

# Public Audit Committee

## 14th Meeting, 2022 (Session 6), Thursday, 12 May 2022

### The 2020/21 audit of South Lanarkshire College

#### Introduction

1. The Public Audit Committee will take evidence today from the Auditor General for Scotland (AGS) on his section 22 report on [The 2020/21 audit of South Lanarkshire College](#), which was published on 21 April 2022.
2. The AGS has prepared a note on the key messages from the report, which, along with a copy of the report, can be found in the Annexe.

**Clerks to the Committee**  
**9 May 2022**

**Annexe**

### **BRIEFING PAPER BY THE AUDITOR GENERAL FOR SCOTLAND**

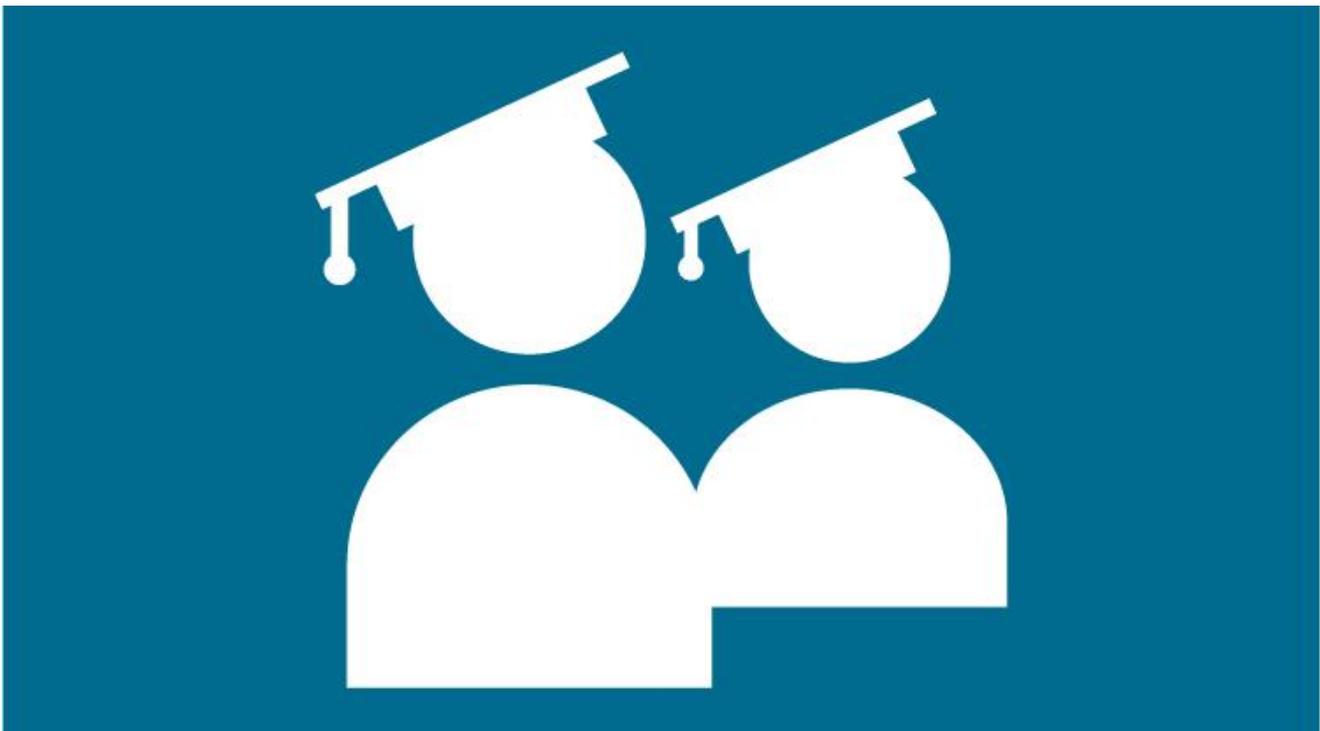
1. The Auditor General has prepared a report under section 22 of the Public Finance and Accountability (Scotland) Act 2000 on 2020/21 audit of South Lanarkshire College. The report was published on 21 April 2022.
2. The auditor issued an unqualified opinion on the college's financial statements for 2020/21. The Auditor General prepared the report to draw the Scottish Parliament's attention to governance issues in the college. The independent auditor was unable to conclude that governance arrangements in South Lanarkshire College were satisfactory during 2020/21 and to the point of signing their opinion on 24 March 2022.
3. The report focuses on events during the first half of the 2021/22 academic year (from 1 August 2021) when the college did not fully comply with areas of the Code of Good Governance for Scotland's Colleges. The Code sets standards of good governance practice, which all colleges that receive funding from the Scottish Funding Council must comply with.

4. Key messages from the report are:

- In July 2021, the Scottish Funding Council commissioned an external review into governance at the college. The review was finalised in August and the Scottish Funding Council shared a redacted copy of the report with the college's principal and chair. Other board members received a redacted copy of the report in October, but the board did not consider it formally until December 2021.
- In November 2021, the board agreed to commission two independent investigations into complaints and grievances against the chair of the board and the principal and interim clerk to the board. The board agreed to suspend the principal and interim clerk to the board while these investigations were ongoing. The chair of the board voluntarily stepped aside from his role for the same period.
- The governance statement in the college's annual report and accounts highlights four areas where the college did not fully comply with the Code of Good Governance for Scotland's Colleges at the start of academic year 2021/22. This relates to the operation of the board and audit and risk committee, transparency of board and committee papers, board member induction, and engagement with internal audit.
- The college has developed a governance improvement plan, which is intended to reflect the findings and recommendations from external reviews during the year. The college board and the regional strategic body (the Lanarkshire Board) have approved the plan and are monitoring progress, along with the independent auditor.

5. Circulation of the report on the review into governance at the college, commissioned by the Scottish Funding Council, has been limited by the Scottish Funding Council and shared in strictest confidence with a small number of people. The Auditor General is therefore unable to comment on the content of that report.
6. The independent investigations into complaints and grievances against the chair of the board and the principal and interim clerk to the board had not concluded at the point the Auditor General finalised his report. The Auditor General is therefore unable to comment on the scope or conclusions of the investigations.
7. The development of a governance improvement plan is an important step in addressing the concerns raised by the auditor and responding to the findings and recommendations of relevant governance reviews and investigations. The auditor will continue to review governance arrangements and monitor implementation of the governance improvement plan as part of their audit responsibilities. The Auditor General will continue to monitor the progress made by the college in this area, with a view to further public reporting in the future.

# The 2020/21 audit of South Lanarkshire College



AUDITOR GENERAL 

Prepared for the Public Audit Committee by the Auditor General for Scotland  
Made under section 22 of the Public Finance and Accountability (Scotland) Act 2000

April 2022

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# The 2020/21 audit of South Lanarkshire College

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## Introduction

- 1.** I have received the audited annual report and accounts and the independent auditor's report for South Lanarkshire College for 2020/21. I am submitting these financial statements and the auditor's report under section 22(4) of the Public Finance and Accountability (Scotland) Act 2000, together with this report that I have prepared under section 22(3) of the Act.
- 2.** The auditor issued an unqualified opinion on the college's financial statements for 2020/21. I have prepared this report to draw the Scottish Parliament's attention to governance issues in the college.
- 3.** My conclusions are limited to the consideration of the college's annual report and accounts and the auditor's annual audit report. This report focuses on events during the first half of the 2021/22 academic year (from 1 August 2021) and covers the period to the point of the auditor signing their opinion on 24 March 2022.

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## Key messages

- The independent auditor was unable to conclude that governance arrangements in South Lanarkshire College were satisfactory during 2020/21 and to the point of signing their opinion on 24 March 2022.
- In July 2021, the Scottish Funding Council commissioned an external review into governance at the college. The review was finalised in August and the Scottish Funding Council shared a redacted copy of the report with the college's principal and chair. Other board members received a redacted copy of the report in October, but the board did not consider it formally until December 2021.
- In November 2021, the board agreed to commission two independent investigations into complaints and grievances against the chair of the board and the principal and interim clerk to the board. The board agreed to suspend the principal and interim clerk to the board while these investigations were ongoing. The chair of the board voluntarily stepped aside from his role for the same period.
- The governance statement in the college's annual report and accounts highlights four areas where the college did not fully comply with the Code of Good Governance for Scotland's Colleges at the start of

academic year 2021/22. This relates to the operation of the board and audit and risk committee, transparency of board and committee papers, board member induction, and engagement with internal audit.

- The college has developed a governance improvement plan, which is intended to reflect the findings and recommendations from external reviews during the year. The college board and the regional strategic body (the Lanarkshire Board) have approved the plan and are monitoring progress, along with the independent auditor.

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## Background

**4.** South Lanarkshire College is an independent legal body with charitable status as defined by the Further and Higher Education (Scotland) Act 1992. The primary source of income is Scottish Government funding, provided through grants from the Scottish Funding Council (SFC) via the regional strategic body.

**5.** South Lanarkshire College is one of two colleges within the Lanarkshire region and is assigned to the board of New College Lanarkshire (known as the Lanarkshire Board), which is the regional strategic body. The Lanarkshire Board was established by the Lanarkshire Colleges Order 2014 and came into being on 1 October 2014. It has responsibility for ensuring that there is consistency of provision across the region and that both colleges provide high-quality further and higher education.

**6.** South Lanarkshire College is governed by its own board, which is responsible for determining the overall strategy of the college, the proper use of public funds, the quality of provision, and appointing the principal and other senior staff. As well as sitting on the South Lanarkshire College board (the board), the principal and chair of South Lanarkshire College are also members of the Lanarkshire Board. Two staff representatives from South Lanarkshire College also sit on the Lanarkshire Board.

**7.** The college's expenditure during 2020/21 totalled £18.6 million, 76 per cent of which was staff costs. Its adjusted operating position at the end of the year was a surplus of £1.6 million.

## Governance issues

**8.** The auditor has been unable to conclude that governance arrangements in South Lanarkshire College were satisfactory for the 2020/21 year and to the point of signing their opinion on 24 March 2022. The governance statement in the college's annual report and accounts recognises that the college has not fully complied with the standards set out in the Code of Good Governance for Scotland's Colleges ([paragraph 19](#)).

**9.** [Appendix 1](#) includes a timeline of key events relating to the governance issues highlighted by the independent auditor in their annual audit report.

## SFC governance review

**10.** Following discussions with the principal and the Lanarkshire Board about potential governance issues and strained relationships in South Lanarkshire College, the SFC commissioned a review of governance at the start of July 2021.

**11.** The review was completed at the end of August 2021, but circulation of the final report has been limited by the SFC. The report was redacted by the SFC to protect personal information and has been shared in strictest confidence with a small number of people. The SFC shared a redacted copy of the report with the principal and chair once it was finalised in August. Other board members and the senior management team received a redacted copy of the report in October and December 2021 respectively.

**12.** The redacted SFC report was formally considered by the board in December 2021 and it approved an action plan to take forward the recommendations. However, the independent auditor notes in their annual audit report that they “have no assurance that the action plan covers all the recommendations made, due to the level of redactions in the [SFC] report.” Progress will be monitored by the audit and risk committee and the board.

**13.** The recommendations in the redacted SFC report have been included in South Lanarkshire College’s governance improvement plan ([paragraph 22](#)).

## Appointment of acting principal and acting chair

**14.** In part prompted by the SFC-commissioned review of governance, an extraordinary board meeting was held on 30 November 2021. The meeting was led by the vice chair, to discuss specific complaints. The board agreed to commission two independent investigations into complaints and grievances against the chair of the board and the principal and interim clerk to the board.

**15.** At the same meeting, the board discussed and agreed a motion to suspend the principal and the interim clerk to the board, for the duration of the independent investigations. The chair of the board voluntarily stepped aside from his role, while the investigations are ongoing. This will continue on a rolling four-week basis until the investigations have concluded and the findings have been reviewed by the board and any necessary action agreed.

**16.** At the point of finalising this report, the independent investigations had not concluded. I am therefore unable to comment on the conclusions.

**17.** At the meeting on 30 November 2021, the board agreed that the vice chair should take on the responsibilities of acting chair. This was approved by the Lanarkshire Board and college board at their meetings in December. The appointment of an acting principal was approved by the board on 16 December 2021, for the period to 31 March 2022. At an extraordinary board meeting on 1 February 2022, the board approved the appointment of a new interim clerk to the board with effect from 5 January 2022.

**18.** At its meeting on 10 March 2022, the board approved the appointment of a new acting principal from 1 April 2022 on an open-ended basis. This ensures

that the role of principal will continue to be filled until the independent investigations are complete.

## **Non-compliance with the Code of Good Governance**

**19.** All colleges that receive funding from the SFC, either directly or through a regional strategic body, must comply with the [Code of Good Governance for Scotland's Colleges](#) (the Code). The Code sets standards of good governance practice for all college boards across five areas - leadership and strategy, quality of the student experience, accountability, effectiveness, and relationships and collaboration.

**20.** The governance statement in the college's annual report and accounts recognises that the college did not fully comply with the Code at the start of academic year 2021/22. It notes that the college has taken action to address these issues and considers it was fully compliant with the Code as of 10 March 2022. The areas of non-compliance reported on by the college and independent auditor relate to four areas of the Code:

- Operation of the board and the audit and risk committee – membership of the board and audit and risk committee fell below the required number for one and two months respectively. The audit and risk committee did not meet for regular business for six months from May 2021 and the board did not meet for five months from June 2021.
- Transparency of board and committee papers - papers for board and committee meetings held after June 2021 were not publicly available on the college's website at the point the auditor signed their opinion on 24 March 2022.
- Board member induction – new board members had been appointed for three months before they received a formal face-to-face induction, which was not possible any earlier due to Covid-19 restrictions.
- Engagement with internal audit – the college did not have an approved, operational internal audit function for three months from August 2021.

**21.** [Appendix 2](#) provides more details on these areas of non-compliance, which were a consequence of the governance issues outlined above. The cancellation of planned meetings in September and October 2021 impacted the operation of the board and the audit and risk committee, and the appointment of the internal audit function. This also impacted on the college's ability to meet its requirement to report on committee meetings to the Lanarkshire Board, in October 2021. The cancellation of these meetings and the suspension of the interim clerk to the board delayed the approval and publication of board and committee papers.

## **Action taken by the college**

**22.** In October 2021, the Lanarkshire Board asked the college to develop a plan to support the restoration of good governance in the college. The college has developed a governance improvement plan, which is intended to reflect the findings and recommendations from the SFC-commissioned review and other relevant external reviews. The college board and the Lanarkshire Board have

approved the plan and are monitoring progress, along with the independent auditor.

**23.** The auditor has made four high priority recommendations and one medium priority recommendation relating to governance arrangements. The college has accepted the recommendations and is progressing them.

**24.** Actions to identify and respond to the governance issues set out above have incurred additional costs for the college. For example, the provision of legal advice to the board; the appointment of external advisors to undertake the two independent investigations; and the appointment of an acting principal and new interim clerk to the board. The total cost will be reported in the 2021/22 annual audit of the college.

## Conclusions

**25.** Colleges play a vital role in helping people learn new skills and fulfil their potential. They also make significant contributions in supporting social and economic development in their region and more widely. Good governance arrangements in colleges are central to effective strategic leadership, oversight of the services provided to students and staff, and ensuring the proper use of public funds.

**26.** I am therefore concerned to note the governance issues at South Lanarkshire College, disclosed in the college's annual report and accounts and highlighted by the independent auditor in their annual audit report. These governance issues present a risk to effective scrutiny and public accountability for the delivery of high-quality learning and outcomes for students.

**27.** The governance improvement plan developed by the college is an important step in addressing the concerns raised by the auditor and responding to the findings and recommendations of relevant governance reviews and investigations.

**28.** It is essential that both the board and senior management team take ownership of the governance improvement plan and work together, and with the Lanarkshire Board and the SFC, to ensure it is delivered. The college board and audit and risk committee must provide appropriate scrutiny and support to ensure stakeholders are assured of progress and the necessary improvements set out in the plan are achieved.

**29.** The auditor will continue to review governance arrangements and monitor implementation of the governance improvement plan as part of their audit responsibilities. I will continue to monitor the progress made by the college in this area, with a view to further public reporting in the future.

# Appendix 1

## Timeline of key events

Date	Event
Start July 2021	Scottish Funding Council (SFC) commissions an external review of governance in the college.
31 July 2021	Contract of internal audit provider expires.
24 August 2021	<b>Board strategy session cancelled</b>
End August 2021	SFC-commissioned review of governance is finalised and a redacted copy of the report shared with the principal and chair.
6 September 2021	<b>Audit and risk committee meeting cancelled</b>
7 September 2021	Chair of audit and risk committee resigns, and committee membership falls below minimum number required by college.
9 September 2021	<b>HR committee meeting cancelled</b>
30 September 2021	Tenure of four board members ends and board membership falls below minimum number required by statute.
5 October 2021	<b>Board meeting cancelled</b>
October 2021	All board members receive redacted copy of SFC report on review of governance.
4 November 2021	<b>Board meeting</b> – board agrees to: <ul style="list-style-type: none"> <li>• approve eight new board members (six non-executive members and two staff members)</li> <li>• approve the new internal audit provider.</li> </ul>
17 November 2021	<b>Audit and risk committee meeting</b> – first meeting attended by new internal audit provider, and outgoing internal audit provider presents final reports for 2020/21 year.
30 November 2021	<b>Extraordinary board meeting</b> - board agrees to: <ul style="list-style-type: none"> <li>• commission two independent investigations into complaints and grievances against the chair of the board / the principal and interim clerk to the board</li> <li>• suspend the principal and interim clerk to the board while the independent investigations are conducted</li> </ul>

Date	Event
	<ul style="list-style-type: none"> <li>• accept the offer of the chair of the board to voluntarily step aside from his role while the independent investigations are conducted</li> <li>• the vice chair of the board taking on the role of acting chair.</li> </ul>
December 2021	Senior management team receive redacted copy of SFC report on review of governance.
13 December 2021	The Lanarkshire Board approves the vice chair of South Lanarkshire College Board as the acting chair.
16 December 2021	<p><b>Board meeting</b> – board approves:</p> <ul style="list-style-type: none"> <li>• temporary appointment of the vice chair of the board to acting chair</li> <li>• appointment of acting principal to 31 March 2022</li> <li>• action plan to progress recommendations in SFC report on review of governance.</li> </ul>
1 February 2022	Formal face-to-face induction of new board members.
1 February 2022	<p><b>Extraordinary board meeting</b> - board receives an update on:</p> <ul style="list-style-type: none"> <li>• progress with the independent investigations</li> <li>• progress with the governance improvement plan.</li> </ul> <p>Board approves the appointment of new interim clerk to the board with effect from 5 January 2022.</p>
10 March 2022	<p><b>Board meeting</b> – board approves:</p> <ul style="list-style-type: none"> <li>• appointment of new acting principal from 1 April 2022</li> <li>• governance improvement plan.</li> </ul>

# Appendix 2

## Non-compliance with Code of Good Governance for Scotland's Colleges

Code of Good Governance requirement	Evidence of non-compliance
<p><b>Operation of the board and audit committee</b></p> <p>(C3) The board must ensure it fulfils its statutory duties and other obligations on it.</p> <p>(C8) The board may delegate responsibilities to committees for the effective conduct of board business. As a minimum the committees required are audit, remuneration, finance and nominations / appointments.</p> <p>(C13) The audit committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the body's governance, risk management and internal control framework.</p>	<p>The Post-16 Education (Scotland) Act 2013 requires that the board consists of no fewer than 13 members. The board fell below this level for a short period between 1 October and 4 November 2021, following the end of the tenure of four board members.</p> <p>Although the college had undertaken a recruitment exercise for new board members, the cancellation of the board meeting planned for 5 October meant that the new members could not be approved. Eight new members were approved when the board met on 4 November 2021.</p> <p>There were no board meetings for five months, between the meetings on 8 June and 4 November 2021.</p> <p>Membership of the audit and risk committee fell below the college's minimum number for two months, between 7 September and 4 November, following the resignation of the committee chair.</p> <p>The audit and risk committee did not meet for regular business for six months, between May and November 2021.</p>
<p><b>Transparency of board and committee papers</b></p> <p>(C7) The board must ensure that its decision-making processes are transparent, properly informed, rigorous and timely... This includes the prompt production, dissemination and online publication of board / committee agendas, minutes and papers to the public.</p> <p>(C10) The board must ensure that discussions and decisions of every committee are accurately recorded and reported to the board, no later than the next meeting of the board.</p>	<p>Papers for board and committee meetings held after June 2021 were not publicly available on the college's website at the point the auditor signed their opinion on 24 March 2022.</p> <p>There was no one in the role of clerk to the board between 1 December 2021 and 5 January 2022. As a result of this, and the cancellation of meetings in September and October, there was a delay in finalising and approving the minutes of board and committee meetings.</p>

Code of Good Governance requirement	Evidence of non-compliance
<p><b>Board member induction</b></p> <p>(D19) The chair must ensure that new board members receive a formal induction on joining the board, tailored in accordance with their individual and collective needs.</p>	<p>All new board members were given copies of the college's governance manual to review when they joined the board on 4 November 2021. However, they did not receive a formal induction until 1 February 2022. This was due to the board's request for a face-to-face induction, which was not possible any earlier due to Covid-19 restrictions.</p>
<p><b>Engagement with internal audit</b></p> <p>(C14) The audit committee must have particular engagement with internal and external audit.</p>	<p>The contract of the internal audit provider expired on 31 July 2021. A new provider was due to be approved by the audit and risk committee on 6 September 2021, but the meeting was cancelled. The appointment of internal audit was approved by the board on 4 November 2021. The college therefore did not have an approved, operational internal audit function for the first three months of the 2021/22 academic year.</p> <p>The new internal audit provider attended the first audit and risk committee of 2021/22 on 17 November 2021. The internal audit provider has had limited engagement with the committee since being appointed and the internal audit plan for 2021/22 was not expected to be considered by the committee until the end of March 2022, four months before the end of the academic year.</p>

# The 2020/21 audit of South Lanarkshire College

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