

## Extraordinary Meeting of the Board of Management

### Agenda

23<sup>rd</sup> August 2022 following Board Training Day

AGENDA	
Agenda Item	
1.	Declaration of Members' Interest
2.	Previous Minutes (To be dealt with at October Board)
3.	Matter for Information
3.1	College Financial Forecast Return
3.2	Update on GIP & Management Improvement Plan
	Matter for Decision
4	Committee Terms of Reference
5	Verbal update on Investigation
6.	AOCB



Board of Management  
Governance Improvement  
Plan – June 2022

1.Ref 3.2

## GOVERNANCE IMPROVEMENT PLAN 2021-2022

The actions to deliver improvement contained in this plan will be developed and implemented to address any previously identified or emerging issues identified in the ongoing review of Governance at South Lanarkshire College. This could be as a result of a review by an external body, a Board of Management self-evaluation, Board member feedback or other expert advice received by the Board of Management.

A RAG system has been used to enable tracking of progress against actions and timescales

Development Issue Emerging from Recommendation or Evaluation	Source	Action	By Whom and When	Status and Progress Update as at 31 <sup>st</sup> July 2022
1. Board and committees remit and workplan should be aligned with the College Strategic Framework (2020-25)	SFC Review(Camm Report)  CDN EER	- Review remits of board and committees in line with code of good governance	Chairing Member and Acting Clerk to the Board with the Acting Principal  31/3/22	Revised remits have been approved by the Committee Chairs and will be presented to the Board for approval at an EGM on 23 <sup>rd</sup> August 2022 and this will conclude this Action. A new Model Standards Code was approved by the Board and is now on the College website.
		- Review the governance manual containing remits and standing orders	Acting Clerk to the Board  31/1/22	This document is fully up-to-date and includes the Code, the Standing Orders and full documentation including the Guide for Public Boards and Guidance on Ethics and Behaviours
		- Devise a set of KPI's and monitoring system linked to the strategic framework and annual operational plans	SLT with Board by 30/6/22	Many KPI's are already monitored and regularly reported to the Board. This will be further reviewed during the Spring cycle of meetings.

				At the March 2022 Board meeting top line KPIs were agreed.
		- Hold a joint Board and SLT workshop to determine required levels of reporting	SLT and Board 31/3/22	Initial discussion held at Board Development Event on 1 <sup>st</sup> February 2022. Further reporting discussions to be held at each Board Committee during the Spring Cycle of meetings. Strategy Day involvement on 16 May.
		- Create an annual work plan for the board and review mid-year.	Acting Clerk to the Board by 31/3/22	This was reviewed at the Strategy Session on 16 <sup>th</sup> May and the final workplan will be presented at the next available Board – which will conclude this action
2. Improved clarity is required in the balance of operations particularly regarding the boundary between the role of executive and non-executive functions.	SFC Review(Camm Report)	- Board training and development session to be held to include induction for new members and refresh training for existing members	Chairing Member and Acting Clerk to the Board with the Acting Principal 31/1/22	Board Development Event held on 1 <sup>st</sup> February 2022, including discussion on further training needs for the Board and for individual members
		- A session dedicated to this subject to be included in the Board Development Event in February 2022	Acting Principal and Chairing Member	An introductory discussion was held and a new Scheme of Delegation was approved by the Board on 16 <sup>th</sup> May. This has now been placed on the college website and this action point is now complete
3. Conflicts of interest need to be declared, identified and acted upon appropriately in the operation of the	SFC Review (Camm Report)	- To be a particular focus of the Board training and development session	Chairing Member and Acting Clerk to the Board with the Acting Principal 31/1/22	Included in Board Development Event on 1 <sup>st</sup> February 2022

Commented [SM1]: Updated to amber since March

Board and all committees		<ul style="list-style-type: none"> <li>- Ensure that procedures relating to the recording of conflicts of interest and the handling of this matter during meetings adheres to the Governance Manual</li> </ul>	Chairing Member and Acting Clerk to the Board with the Acting Principal 31/1/22	New procedures are now in place and apply to all committee and board meetings and this action point was complete as at June 2022.
4. Positive and meaningful relationships should be developed between members of the Board and the executive team	SFC Review (Camm Report)	<ul style="list-style-type: none"> <li>- Board training and development session to consider how the Board would like to interact with the executive, including agreed behaviours</li> </ul>	Chairing Member and Acting Clerk to the Board with the Acting Principal 31/1/22	Included in the Board Development Session for 1 <sup>st</sup> February 2022
		<ul style="list-style-type: none"> <li>- Joint board workshop with SLT to consider reporting, information sharing and the alignment with the Strategic Framework</li> </ul>	SLT with Board by 30 June 2022	Initial discussion on KPI's held at Board Development Session on 1 <sup>st</sup> February 2022. The evaluation of KPI monitoring will be reviewed annually through the Board self evaluation process.
		<ul style="list-style-type: none"> <li>- Arrange a series of informal meetings between board members and executive team members based on a portfolio approach to role and remit linked to the committee structure</li> </ul>	SLT and Board by 30 June 2022	A portfolio approach has now been adopted, with benefits now being seen on all sides . Members of the Executive now meet with their respective Committee Chairs prior to the meetings to discuss agendas and plans of work.
5. Board Training and Development should be considered as a priority.	SFC Review(Camm Report)	<ul style="list-style-type: none"> <li>- Board Induction and Refresh Session to include training needs analysis</li> </ul>	Chairing Member and Acting Clerk to the Board with the Acting Principal 31/1/22	Board Development Session held on 1 <sup>st</sup> February 2022 to provide initial induction
	CDN EER	<ul style="list-style-type: none"> <li>- Workshop on working together with the SLT</li> </ul>	Chairing Member with Acting Principal by 1/2/22	Included in Board Development Event on 1 <sup>st</sup> February 2022

Commented [SM2]: Updated to green

Commented [SM3]: Moved to green

6. New Board Members should attend the National Board Induction Training delivered by CDN		- Board member training and development plan to be created and updated annually		A new CPD approach to ongoing training was introduced in March 2022 and this action point is now completed
		- Information on this training to be provided to new members by the Clerk to the board	Acting Clerk to the Board by 15/02/22	Completed at the May Strategy Session
7. Membership of committees to be considered to ensure appropriate levels of quorum and to allow for co-option of experienced external members	SFC Review(Camm Report)  CDN EER	- Increase the quorum requirement	Chairing Member and Acting Clerk to the Board by 31/3/22	One educationalist has been elected and another co-opted with terms of reference now amended to allow for an increase in the quorum.
		- Refresh committee membership in line with recent recruitment	Chairing Member and Acting Clerk to the Board by 31/3/2022	This was achieved following the recruitment of new members
		- Arrange co-option of committee members from school and university sectors	Chairing Member and Acting Clerk to the Board by 31/3/2022	This was achieved in the Autumn of 2021
8. The Board should consider the issue of diversity	SFC Review(Camm Report)	- Create a recruitment plan for upcoming board vacancies including elections for staff and student members	Chairing Member and Acting Clerk to the Board with the Board and the Acting Principal by 30/06/22	All staff and student elections are now complete. Consideration of the extension of one post has been held in abeyance pending the outcome of an ongoing investigation but is part of an overarching plan.
		- Access sector wide resources to support recruitment strategies which provide opportunities for a more diverse board.	Acting Clerk to the Board by 28/02/22	CDN resources are available to all Board members and any Selection Committee will require to evidence awareness of diversity criteria
		-		
9. The role of the Clerk to the Board should be		- Appoint a temporary Clerk to the Board	Chairing Member and Board by 31/3/22	Temporary Clerk appointed January 2022

reviewed to allow for an appropriate long-term solution to be found in line with the Code of Good Governance	SFC Review(Camm Report)	<ul style="list-style-type: none"> <li>- Consider the extent to which an independent Clerk would be appropriate</li> <li>-</li> </ul>	Chair and Board by 30/06/22	This is an ongoing matter with deliberations to be concluded no later than the end of the term of office of the current Acting Clerk to the Board. In the interests of clarity, the current postholder was appointed as an Independent Clerk
		<ul style="list-style-type: none"> <li>- Review and revise the job description of the Clerk to the Board</li> </ul>	Chair and Board by 30/06/22	This will be an ongoing matter to be considered at the end of the term of office of the current Acting Clerk to the Board
10. Engagement with staff and students should be improved	SFC Review(Camm Report)	<ul style="list-style-type: none"> <li>- A Board 'Leading and Learning' Scheme should be developed and introduced to create relationships between board members and college faculties and departments.</li> </ul>	Principal with Clerk to the Board and Chair,with the Students' Association for Board approval by 30/6/22	The May Strategy Session was driven by working groups comprising both Board and Staff and has now been adopted as the template for future meetings . This concludes the action point.
		<ul style="list-style-type: none"> <li>- The Students' Association to be consulted and involved in the creation of the scheme</li> </ul>	Principal with Clerk to the Board and Chair,with the Students' Association for Board approval by 30/6/22	This discussion was delayed due to unavoidable absences within the Students' Association but following student this will be taken forward in 2022-23
11. The College approach to policies and procedures should be reviewed, updated and effectively managed. In particular focus should be given to policies for the handling of complaints, disciplinary, grievance	SFC Review(Camm Report)	<ul style="list-style-type: none"> <li>- Review the status of all current college policies</li> </ul>	Principal with SLT and for Board Approval – to be commenced January 2022	This work has been proceeding apace and process is almost complete
		<ul style="list-style-type: none"> <li>- Create a 'Policy on Policies' which clearly identifies those policies for which the Board has responsibility</li> <li>-</li> </ul>	Principal with SLT and for Board Approval by June 2022	The new Scheme of Delegation means that this action point has now been completed
		<ul style="list-style-type: none"> <li>- Allocate responsibility and timescales to policy authors for the updating and</li> </ul>	Acting Principal By 28/02/22	Completed

and other significant HR policies ensuring clarity of roles of individuals within these vital policies.		refresh of all college policies on a rolling basis.		
12. Board Committee Papers should contain a more strategic focus and be in a standard format	CDN EER	- Acting Principal to Review all committee papers before Feb/March 2022 cycle of committee meetings	Acting Principal with Acting Clerk to the Board and SLT	Completed
		- Board committee members to be asked for feedback on papers at the end of each committee meeting	Acting Clerk to the Board by 30 <sup>th</sup> June 2022	Clerk summarises Actions and Decisions and there is an opportunity for comment. This action is now complete.
13. Board should undertake a stakeholder engagement mapping exercise leading to a stakeholder engagement plan.	CDN EER	- Stakeholder map to be produced and shared with the Board	SLT by 30 April 2022 Board by May 2022	In progress, plans for Bi-annual newsletters will go forward in session 2022/23
		- Board discussion at Development Event in May 2022		Discussed but see above for future actions
14. Student Association Report should be moved further up the agenda to emphasise the importance of the student voice.	CDN EER	- Agendas to be ordered to facilitate this going forward	Acting Clerk to the Board (ongoing)	Implemented in Autumn 2021
15. Closer working relationships to be developed between the Board of Management of SLT and the Regional Strategic Body	Camm Report RSB	- Agreement to be reached on attendance at RSB meetings by board member and executive team members from SLC	Regional Chair Chairing Member Acting Clerk to the Board	Appropriate individuals identified and invitations to meetings now issued
16. Improved alignment of timings of Board and Committee meetings of the RSB and SLC	Camm Report RSB External Audit	- Clerks to the respective Boards to liaise to ensure planning is done together and aligned schedules are produced	Clerk to the RSB Acting Clerk to the Board SLC	Initial contact has been made and discussions are ongoing. Work in progress.
		-		

Commented [SM4]: Moved to green



		-		
		-		
		-		
		-		
17.		-		

**Introduction**

The Azets Investigation Report was commissioned by South Lanarkshire College in early 2021, following whistleblowing allegations raised, alleging bullying, harassment and potential financial irregularities. This was initially raised by the College with Azets, their internal auditors, and the review was performed by the forensic accounting team of Azets.

The report highlighted a number of recommendations for improvements in processes and controls but did not identify significant weaknesses in controls nor did it confirm fraud and/or theft.

The management response action plan to this report records all recommendations made in the Azets Investigation Report. This is being used to record progress made on the recommendations, which will be monitored by the Audit and Risk Committee until the points are cleared.

**Progress To Date**

As of July 2022, there are now just 6 partially completed actions out of total of 24 actions. The management response was last published in April 2022 and since then a further 5 actions have been completed.

**Next Steps and Recommendations**

It is recommended that the remaining 6 partially completed actions are referred back to the appropriate standing committees to be monitored as some of these actions involve ongoing cyclical policy reviews or a new system implementation. This recommendation will be taken to the first Board of Management meeting of the year on 4<sup>th</sup> October 2022.