noted the update to the gifts and hospitality register.
- 16.4.** Contracts and Procurement
- Members were advised that there was nothing to report under this item.

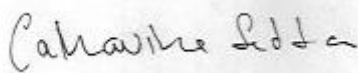
17. Any other business

- 17.1.** The Chair referred to the assurance mapping training which the committee had received in December 2024 and asked whether the Executive had been able to progress assurance mapping. The Head of Planning and Governance stated that the Executive were content that the review of the Strategic Risk Register covered what was required and the existing processes were sufficient but that this could be kept under review.
- 17.2.** The Risk and Business Planning Manager stated that assurance mapping is an intensive exercise which would require constant updating. He spoke of the operational risk register used by the HFEA and stated that this existing process should provide sufficient assurance.
- 17.3.** The Chair informed the committee that the Head of Finance would be employed by the HFEA full-time from 1 July. The committee expressed their congratulations to the Head of Finance.
- 17.4.** The committee were reminded that the next meeting was a virtual meeting starting at 1.30pm on 14 October 2025.

Chair's signature

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

Signature



Chair: Catharine Seddon

Date: 14 October 2025