

Audit and Risk Committee Meeting Minutes

Date: 15 December 2025

Time: 10:00 - 12:00

Present:

Joe Al-Gharabally (JAG) Chair, Independent Member (SPCB AAB)

Siobhan White (SW) Independent Member (SPC AAB) (SW left the meeting before item 8)

Claire Methven O'Brien (COB) Member, Scottish Human Rights Commission (via Teams)

Shelley Gray (SG) Member, Scottish Human Rights Commission (via Teams)

In Attendance:

Jan Savage (JS) Executive Director

David Lees (DL) Head of Commission Secretariat and Business Support

Liz McConachie (LM) Senior Audit Manager, Audit Scotland, (via Teams, LM left the meeting before item 6)

Scott McCready (SMC) WBG (via Teams)

Tiia Kontro (TK) Business Support Officer, Minute Secretary

Aaliya Seyal (AS) Member of the SHRC (via Teams, observing only)

Apologies: No apologies

List of Acronyms: ARC: Audit and Risk Committee

SPCB: Scottish Parliament Corporate Body

AAB: Audit Advisory Board

1. Welcome and apologies

- 1 The Chair welcomed the Committee and attendees. JS welcomed the new Chair of the SPCB AAB, Joe Al-Gharabally, to his first meeting as Chair of ARC following the retirement of David Watt.
- 2 No apologies were noted.
- 3 The Chair noted and commended the consistency, format and structure of the ARC papers.

2. Declarations of Interest

- 4 A transparency statement was noted for CMO regarding work she is undertaking for Ash Regan MSP.

3. Minutes of Previous Meeting/Matters Arising

- 5 The minutes of the previous meeting were approved.
- 6 The Action log was reviewed and an update shared on key points. It was highlighted that the litigation strategy is in development and will be tabled at the next Commission meeting in February.
- 7 Members of the Committee noted the updates.

- 8 The Chair suggested that it would be helpful if further detail on any potential risks arising was included in the status update for Matters Arising.

Action 1: Chair to discuss format of Matters Arising Log with Head of Commission Secretariat and Business Support

4. Executive Directors Report

4.1. Significant business or performance matters

- 9 The Executive Director's report was tabled and discussed. The following discussion points were noted.
- 10 The Committee discussed the increased numbers and complexity of Freedom of Information requests received by the Commission and the impact on the staff resources. It was noted that the increase reflects a wider trend across office holders.
- 11 Implementation of the Governance Review recommendations and People and Culture Project together with review of processes and protocols is identified as a key objective going into the New Year, with plans in place to progress this and oversight at operational level being provided through the Governance Review taskforce, chaired by the Executive Director, and assurance to ARC on behalf of the Commission.
- 12 The Committee discussed how best to share updates on the impacts on the Commission of matters discussed and agreed that brief impact assessments would be developed for inclusion in updates.

Action 2: Develop practice of inclusion of brief impact assessment on issues raised in report updates

5. Corporate Services Report

5.1. Corporate Services Report

- 13 The Corporate Services Report was tabled. The following points were discussed.

- 14 The Chair queried the purpose of a written Corporate Services Report, and the Committee discussed the relevance of its content for ARC.
- 15 JS confirmed that the provision of written reports from staff to ARC on corporate performance had been a recommendation of a previous External Audit, and that she is keen to provide ARC with an overview of corporate performance indicators beyond finance.
- 16 LM confirmed that this had been a requirement of Audit.
- 17 The Chair requested that a separate Financial Report will be tabled at ARC meetings going forward and any further relevant Corporate Services updates can be shared for information only.

Action 3: Finance Report to be included as a separate update at ARC meetings.

6. Audit

6.1. External Audit

- 18 LM left the meeting prior to this item but had confirmed that an External Audit planning meeting is being arranged for January to agree the 2025-26 Audit Plan.

6.2. Internal Audit - Report on Financial Controls Audit

- 19 The Internal Audit Report on Financial Controls Audit was tabled for discussion.
- 20 WBG summarised the report and noted a strong assurance in terms of the financial controls in place, with one low level recommendation in relation to purchase order processing. This recommendation has been accepted by the responsible officer.
- 21 The Chair expressed some concern at the level of detail provided in the report in relation to both commentary and audit approach. In particular the Fraud Controls within the context of the wider Financial Controls which does not appear to have been included in the report The Chair requested that WBG amend the report to provide necessary assurances to the Committee.

- 22 SM highlighted that this is the standard template used for reports but would make any necessary revisions to provide the assurances requested.
- 23 It was agreed that further discussions will be scheduled between the Chair and WBG to review the approach.

Action 4: WBG to review and revise audit report to provide relevant assurance

Action 5: Discussion between the Chair and WBG to be scheduled

7. Risk Management

7.1. Risk Management Report - Risk Register Review

- 24 The Risk Register was tabled, and a wide-ranging discussion took place.
- 25 The Chair highlighted that it would be useful to make a clear distinction between risks, that we anticipate, and issues that are currently being managed.
- 26 DL noted that the previous advice from ARC was to review the risk register with a view to reducing the number of live strategic risks for the organisation.
- 27 The Chair also noted that he is less concerned about the total numbers of items highlighted on the risk register, and advised that all risks should be included, strategic and operational, rather than having separate registers, as all were relevant to assurance and governance.
- 28 The Chair requested the Risk Register to be tabled at every ARC meeting going forward, and to include a review of the trajectory of each risk with consideration of the noted controls and mitigations.

Action 6: Risk Register to be tabled at every meeting going forward and include all relevant risks for review at ARC.

- 29 The Committee discussed how best to reflect any updates and progress against mitigations, planned and completed actions, to ensure each risk is managed appropriately. Discussion took place on the difference between risks and issues and how these should be recorded.
- 30 It was noted by members that different approaches to the treatment of risk and issues exist across the public sector.

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31 The Chair offered to run a half day risk/issues workshop to explore the SHRC Risk Register approach.

32 SW left the meeting at this point.

Action 7: Half day risk workshop to be scheduled for early 2026.

8. Governance

8.1. Governance Review and People inc. People & Culture progress update

33 JS provided a progress update and explained the background of the People and Culture project for the benefit of the Chair.

34 JS committed to sharing the report on culture with the Chair and to scheduling a discussion with him about the Governance Review in January 2026 as part of his induction.

Action 8 - JS to share People and Culture report with ARC Chair and to schedule a meeting about the Governance Review

8.2. Code of Governance Updates

35 Due to the overrun of the meeting, the Chair suggested to table the Code of Governance updates paper for the next ARC meeting in March.

Action 9: Code of Governance Update paper to be tabled for the March 2026 ARC meeting.

9. AOB

36 The date of the next meeting is 16 March 2026.

37 Dates for ARC meetings 2026-27 were shared with members.

ENDS.