

**Minutes of the Special Audit and Assurance Committee Public Meeting  
Held on Wednesday 25.06.2025  
Via MS Teams**

**To view the meeting, please click here: [https://youtu.be/oXb9vJL\\_aJk](https://youtu.be/oXb9vJL_aJk)**

(please note, you may need to copy & paste the link into your browser)

<b>Chair:</b>		
Rhian Thomas	RT	Independent Member – Capital and Estates
<b>Present:</b>		
David Edwards	DE	Independent Member - ICT and Committee Vice Chair
Mike Jones	MJ	Independent Member - Trade Union
Ceri Phillips	CP	UHB Vice Chair
John Union	JU	Independent Member for Finance
<b>In Attendance:</b>		
Rachel Freitag	RF	Audit Manager Audit Wales
Rachel Gidman	RG	Executive Director of People & Culture
Helen Lawrence	HL	Assistant Director of Finance
Robert Mahoney	RM	Operational Deputy Director of Finance
Catherine Phillips	CP	Executive Director of Finance
Matt Phillips	MP	Director of Corporate Governance
Francesca Thomas	FT	Head of Corporate Governance
Rachna Upadhya	RU	Independent Member
Ian Virgil	IV	Head of Internal Audit
<b>Secretariat</b>		
Nathan Saunders	NS	Senior Corporate Governance Officer
<b>Apologies:</b>		
Lucy Juggessur	LJ	Internal Audit Manager

Item No	Agenda Item	Action
<b>AACS 25/05/001</b>	<b><u><a href="#">Welcome &amp; Introduction</a></u></b>  The Committee Chair (CC) welcomed everyone to the meeting.	
<b>AACS 24/07/002</b>	<b><u><a href="#">Apologies for Absence</a></u></b>  Apologies for absence were noted.  <b>The Committee resolved that:</b>  a) Apologies were noted.	
<b>AACS 24/07/003</b>	<b>Declarations of Interest</b>  <b>The Committee resolved that:</b>	

	a) No Declarations of Interest were noted.	
<b>AACS 24/07/004</b>	<b>Any other urgent business</b>  There was no other urgent business noted.	
<b>AACS 24/07/005</b>	<p><a href="#"><u>The Head of Internal Audit Opinion &amp; Annual Report for 2024-25 (click to view)</u></a></p> <p>The Head of Internal Audit (HIA) presented the final version of the HIA opinion, confirming that the Health Board could take reasonable assurance over arrangements in place for managing governance, risk management, and internal control.</p> <p>He highlighted that five of the six audits in progress during the draft opinion had been completed, with the final one to be included in next year's opinion.</p> <p>It was noted that the the outcomes of the 29 audits completed to at least the draft stage were: 3 substantial assurance, 16 reasonable assurance, 5 limited assurance, and 5 advisory. This supported the overall reasonable assurance rating for the Health Board.</p> <p>The HIA advised the Committee that the the overall opinion and summary of outcomes, with a focus on the limited assurances, had been included in the Health Board's annual report as part of the annual governance statement.</p> <p>The CC highlighted the content around follow-up audits, noting that several of them again had come out as limited assurance.</p> <p>The Executive Director of Finance (EDF) suggested having an early interaction with the responsible Executives to understand why they were still limited and to resolve the issues.</p> <p>It was noted that the Director of Corporate Governance (DCG) and the HIA met monthly to maintain consistency and traction, and they also discussed issues with individual Executives when relevant to ensure that the issues were captured and addressed.</p> <p>The CC noted that the speed of management responses to Internal Audit remained a concern and suggested that the Committee should look closer at the issue later in the year after the summer period.</p>	

	<p>The HIA agreed and mentioned that it had been raised with Executives on a couple of occasions and so he would welcome that review.</p> <p><b>The Committee resolved that:</b></p> <p>a) the Head of Internal Audit Opinion and Annual Report for 2024/25 was considered and noted.</p>	
<p><b>AACS 24/07/006</b></p>	<p><a href="#"><u>Introduction to Annual Report and Accounts 2024-25 (click to view)</u></a></p> <p>The Assistant Director of Finance (ADF) provided the Committee with a summary of the final version of the annual report, which included the performance report, the accountability report, and the annual accounts for 2024-2025. She highlighted the following points:</p> <ul style="list-style-type: none"> <li>• The draft accounts were submitted to Audit Wales on May 2<sup>nd</sup> 2025, and a detailed review was conducted over six to eight weeks.</li> <li>• Minor changes were made between the draft and final versions, mostly presentational or additional disclosure requirements, which did not affect the financial performance reported.</li> <li>• Audit Wales intended to give an unqualified true and fair opinion on the accounts, but a qualified regularity opinion due to breaches in financial duties.</li> <li>• The capital performance was within the capital resource limit, with a small surplus of £0.4m</li> <li>• Supporting documents included the letter of representation and the response to those charged with governance.</li> </ul> <p>The Audit Manager for Audit Wales (AMAW) thanked the finance team for their support during the audit, noting their responsiveness and efficiency.</p> <p>She advised the Committee that Audit Wales had completed all testing and was ready to certify the accounts pending Board approval and receipt of the signed letter of representation.</p> <p>It was noted that Audit Wales intended to provide an unqualified true and fair opinion on the accounts but a qualified regularity opinion due to breaches in financial duties.</p> <p>The AMAW also highlighted an NHS circular regarding interim Director appointments, emphasising the need for Welsh Government (WG) approval for extensions beyond six months.</p>	

	<p>It was noted that two new risks were identified during the audit: the transfer of ledger data to the cloud and the ability to meet the capital resource limit. Both were addressed without issues.</p> <p>The amendments to the accounts were minor and did not impact the bottom line, indicating high-quality draft accounts.</p> <p>The CC asked the AMAW to provide Committee members with a brief update on the next steps.</p> <p>The AMAW confirmed that next steps involved the accounts being certified by the Auditor General, then being submitted to Welsh Government and laid before the Senedd.</p> <p><b>The Committee resolved that:</b></p> <ul style="list-style-type: none"> <li>a) The reported financial performance contained within the Annual Report and Accounts and that the UHB had not met its statutory financial duties in respect of revenue expenditure was noted.</li> <li>b) The changes made to the Draft Annual Report and Accounts were noted.</li> <li>c) The ISA 260 Report, the Head of Internal Audit Annual Report, the Letter of Representation, the response to the Audit enquiries to those charged with governance and management and the Annual Report and Accounts were reviewed.</li> <li>d) It agreed and endorsed the ISA 260 Report, the Head of Internal Audit Annual Report, the Letter of Representation and the response to the audit enquiries to those charged with governance and management to the Board</li> <li>e) Approval of the Annual Report and Accounts for 2024/25 be recommended to the Board.</li> </ul>	
<p><b>AACS</b> <b>24/07/007</b></p>	<p><a href="#"><u>The CVUHB Annual Report 2024-2025 including the Annual Accountability Report, Performance report and the Financial Statements (click to view)</u></a></p> <p>The Head of Corporate Governance (HCG) advised the Committee that the final version of the annual report was submitted to Audit Wales, following the draft shared on May 20<sup>th</sup> 2025.</p>	

	<p>She noted that engagement with Audit Wales had led to minor amendments, mostly typographical and related to page numbering.</p> <p>It was noted that the final amendments had been completed, and the final version would be republished after the Committee and Board approvals.</p> <p>The HCG expressed their satisfaction with the engagement from teams across the Health Board, which contributed to the comprehensive updates in the report.</p> <p><b>The Committee resolved that:</b></p> <p>a) The Annual Report &amp; Accounts for 2024-2025 - Appendix 1 for onward submission to the Board pending the two minor amendments identified was approved.</p>	
<b>AACS 24/07/008</b>	<p><b><u><a href="#">Committee Annual Report 2024-25</a></u></b></p> <p>The Committee Annual Report 2024-25 was received.</p> <p><b>The Committee resolved that:</b></p> <p>a) The contents of the report were noted. b) The report was endorsed to the Board for approval.</p>	
<b>AACS 24/07/009</b>	<p><b>Any Other Business</b></p> <p>No other business was discussed.</p>	
	<p><b>Date &amp; time of next Meeting</b></p> <p>Tuesday 2 September 2025 – 9am via MS Teams</p>	