QUALITY MEAT SCOTLAND

Minutes of the Audit and Risk Management Committee Meeting
29th October 2025, 1.30pm – 4pm
Microsoft Teams

Present:
Niall Jeffrey – Acting Chair
Adrian Ivory
Gordon Wallace

Minutes:
Laurie Adam

In attendance:
Sarah Millar (QMS)
Debbie Phillips (QMS)

Apologies:
Ann Irvine – Chair
Carrie Ruxton
Martin Ritchie
Paul Byrne

1.	Welcome & Apologies	ACTION
	Sarah Millar welcomed everyone to the meeting. There were apologies from Ann Irvine, Carrie Ruxton, Paul Byrne and Martin Ritchie.	
2.	**Additions to the agenda**	
	Debbie Phillips added an addition to the agenda under AOB: - Schedule of Internal Audits	
3.	**Declaration of interests in any agenda item**	
	There were no declarations of interests in any agenda item. Ann Irvine gave her apologies due to an accident she had earlier this week. Sarah Millar opened the meeting. Debbie Phillips and Sarah Millar shared they had reviewed the terms of reference ahead of this meeting and there wasn't a clear process for how the meeting should proceed. As there were no decisions required at this meeting it was suggested that it would be more appropriate for another member of the ARC committee should chair rather than the chief executive. Niall Jeffrey stepped in as acting Chair for the purpose of this meeting. Pamela Bryan also noted that a 'Depute Chair' should be added to the terms of reference going forward.	
4.	**Approve Minutes of meeting on the 24th June 2025**	
	The committee approved the minutes from the 24th June as an accurate record of the meeting.	

5.	**Commercial in Confidence – Update on Action Points**	
	The committee reviewed the actions from previous meetings.	
7.	**Review of Risk Register**	
	Niall thanked Pamela for her time and left the meeting at this point. Debbie Phillips provided an overview of the additional comments on the Risk Register, incluging: **Industry Risk Register:** • Strategic • Operational • Health **Organisational Risk Register:** • Strategic • Financial **Action: Debbie and Sarah to review wording of risk 1.1 within the Organisational Risk Register (Strategic) and make any necessary changes.**	**Debbie Sarah**
8	**Review of Credit Card Use**	
	Debbie Phillips shared this was an action that came from a previous meeting. She shared a paper to show the spend on QMS credit cards within the last 5 months. The committee discuss the number of credit cards that QMS currently hold. The committee discussed the sign off process on credit card spend, including the policy that is in place, which is often communicated to the wider team. Sarah Millar suggested that a further review should take place with a focus on consistent low users, to establish if they still require a corporate credit card going forward. The committee discussed the possibility of communal credit cards. The risk of this was also discussed. **Actions: Review lower spend users and specific credit card for a period of 12 months**	**Debbie**
9	**Review of Terms of Reference**	
	Debbie shared this is reviewed annually and reviewed at the March Board meeting. The committee discussed that within the Terms of Reference, and it was suggested that this should be updated to reflect the protocol in the absence of the Chair. **Action: Update Terms of Reference** Debbie Phillips to update the Terms of Reference to a protocol if the Chair is not present. This should confirm that the meeting can still go ahead, as long as a non-tied committee member steps in as acting Chair.	**Debbie**

	The committee discussed that the current Terms of Reference outline that a member of the Audit and Risk Committee should have a financial background. **<u>Action: Audit and Risk Management Committee to create a proposal to the Board</u>** Audit and Risk Management Committee to report to the QMS Board the current Terms of Reference in relation requirement for financial expertise. The committee should discuss if this is still required, and if so, what mechanism should be used to ensure this in place. For example, co-opting someone with financial expertise.	**All**
10	**Review of Fraud Response Plan**	
	Debbie shared the review of the QMS Fraud Response Plan which was reviewed last year and there were no further amendments at this time. The committee were content with the response plan that is currently in place.	
11	**Any Other Business**	
	Debbie shared that we have received the schedule of internal audits. She shared that consumer assurance audit dates may change or be swapped with another internal audit due to circumstances within the marketing team, alongside business-critical pieces of work that is currently taking place. A holistic approach has been taken and the changes in internal audits have been taken on board but on balance the approach taken is the fairest thing to do.	
12	**Chairs Closed Session**	
	Sarah Millar, Debbie Phillips and Laurie Adam left the meeting.	
13	**Date of Future Meetings**	
	The next Audit and Risk Management Committee meeting is scheduled for 4th March 2026.	