|  |  |
| --- | --- |
|

|  |
| --- |
|  Governance effectiveness atLoughborough University  |

 |
|

|  |
| --- |
|  Report of findings from a review and recommendations to Council  |

 |
|  |  |
| Authors: John Rushforth and Marion Fanthorpe Advance HE |
| September 2021 |

Advance HE was commissioned by Loughborough University to review the effectiveness of its governance and to prepare this report. It is intended solely for use by the Council of Loughborough University and is not to be relied upon by any third party, notwithstanding that it may be made available in the public domain or disclosed to other third parties.

Although every effort has been made to ensure this report is as comprehensive as possible, its accuracy is limited to the instructions, information and documentation received from Loughborough University and we make no representations, warranties or guarantees, whether express or implied, that the content in the report is accurate outside of this scope.

Contents

1. Executive Summary 6

2. Recommendations and suggestions 7

2.1 Recommendations 7

3. Introduction 10

4. Culture and behaviours 13

4.1 Relationships and behaviours 13

4.2 Adding Value 13

4.3 Student Voice 15

5. Governance capability 16

5.1 Board Diversity 16

5.2 Council Member development 19

6. Governance structures 19

7. Governance processes 21

7.1 Council Papers 21

7.2 Assurance on Performance 23

7.3 Agendas 24

7.4 Meeting Effectiveness 25

8. Final Thoughts 26

Annex One: Survey and Benchmark Results 27

Annex Three: Framework 30

Annex Four: Review Methodology 34

Annex Five: Size of governing bodies 35

Annex Six: Committees at other Universities 36

Annex Seven: Classification of Recommendations 39

# Executive Summary

Governance arrangements at Loughborough have supported the University over a highly successful period of development, growth and success. That said, a new leadership, with a new Chair, Deputy Chair and VC, plus the departure of other senior Council members allows the University to consider those arrangements and see how best to build on them to face a new set of challenges with changed expectations and circumstances both at home and abroad in the light of the Covid pandemic, increased financial pressures with an expectation of reduced Government support and new opportunities through technological change and the development of a new strategy for 2030.

The current arrangements rest largely on strong levels of mutual respect and appreciation between the Executive and the Council. The Executive makes significant efforts to be open and provide the Council with a wealth of information, and in return, much is delegated and entrusted to the Executive. Council adds a considerable amount of value to the university, primarily through the operation of informal contacts and the strength of the relationships.

The risk is that as the various changes take place, these informal systems will change and may break down. Also, the University may be missing an opportunity to enable all members of its very talented Council to contribute more to the development of the University.

We think there are opportunities to reach a new shared agreement between the respective roles of the Senate, the Council and the Executive, to slim down the number of, and focus of the Committee structure and enable a greater contribution from the Council to the strategic development of the University, and staff through committees.

Although the issue is recognised, there is also more work to be done to develop a greater diversity of voice, attitude and experience on the Council, thereby enabling more debate and challenge which can further be supported by better arrangements in respect of the engagement and development of all Council members, and through giving more attention to the student voice.

Whilst compliant with regulatory requirements, the Council could benefit from higher levels of engagement and assurance around academic governance, and some aspects of governance around risk and performance, and senior remuneration could be strengthened.

At the same time, it is important that the strong set of values and levels of trust that exist are maintained and there will be a crucial role for the Chief Operating Officer going forward.

The Advance HE team is grateful for the support and input of everyone at the University who contributed to the review, members of the steering group, and for the support of the governance team, in particular Jennifer Nutkins, Kyla Sala and Richard Taylor.

John Rushforth and Marion Fanthorpe

September 2021

# Recommendations and suggestions

The review makes 12 recommendations with associated suggestions on implementation. These suggestions are intended as an initial prompt for the University to consider, to assist it in developing an action plan for implementation; these are presented in the relevant sections of the report and collated below for ease of reference. At Annex 7 we have classified recommendations to identify those that are enablers, those that are procedural and those that are structural.

## Recommendations

* R1: We recommend the University
	1. considers further reduction in the size of Council when it has determined its preferred committee structure
	2. explores ways in which the numbers of officers in attendance might be reduced
	3. introduces at least one annual lay only member meetings
	4. identifies a more appropriate space in which to conduct Board meetings
	5. considers the deployment of appropriate technology to support members engagement with papers
* S1: We suggest that
	1. One way the size of the Council might be reduced to 19 is by reducing numbers of staff members to 3, namely the VC and 2 nominees of Senate alternatively it might reduce to 21 by a reduction of 1 staff member and 1 lay
	2. Only DVC, COO, FD and Board Secretariat might attend Council – other Executive members might. attend one whole meeting as part of their induction process or personal development plan and only then attend to present a paper that required discussion
	3. A lay member only meeting might take place at each awayday and informal lay and student member dinners before each Council meeting
* R2: We recommend
	1. Discussions are held with student representatives to establish the most effective way of supporting them to further develop the contribution they make to Council debates
	2. Opportunities are provided for students to have more direct contact with the Chair and other lay members
	3. Abolishing Special meetings and including students in all decisions at both Senate and Council
* S2: We suggest
	1. A standing item Student President Report for each Council and Senate meeting
	2. Identification of a student mentor from existing Council members
	3. An opportunity for a pre-Council meeting briefing for student representatives – perhaps by COO and lay members
* R3: We recommend the Nominations Committee
	1. Considers the breadth of Council membership (lay, staff and student), and the extent to which the University’s governance structures reflect modern society with its richness of lived experiences and talent.
	2. Use any gaps identified to set benchmarks for Council membership, and these are incorporated into the skills matrix
	3. Develops a range of rigorous attraction and search strategies, including more novel approaches to recruiting to create a pool of high calibre and diverse candidates
	4. Reviews lay member involvement in the consideration of EDI topics and considers whether more overt Council sponsorship and expertise is required in this area and the extent to which Council members would benefit from a dedicated development session
	5. Ensures the Council paper template is amended so that regular EDI discussion is integrated into consideration of all key topics
* S3: We suggest
	1. Nominations Committee makes a conscious decision to pursue diversity in its broadest form and then considers using Government data sources such as Census and the Family Resources Survey as a basis for diversity targets.
	2. Explore with other institutions their experience of using head-hunters for the next recruitment round to generate a pool of high calibre and diverse candidates to see if this would add value
	3. Asking Council members to be diversity champions, perhaps for various protected and other characteristics
	4. Create a joint Senate Council Committee to oversee the implementation of the EDI strategy and Action plan
* R4: we recommend that once a year all Council members discuss with the Chair or Council Secretary how they can best be supported to enable them to make the most effective contribution to the work of the Council
* S4: We suggest Council members consider the Advance HE Governor development programme (or similar), bespoke seminars on specific topics of more general interest, and some form of linkage to a department or service within the university
* R5: We recommend that the University
	1. reviews its committee system to reduce the number of Committees, increasing their focus on strategic development and reducing the focus on monitoring past activity.
	2. gives Nominations Committee a revised role in respect of governance
	3. dissolves the CAG and puts in place alternative arrangements for briefing the Chair and other senior lay members
* S5: We suggest
	1. a Council Committee system comprising of Audit& Risk, Nominations & Governance, Remuneration, Finance, and Strategy & Performance, which are chaired by senior lay members
	2. Joint Council & Senate Committees or sub-committees are then reserved for key areas of joint interest that are identified as part of developing the new strategy
	3. Nominations Committee be tasked with overseeing an agreed action plan arising from this governance review
* R6: We recommend that the governance paper templates be reviewed so that they provide prompts to identify the nature and scope of any debate required, specific recommendations, with alternatives and the impact of any proposal on any key policy objectives
* R7: We recommend
	1. The Nominations (and governance) Committee to consider an action plan to improve the quality of papers
	2. an assessment of members preferences for the technological support for collaborative governance working

* R8: We recommend that
	1. Senate is asked to express an annual opinion on the maintenance and possible improvement of academic standards and quality
	2. As part of the development of the University’s new strategy, a set of key performance indicators is determined and for each of those a suitable comparator group of institutions is established and an annual comparative performance report is produced to monitor progress
	3. Pay benchmarking is provided to the Remuneration Committee as recommended by the CUC Code on Senior Remuneration
* R9: We recommend that there is a standing item on all agenda papers at which a rolling future work programme is considered
* R10: We recommend that
	1. All agendas should in future have indicative timings to signal those papers that need discussion
	2. Any report that does not have a formal decision needed or present options should be placed in the section not for discussion. More papers should be moved to the section of the agenda where they are not discussed
	3. Items for substantive discussion should be first on the agenda
	4. Council trials the use of more discursive approaches to consider emerging issues
* R11: We recommend
	1. Any meeting over 2 hours should have a timetabled break
	2. Nominations (and Governance) Committee should agree on an effectiveness review methodology– this should include an option where members express a view on the quality and ease of use of papers
* S11: We suggest
	1. A review methodology might consist of at each meeting asking a different member whether
		+ - * It was an effective meeting
				* What went well
				* What might be done differently
				* Whether it was a good use of their time
				* Were papers relevant, easy to use and easy to understand
				* Whether a plurality of views was heard

R12: We recommend that there is an early meeting between the Chair, VC and COO to establish a protocol on how the new set of relationships will work

S12: We suggest that such a discussion might draw on the AHE publication “Managing the Chair/Vice-Chancellor Relationship” ( <https://www.advance-he.ac.uk/knowledge-hub/managing-chairvice-chancellor-relationship> )

# Introduction

Loughborough University commissioned Advance HE to undertake an external review to evaluate the effectiveness of the Council and its committees in terms of:

* The effectiveness of Council meetings themselves in transacting business, obtaining assurance and governing the University.
* The composition, effectiveness and size of Council and its subcommittees.
* Council’s ability to execute its oversight of strategy and its EDI responsibilities.

The review was to:

* Be holistic, forward-looking, developmental and supports the university in the realisation of its strategic ambitions, and be contextualised within its vision, mission and values.
* Examine the University’s governance culture and ethos and related to this its ability to effectively assure progress on equality, diversity and inclusion matters.
* Look at the impact of governance in terms of the engagement of the Council, its Committees and Senate in, and influence over, the organisational mission and strategy, and how the governance systems of the University monitor risk and institutional performance in alignment with the strategic goals of the University.
* Explore and evaluates the relationships between the Council, its committees and those held jointly with Senate, and their interaction with senior management, and how these contribute to the overall effectiveness of governance;
* Consider the structure, scope, remit and composition of the Council, its committees and those held jointly with Senate, and the approach to the management of the Council business regarding the number and scheduling of meetings and agenda-setting, the timetabling of emerging and recurrent business, the suitability of information that is provided to members;
* Examine the Council’s arrangements for seeking and receiving assurance of robust and effective academic governance, including working with the Senate to maintain standards and improve quality.
* Take account of relevant reference points and benchmarks, including the Regulatory Framework for Higher Education in England and other publications issued by the Office for Students (OfS). It will examine the extent to which governance at Loughborough reflects the new OfS regulatory requirements for ‘adequate and effective management and governance arrangements’. and review the current governance arrangements against the provisions of the Committee of University Chairs' 2020 HE Governance Code and the HE Remuneration Code.

The context of the review was that Loughborough University is a successful university and has achieved an enormous amount over the last 9 years or so. With the leadership changes, new challenges emerging for the sector and a desire to be an exemplar in governance arrangements, the Effectiveness Review Committee asked us to provide new and potentially challenging ideas for them to consider. Accordingly, we are drawing on our knowledge of practice elsewhere to provide material for consideration for the Council as it considers its future strategy to see if it can build further on these significant achievements.

# Culture and behaviours

Working relationships and boardroom behaviours are fundamental to effective governance and include well recognised issues such as the importance of the relationship between the governing body chair and the head of the organisation. A governance and board culture of trust and transparency will support constructive challenge, effective decision-making and collective accountability; when things 'go wrong' in governance they often do so because of the people and the associated behaviours.

## Relationships and behaviours

We observed a set of behaviours and relationships which indicated a significant amount of mutual respect and trust between the Council and the Executive. Levels of trust are so high that it is not uncommon for Council to delegate substantial authority to executive officers, and this means they can be agile in decision-making when needed (e.g., capital programme decisions). The Executive equally appreciates it where Council pushes them to look at the long term, for example where Council supported and encouraged the executive to be bold regarding the decision on Loughborough London.

We saw examples of openness and a willingness to share information from the Executive and a strong affection for and desire to help the University from the Council. All of that is very positive. What we saw less was more challenging or even conflicting views being expressed in formal meetings. That is not to say there was no challenge, but such that we saw tended to be questions asked for information, which when provided were not pursued.

## Adding Value

Highly effective governance arrangements will ensure not only that proper accountability is discharged and the long-term sustainability of the University is maintained, but that Council members are enabled to draw on their wide experience and individual capabilities to support the Executive and add value to decision making within the University.

Committee and Council papers will typically frame any debate. At Loughborough most papers are for noting, rather than setting out options and inviting a debate – as one Council member put it “I’m surprised they do not make more use of the talent around the table and engage in joint problem-solving sessions”. This was a common theme amongst interviewees –respect for officers coupled with a desire to help more positively and make a stronger contribution. The Awayday was often cited as an example where Council members felt able to make a real contribution:

*“The Away Days are very helpful in involvement on strategy development through the plenary sessions and break-out groups. “*

The e-survey lends some support to the suggestion that the Council in the past, has not had the same level of debate as in other organisations.

|  |  |  |  |
| --- | --- | --- | --- |
|   | Loughborough | Benchmark | Difference |
| 2.3.a. Discussions at and decisions made by the Governing body are informed and challenged by a variety of perspectives and ideas | 79% | 86% | -8% |
| 2.5.a. Governing body meetings and business are conducted and chaired in a way that encourages the active involvement of all members in discussions and decision-making | 71% | 90% | -19% |

It should be noted that the Chair of Council changed just before the commencement of this review and so many of those surveyed will most likely have commented primarily on the meetings as chaired by the previous Chair.

A view expressed in several interviews was that the size and composition of the Council, with the relevant officers in attendance, inhibits effective challenge. As one member of Council noted, “Council is so large it feels like being at the United Nations”. There are a significant number of officers attending these meetings, and we understand it is to ensure that staff understand the role and operation of the Council.

A quote from the e-survey linked the size of Council to the amount of information provided - “Perhaps too much information, but suspect the information is a result of the broad council membership.”

The size of the Council was reduced in the light of the 2017 review of governance – currently, membership stands at 23 – this is larger than the sector in general and the 21 of its peer group – see Annex 5. If, however, the University rebalances the number of Executive and Council committees there may be scope to redesignate some of the internal members onto Executive Committees and reduce their numbers at Council

It is also unusual, that there is no provision for lay members to meet as a group, and several of our lay member interviewees raised this, sometimes in the context of some of the uncertainties related to the [Chairs Advisory Group (CAG)[[1]](#footnote-1)..](#CAG)An occasional meeting of lay members (say once or twice a year) can provide a valuable environment for debate and informal discussion and can either be done within an awayday environment or at the beginning and/or end of a specific Council meeting (perhaps the one that considers the University annual report and accounts).

The environment provided for discussion pre-Covid was also commented on, with one member suggested that the physical nature of room used for Council does not assist, making it difficult to “catch the eye” of the Chair or for some to hear the contributions made by those at the other end of the room. This view is shared by some of the Executive – “it’s appalling from an acoustic point of view”.

Other institutions manage difficult acoustics by both the use of sound systems and indicators that support easier and better communication and we saw that the University has the capacity, since the Board meeting we observed was well managed using technology.

R1: We recommend the University

* + 1. considers further reduction in the size of Council when it has determined its preferred committee structure
		2. explores ways in which the numbers of officers in attendance might be reduced
		3. introduces at least annual lay only member meetings
		4. identifies a more appropriate space in which to conduct Board meetings
		5. considers the deployment of appropriate technology to improve the quality of debate

S1: We suggest that

1. One way the size of the Council might be reduced to 19 is by reducing numbers of staff members to 3, namely the VC and 2 nominees of Senate – alternatively, it might reduce to 21 by a reduction of 1 staff member and 1 lay
2. Only DVC, COO, DoF and Board Secretariat might attend Council – other Executive members might attend one whole meeting as part of their induction process and only then attend to present a paper that required discussion.
3. A lay member only meeting might take place at each awayday

## Student Voice

Loughborough has been very successful in developing a strong sense of community within its student population and scores very well on student satisfaction surveys. It is clear to us that the views of students are very important to the Executive team, and again the relationships between the senior leadership of the university and student representatives were very strong and supportive. Student representatives spoke of feeling included and empowered, and of having open access to raise and resolve issues, although this more often occurs outside council meetings and structures. The students we spoke to were less sure of their role at council and committee meetings and noted that although they had a good general induction this had not included guidance on how to conduct themselves at the formal meetings. One student observed that the purpose of the meetings only seemed to be to receive reports and comment on them, not to make any decisions. Student representatives also said they would welcome more contact with the Chair and other lay members, as well as their regular contact with executive and senior managers.

They believe their contribution is expected to be responsive rather than proactive Other institutions tackle this by:

* Providing a mentor/buddy scheme for incoming student representatives
* Private pre-Council briefing sessions so that representatives can be taken through key issues and understand the sorts of topics on which their thoughts might be desired
* Making a standing item on Council agenda a report from the student body whereby Students can raise topics of interest to them – this is often initially discussed at Senate
* Making provision for student/governor forums – sessions driven by students and attended by members of the Council, with formal communication links to and from Council
* Making students members of all key Committees for example they do not currently sit in Estates or Finance

Again, important to stress that this in no way suggests that students are not listened to, it is more to suggest that the student voice can add more value if they are given additional support and their route to communicate with Council is more formalised rather than rely on the qualities of individual students or the Executive to interpret their views.

That said, it was reported to us that Council meetings often included a ‘special council’ section at the end when Council student members were asked to leave the meeting at that point before discussion taking place. Student representatives were unclear why this was or what was discussed in their absence and felt as full members they could be trusted to participate in any confidential items. It is difficult to understand the basis of such an exclusion since student members are bound by all the same expectations as to confidentiality and conflict of interest as other members – and have all the responsibilities that go with being a Trustee, so we would suggest that the practice of excluding student members from Council meetings be discontinued.

* R2: We recommend
	1. Discussions are held with student representatives to establish the most effective way of supporting them to further develop the contribution they make to Council debates
	2. Opportunities are provided for students to have more direct contact with the Chair and other lay members
	3. The practice of excluding Student members in a different way to others is discontinued
* S2: We suggest
1. A standing item Student President Report for each Council and Senate meeting, and consideration of students being included on some Committees
2. Identification of a student mentor from existing Council lay members
3. An opportunity for a pre-Council briefing for student representatives – perhaps by the COO

# Governance capability

High performing governance arrangements requires a range of individual skills, professional/career expertise, knowledge, experience, engagement and aptitude of individual members of the governing body and its committees and the application of these competencies in support of organisational governance. This must be coupled with a cognitive diversity that impacts decision making and problem-solving and reduces the risk of “groupthink”.

## Board Diversity

Board diversity in its widest sense is a very important element of constructing a balanced Council. Council also has a statutory duty under equalities legislation to promote equality and diversity. This duty has been given added emphasis by the revised CUC Code: ‘The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body’s operation and composition. Diversity in this context does not just mean protected characteristics – it includes a diversity of voice, attitude and experience’. Diversity is an area that is being given closer attention by the University leadership and Council. The e-survey findings on this issue are the lowest scores for the institution.

2.4. Limited diversity within the governance structure reduces the organisation’s ability to respond to 21st-century challenges (3.8 score, 43% agreeing)

We have compared the protected characteristics profile of the Council (using the membership that will be in place for the next year) with our national data on the diversity of nearly 3500 governing body members. The detailed results are set out at Annex 2 and although they show Loughborough is not that different to the national profile, there is still scope to do more, especially in respect of BAME representation.

Loughborough is experiencing a significant level of turnover amongst its lay members, and rightly in this context, the Nominations Committee we observed was focused on allocating members to committees and to filling the key chairing and honorary treasurer roles. There was a useful discussion reviewing the current skills matrix, and there was a clear acknowledgement of a gap around equality and diversity, as well as nominating other skills such as governance, risk and academia to be added to meet future challenges. However, the current board membership is generally of similar educational, socio-economic and professional levels, and as it appears that previous practice of using contacts with a continued emphasis on significant senior-level experience to identify candidates is likely to perpetuate this. Potential candidates are initially screened by the VC and COO who present them to Nominations Committee who will then arrange for two members to meet and assess them further before making final recommendations.

Loughborough University is a leading UK university with significant international standing and would benefit from lay members with specific national and international perspectives, to enhance value for the new strategy of the institution. There is an issue around diversity (of membership and thought). One member expressed it in terms of an “absence of conflicting views” Perhaps there is an over emphasis on senior-level experience which precludes younger people and possibly an over emphasis on alumni from taught programmes. Other institutions are tackling the issue using Board apprenticeship schemes and use of co-optees to subcommittees (as indeed is Loughborough) and the use of topic advisory boards e.g., international development, climate change, etc

The Nominations Committee should maintain a regular review of the breakdown of the key characteristics of Council members (including but not limited to gender, age, ethnicity, disability) and identify strategies to try and improve any significantly underrepresented areas. [Advance HE’s frameworks on diversity principles and board recruitment](https://www.advance-he.ac.uk/governance/board-recruitment-and-diversity-higher-education) have several suggestions for how to address these issues to help form the basis of a plan. Institutions are using proactive advertising and search strategies to broaden the pool of candidates and to promote wider access to council positions. Some institutions are also trialling more novel, approaches, for example implementing a Board Apprenticeship, programme (as being trialled by the University of Gloucestershire amongst others). Advance HE will be launching HE’s first [board diversity toolkit](https://www.advance-he.ac.uk/membership/advance-he-membership-benefits/collaborative-development-fund/Board-Diversity-Practice-Project) in November which will also provide practical guidance.

In our interviews, some lay members expressed concern about the effectiveness of succession planning, and there may be more scope for a more proactive approach to this, including how current lay members could be developed to grow into certain roles.

The University has actively sought to make progress and recognise the commitment of the Chair, wider Council and Executive team regarding equality, diversity and inclusion. EDI is likely to be one of the themes of the emerging University strategy and the University is developing new initiatives that include the formulation of an EDI Committee, a roadmap for the next 12 months to develop an EDI strategy and action plan, and a commitment to work towards the Race Equality Charter.

In addition to developing an EDI strategy and action plan it would help if EDI issues were routinely discussed and integrated into all Council papers and business, perhaps through the systematic use of Strategic Equality Impact Assessments (EIA). Advance HE has developed [guidance in collaboration with Scottish college and university partners on the use of SEIAs](https://www.advance-he.ac.uk/strategic-equality-impact-assessment-eia#:~:text=Strategic%20Equality%20Impact%20Assessment%20%28EIA%29%20This%20guidance%2C%20funded,in%20collaboration%20with%20Scottish%20college%20and%20university%20partners.).

* R3: We recommend the Nominations Committee
1. Considers the breadth of Council membership (lay, staff and student), and the extent to which the University’s governance structures reflect modern society with its richness of lived experiences and talent.
2. Use any gaps identified to set benchmarks for Council membership, and these are incorporated into the skills matrix
3. Develops a range of rigorous attraction and search strategies, including more novel approaches to recruiting to create a pool of high calibre and diverse candidates
4. Reviews lay member involvement in the consideration of EDI topics and considers whether more overt Council sponsorship and expertise is required in this area and the extent to which Council members would benefit from a dedicated development session
5. Ensures the Council paper template is amended so that regular EDI discussion is integrated into consideration of all key topics
* S3: We suggest
	1. Nominations Committee makes a conscious decision to pursue diversity in its broadest form and then considers uses Government data sources such as Census and the Family Resources Survey as a basis for diversity targets.
1. Explore with other institutions their experience of using head-hunters for the next recruitment round to generate a pool of high calibre and diverse candidates to see if this would add value
2. Asking Council members to be EDI champions, perhaps for various protected characteristics
3. Create a joint Senate Council Committee to oversee the implementation of the EDI strategy and Action plan
4. Consider the inclusion of Council Apprentices, or increase the appointment of Co-opted members of Committees to increase diversity and skills/experience, and as part of succession planning

## Council Member development

In section 4.3 we discussed how student representatives could be supported to enable them to make a more effective contribution. However, support need not be limited to student members. Staff members may value some discussion of expectations. Lay members will come in with a varied understanding and experience of HE. Another part of support includes approaches to induction. We were told that new members could attend a workshop where they were briefed on the sector in general and how Loughborough sat within it. However, it was observed that there was not so much about how Loughborough works – we think there is merit in spreading induction over a period, so that each member (staff, students and lay members) have a tailored induction that enables them to meet several key Exec members, and each other over 6 months. We also heard from several lay members that they had had no further ongoing development opportunities after the initial induction process. Other institutions have gone as far as formal appraisal systems for Council members, though it is more usual for this to take the form of a regular 121 with Chair to explore how things are going and whether there is any support needed to enable a greater contribution – in other institutions members can be assigned to a particular interest or area of activity to get a greater understanding of a particular issue, faculty or signal that they are a supporter or ally to certain protected groups.

* R4: we recommend that once a year all Council members discuss with the Chair or Council Secretary how they can best be supported to enable them to make the most effective contribution to the work of the Council
* S4: We suggest Council members consider the Advance HE Governor development programme (or similar), bespoke seminars on specific topics of more general interest, and some form of linkage to a department or service within the university

# Governance structures

Council members give their time freely to the University, but all are busy and have competing demands on their time. Given the size, nature and complexity of university governance, the governance structures adopted must have a clear definition of the role, a shared understanding of the purpose and make the best use of Council members’ time.

The structure of Loughborough’s Committee system is unusual compared to many others in the sector in that it makes extensive use of Senate and Council Joint Committees. We carried out a selective review of university committee structures based on what was readily available on the Internet (Annex 6). Loughborough has a greater number of committees than most - 11 (8 of which are joint). One benefit of this approach has been to share the same information across a wide range of stakeholders and to promote integration. However, our observation is that this system is primarily executive-led, and risks a blurring of boundaries, particularly in those committees which are chaired by the Executive where they cannot effectively hold themselves to account. Furthermore, current arrangements appear to use a lot of Council resources, and perhaps are too large for lay members to make an effective contribution.

The Remuneration Committee has clear and comprehensive terms of reference to allow oversight of the executive and senior pay across the institution, and the one we observed was conducted with integrity and sensitivity, with discussions about development and succession planning where applicable. However, there is a need for a more detailed assessment of internal and external pay benchmarking or evidence of robust objectives and assessment processes that are recommended by the CUC Code on Senior Remuneration. The Committee did discuss equality issues such as the gender and ethnic pay gaps but would benefit from fuller analysis of the diversity breakdown of pay for senior staff to ensure equal pay considerations and risks are effectively managed. The Committee may also benefit from someone in attendance whose role it is to provide expert advice on pay benchmarking, structures and practices. In many universities, this is provided by the HR Director, but this can also be externally sourced if preferred. Following its review of the [CUC Senior Staff Remuneration Code in 2020](https://www.universitychairs.ac.uk/wp-content/uploads/2021/02/AdvHE-Remuneration-Code-CUC-V5.pdf#:~:text=The%20Committee%20of%20University%20Chairs%20%28CUC%29%20commissioned%20Advance,be%20used%20on%20an%20%E2%80%98apply%20or%20explain%E2%80%99%20basis.), Advance HE with CUC, AHUA, UCEA and UHR is hosting a session in December 2021 to consider the updated Code (forthcoming) and to share practice on fair pay decision-making, which may be of interest.

The Nominations Committee, as has already been discussed, has been focused on allocating members to committees and to filling the key chairing and honorary treasurer roles. Governance continues to evolve and increasingly is seen to be an important part of the effectiveness of universities. This review has identified several changes to consider both in terms of structures, remits and processes. There seems merit therefore in considering a practice adopted by some other institutions of giving the Nominations Committee a role in determining the various governance policies and processes that are implemented at Loughborough. For example, at City University, the Corporate Governance and Nominations Committee advises Council on matters concerning:

corporate governance capability

arrangements and practices

membership of Council and its committees

amendments to the Charter, Statutes, Ordinances

recommendations for honorary awards.

There is also an opportunity to review the role of the Chairs Advisory Group (CAG). This is a meeting of the executive with the Chair, and some lay members usually held on the eve of the Council meeting. The one observed largely consisted of a briefing and preparation for the chair on the major agenda items coming up the following day. Such briefings certainly have their place, but the overall scope, purpose and membership of CAG is slightly unclear, with concern from some lay members that other matters are being discussed and decided there. One approach may be to formalise the purpose of the meeting, clarifying lay member membership (e.g., with the main committee chairs), and possibly provide minutes. Or CAG could be discontinued and replaced by regular meetings between all lay members with the executive in attendance for all or some of the meetings.

There is no ideal structure and much will depend on the priorities and context of individual institutions – nevertheless, we think there is scope to look again at committee structures. However, that needs to start with a very clear understanding of the relative roles and boundaries of the Council, the Executive and Senate are. A possible framework might include determining that Council will get oversight of what is going on by receiving reports and information on the work of a revised committee structure.

Joint Council Senate Committees might then be reserved for critical developing areas that emerge from the development of the new strategy such as EDI, climate change, enterprise, the digital environment where there is an overlap between Council and Senate interests. However, it is important that the use of joint committees is focused and a new set of arrangements leads to an overall reduction in the number of committees that Council members serve on. This is just one approach – the key is to have clear design criteria – such as a reduced attendance at some Committees, ensuring the transparency of decision making and clear strategic alignment. This will not only reduce the calls on members time but also increase the diversity of opinions in the individual committees and support the enhanced level of debate referred to earlier.

* R5: We recommend that the University
1. reviews its committee system to reduce the number of Committees, redirecting their focus to strategic development away from monitoring past activity.
2. gives Nominations Committee a revised role in respect of governance
3. dissolves the CAG
* S5: We suggest
1. a Council Committee system comprising of Audit& Risk, Nominations & Governance, Remuneration, Finance, and Strategy & Performance, which are chaired by senior lay members
2. Joint Council & Senate Committees or sub-committees are reserved for key areas of joint interest that are identified as part of developing the new strategy
3. Nominations Committee be tasked with overseeing an agreed action plan arising from this governance review

# Governance processes

Effective governance processes such as the provision of information, arrangements of meetings, quality of papers, etc. will support Council members to make an effective contribution to the governance of the University

## Council Papers

The Executive is committed to transparency and provides a wealth of information to the Council. Much of this is descriptive, being statements of what has been going on and what has happened.

Opinion on the papers provided was mixed with a number commenting on the length and a lack of clarity about the purpose of the paper. Others felt that it was right that papers of this length were produced but nearly everyone thought there was some scope to improve the structure of papers so that the executive summaries provided sufficient material to enable a busy Council member to rely on those alone, but sufficient backup detail being available via hyperlinks to those that required it.

A Council member said “*The length of the papers is often excessive. I appreciate there are many moving parts all with important information, but often I find the most relevant information can be drowned out by the volume of information. The Executive summary is (in my eyes) often too light - a few paragraphs. A better balance might be 1-2 pages of executive summary highlighting the most important areas for the council to focus on, with the full papers for further detail. It's only a slight tweak, but I think for volunteers with busy lives to focus their time most effectively and add the most value, the university would get more out of us*”.

We also noted that, unlike some other Universities, the Executive summary template used, does not provide prompts to the author to consider key policy points – for example, some are using a prompt that asks what impact the proposal discusses in the paper have on the University’s sustainability goals, or its impact on their EDI agenda, or whatever are the key policy priorities.

There is an acknowledgement from the senior executives that the packs are too hefty, there is an acceptance that things are not always put in sufficient context for lay members and they believe this results in not all papers being read, which in turn leads to some people taking them through their papers page by page at the meeting. Producing papers is a challenge since it appears there is a struggle to obtain papers in a timely way for committee meetings. Papers are reused with tweaks at different levels because relevant staff either do not have time or do not prioritise rewriting them for different audiences including providing summaries for Council. Sometimes the turnaround between meetings is also very tight and a balance must be struck between slowing processes down by spreading the meetings out more so staff have more time to revise papers. Our view is that there would be a benefit in a clearer definition of the purpose of the paper and type of debate required and reducing the number and extent of purely information papers. This might be assisted by reviewing the prompts provided in the governance paper templates It’s possible that different templates might be needed for different purposes – perhaps strategic papers, monitoring papers and assurance papers

* R6: We recommend that the governance paper templates be reviewed so that they provide prompts to identify the nature and scope of any debate required, specific recommendations, with alternatives and the impact of any proposal on any key policy objectives.

Some council members were critical of the use of technology in the dissemination of papers. The use of digital systems to support Council discussions is used to a fair extent in HE, but to date, Loughborough has not invested in any proprietary systems e.g. Board Packs, Diligence, etc and several members do find such systems useful. There is not though a consensus on their desirability amongst lay members. Against that, there is a level of resource that would be needed to introduce and implement such a system and at a time of financial uncertainty and pressure, it may be difficult to demonstrate a pressing need for such an investment. Our view is that there needs to be a dialogue between Council members, perhaps at Nominations Committee (which might be configured as a Nominations and Governance Committee) to establish the costs and benefits of such a system and other forms of technical support – such as dedicated use of Teams and library software to enable digital conversations and team working. This probably should follow the work recommended on revisions to the papers and agenda structure. Any such rollout would require proper planning, confirming with members that they would all want to use it and the provision of support

* R7: We recommend

The Nominations (and governance) Committee to consider

* + - * 1. an action plan to improve the quality of papers
				2. an assessment of members preferences for the technological support for collaborative governance working

Some of the Executive accept that although papers do have a statement of purpose that the majority were for noting, and if they cut back on this there might be more time for discussion.

## Assurance on Performance

One of the lower scores given in the e-survey related to benchmarking data.

*2.9. The governing body regularly reviews comparative performance with relevant peer institutions through processes such as benchmarking (4.9 score, 57% agreeing).*

Within the sector benchmarking data is widely available and used to assure performance by comparing various metrics with those of a consistent comparator group. Expectations are also changing. The Office for Students website makes it clear that

*“The registration provisions* ***impose important obligations directly on governing bodies.*** *This is not a passive role. We do expect governing bodies to appoint competent senior managers and effectively oversee their performance; to properly scrutinise and challenge management proposals including investment propositions and financial plans; to review data, and other evidence, on quality and standards, and discuss areas of potential concern, for example, poor continuation and completion rates. Good governance requires proper scrutiny, challenge and an appropriate degree of scepticism.* “[[2]](#footnote-2)

At Loughborough comparative information is provided and tends to be a comparison with Loughborough’s previous performance, rather than a comparison with a peer group. Lay members take their assurance from Loughborough’s league table position, and recruitment performance. Loughborough has been successful, and Council members are content to rely on the Executive. and Senate with the assurance provided to Council through starred ‘for information’ papers – which the Executive feel may not always be fully read. The development of a new strategy provides an opportunity to look again at KPIs and potential comparator groups. Of course, there will l be a challenge that the things that can readily be measured aren’t always good proxies for the things that matter

Whilst it is entirely reasonable to look to Senate and the Executive to manage academic and operational matters and meet OfS expectations in considering data, our view is that Council could get greater assurance and understanding of the workings of the Senate. We understand that Council receives a report from Senate that is descriptive and focussed on QA procedures with standards covered via external examiners. It was not referred to as a source of assurance by Council members, so we think it could be strengthened by including more KPIs and an explicit opinion and a description of the work done to support that opinion. Such a report should include comparisons with other institutions, include the views of external examiners and be written in a style that a lay person can easily assimilate.

In respect of non-academic activity matters, any benchmarking should be part of the consideration of and monitoring of the University’s strategic plan both as an aid to understanding and a demonstration to stakeholders that assurance is based on clear evidence.

As noted elsewhere the Remuneration Committee would benefit from receiving reports including pay benchmarking and analysis of the equality characteristics of pay across the institution.

+ R8: We recommend that

1. Senate is asked to express an annual opinion on the maintenance and possible improvement of academic standards and quality
2. As part of the development of the University’s new strategy, a set of key performance indicators is determined and for each of those a suitable comparator group of institutions is established and an annual comparative performance report is produced to monitor progress
3. Pay benchmarking is provided to the Remuneration Committee as recommended by the CUC Code on Senior Remuneration

## Agendas

The role the agenda plays in supporting discussion was also raised with us. The agenda is predominantly determined by the Executive (albeit it with sign off by the relevant Chair). Although the agendas do indicate which papers are for discussion, many of the papers are descriptive and conclude that they are for noting. Generally, agendas do not have any indication of time to be spent on individual topics and there are no formal mechanisms for Council members to influence agendas – Most Council members thought that this was not necessarily a problem and if they wanted to discuss something, they felt they could probably get it discussed. Nevertheless, there may be a benefit in adopting a practice at other institutions where work programmes for Committees over the next three or four meetings are considered to ensure a balance of consideration.

* R9: We recommend that there is a standing item on all agenda papers at which a rolling future work programme is considered

As well as the topic area for consideration, there are various other mechanisms for enabling more active discussions including

* + - 1. Deep dives into areas of activity, with 4 or 5 slides presented on a developing issue/ area of activity with future possibilities outlined and views sought
			2. A programme of deep dives into risk areas – with say a Dean/ Head of Service presenting (again with a couple of slides of key risks and opportunities) – the programme itself is a matter for discussion and this can take place at both Committee level and Council level
			3. Modifying agenda processes to clarify that if there are no alternative options to be considered or decisions required, the paper should be placed in the for noting section and not generally discussed – if members have questions of clarification, they should be encouraged to contact the author beforehand
			4. Consistent use of timed agenda papers, so that areas for significant debate are signalled
* R10: We recommend that
	1. All agenda should in future have indicative timings to signal those papers that need discussion
	2. Any report that does not have a formal decision needed or present options should be placed in the section not for discussion
	3. Items for substantive discussion should be first on the agenda
	4. Council trials the use of more discursive approaches to consider emerging issues
	5. More papers should be moved to the section of the agenda where they are not discussed

## Meeting Effectiveness

More can be done to review the effectiveness of meetings – in a couple of instances it was referred to and members were allowed to comment outside of the meeting but we were told this rarely happened. This is a challenge for other institutions – possibilities currently in operation are formal self-evaluations with agreed questions, a standing item at each meeting with explicit questions to be raised or nominating a different member at each meeting to give a view of the positives and possible areas for improvement. We also observed some long meetings with no breaks timetabled – virtual meetings can be quite draining and if long meetings cannot be avoided, we would suggest the use of timetabled breaks to enable concentration to be sustained.

* R11: We recommend
	1. Any meeting over 2 hours should have a timetabled break
	2. Nominations (and Governance) Committee should agree on a meeting review methodology – this should include an option where members express a view on the quality and ease of use of papers
* S11: We suggest
	1. A review methodology might consist of at each meeting asking a different member whether
		+ - * It was an effective meeting
				* What went well
				* What might be done differently
				* Whether it was a good use of their time
				* Were papers relevant, easy to use and easy to understand
				* Whether a plurality of views was heard

# Final Thoughts

Loughborough is an impressive institution, is held in great affection by its students and makes a great contribution to society. One of the things that makes it special is its values and the behaviours those values produce. We have indicated some things at Loughborough that are unusual in the sector – such as the use of Joint Senate /council committees. Just because it is unusual doesn’t mean it has been deficient. Lots of members of staff (e.g., on Senate) can currently access what is going on in different committees etc. if they want to. It’s important that any changes that are out in place do not remove that transparency and supports the positive culture that exists. Lay members also have direct contact with e.g., Directors of Professional Services, via Committees like EMC, ITGC and HSE. Some of the proposals for restructuring the committees might remove that contact but it would be replaced by a different type of contact based on accountability and clarity of role.

Our suggestions are offered in the context of trying to build on its success, but we do think it critical that whatever the University decides to do, it maintains the underpinnings of respect and trust, but seeks to put into that mix a greater element of constructive challenge and diversity of opinion. With the level of turnover that has been experienced, the role of the Chief Operating Officer will be critical and he should be assured that if he has to challenge either the Chair or the incoming VC to maintain those values he will be supported to do so – having met with the Chair and new VC we are convinced that will not be an issue but an early discussion amongst those three about how this critical three-way relationship will work would be beneficial.

* R12: We recommend that there is an early meeting between the Chair, VC and COO to establish a protocol on how the new set of relationships will work
* S12: We suggest that such a discussion might draw on the AHE publication “Managing the Chair/Vice-Chancellor Relationship” ( <https://www.advance-he.ac.uk/knowledge-hub/managing-chairvice-chancellor-relationship> )

# Annex One: Survey and Benchmark Results

14 responses to the survey:

* 9 External/lay members of the governing body
* 2 Executive/senior manager members of the governing body
* 2 Staff (including Senate/Academic Board) member
* 1 External/lay member of governing body subcommittee

In the following analysis, a score (out of 7) is presented for each measure. This is derived by assigning the following scores: Strongly agree = 7, Agree = 6, Partially agree = 5, Neither agree nor disagree = 4, Partially disagree = 3, Disagree = 2, Strongly disagree = 1. No score is assigned for ‘don’t know’ (no respondents answered in this way). For questions 2.1 and 2.4 the scoring is reversed (for negative questions). A separate PowerPoint file is available



Staff members and the Executive tend to view the arrangements more positively than lay members

Experienced and relatively new members see things broadly the same – except for diversity (2.4) and the use of benchmarking (2.9)

Annex Two: Governance diversity profile

|  |  |  |
| --- | --- | --- |
|  | **Loughborough Council**  | **UK HE Governors** |
|  | Number | % | % | Number |
| Male | 13 | 61.9 | 58.1 | 2,000 |
| Female | 8 | 38.1 | 41.9  | 1,445  |
| White | 14 | 93.3 | 89.2 | 2,570 |
| BAME | 1 | 6.7 | 10.7 | 310 |
| Disabled | 1 | 11.1  | 5.4 | 185  |
| No recorded disability | 8 | 88.9 | 94.6 | 3,270 |
| Aged under 25 | 2 | 16.7 | 7.0 | 225 |
| Aged 26 - 65 | 9 | 75.0 | 75.3 | 2,405 |
| Aged 66+ | 1 | 8.3 | 17.6 | 565 |

# Annex Three: Framework

Our review comprised of an analysis of documentation, an online survey of Council members (and others involved in the governance of the university) and one to one interviews, focus groups and meeting observations. It was overseen by a steering group with whom we discussed our draft recommendations before this report was finalised. This approach enabled us to triangulate and sense-check our findings to ensure that the most significant areas are set out. The review is based on Advance HE’s *Framework for Supporting Governing Body Effectiveness Reviews in Higher Education*7*.*

7 The Framework sets out the key factors for consideration of higher education governing body effectiveness and offers a tool for member institutions when they are conducting their effectiveness reviews. See: https://www.advance-he.ac.uk/guidance/governance/governing-body-effectiveness

**Figure 1. Five elements of governance practice**



We also drew on the CUC’s recently updated *Higher Education Code of Governance8* and related documentation, as well as the lessons being drawn from the registration process with the Office for Students (OfS), and our ongoing research into governance effectiveness and experience of conducting numerous governing body effectiveness for a range of institutions.

8 Committee of University Chairs. (2014, revised 2020). *The Higher Education Code of Governance*. Available at: https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf. Committee of University Chairs. (2018). The Higher Education Senior Staff Remuneration Code. Available at: https://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Remuneration-Code.pdf.

***Enablers***

The first factor concerns the **enablers** of an effective governing body. These provide the foundations for effective governance and the building blocks on which governance rests. Without these enablers being in place, it is highly unlikely that a governing body could be effective. However, the enablers by themselves do not ensure effectiveness but rather create the necessary conditions for effectiveness. The real test is in reviewing how they are used.

The elements of practice that support this factor comprise:

Capability, competence and diversity.

Policies, structures and processes.

**Capability, competence and diversity**

Capability: The collective ability of the governing body to lead and govern, making informed decisions, encompassing ethical leadership and corporate citizenship Leadership by the Chair of the governing body (and chairs of committees) and the Vice-Chancellor/Principal/CEO as exercised through the governance structures of the organisation. The dynamics of and interaction between the GB and the Executive. The appropriate independence of a secretary/clerk.

Competence: The individual skills, professional/career expertise, knowledge, experience, engagement and aptitude of individual members of the governing body and its committees and the application of these competencies in support of organisational governance. The collective blend and balance of skills expertise available to the governing body.

Diversity: The membership of the governing body and committees by reference to gender, age, ethnicity and other protected characteristics, being reflective of the organisation’s key stakeholders (e.g., students and staff). Cognitive diversity as it impacts decision making and problem solving.

**Policies, structures and processes:**

Policies: The policies required to support effective governance; clarity of accountability supported by schemes of delegation, protection of institutional reputation, compliance with

laws and regulations and the application of relevant Codes of Governance (e.g., that published by the Committee for University Chairs).

Structures: The existence, utility and suitability of GBs, committees and ‘short life’ working groups and the delineation of relevant roles within these structures. The effectiveness of these structures given the size, nature and complexity of the organisation those concerning academic governance.

Processes: The existence, application and adherence to key processes supporting the effective governance within the organisation. Organisational examples include performance management, ethics management, academic quality, the student experience, financial and risk management and managing stakeholder relationships. Governance examples include the provision of information, arrangements of meetings and quality of papers.

***Behaviours***

The second Factor comprises working relationships and boardroom behaviours that enable effective governance include well-recognised issues such as the importance of the relationship between the governing body chair and the head of the organisation. There are potential sensitivities here, but when things 'go wrong' in governance they often do so because of the people and the associated behaviours. The elements of practice that support this factor comprise culture, behaviours and values.

**Culture, behaviours and values**

Culture: Awareness and promotion of the importance of governance culture on organisational stewardship and how this is expressed, modelled and promoted. An inclusive working environment that promotes and aids equality and diversity.

Behaviours: Individual and collective and ‘boardroom behaviour’, engagement and commitment. How this is modelled through individual and collective action in particular the Chair and the Vice-Chancellor/Principal/CEO.

Values: The approach taken to identifying, aligning with, exemplifying and promoting the core ethics and values of the organisation and good governance practice. Awareness of, adherence to relevant nationally recognised principles (e.g., The seven Nolan Principles of Public Life, and/or demonstrating leadership by ‘fit and proper persons’).

***Outcomes***

The third factor assesses the **outcomes** of a governing body to determine the extent to which a governing body 'adds value'. In this respect, the real value of governing bodies lies in what they achieve in terms of outcomes. Some outcomes are relatively generic and uncontentious, such as the need for financial sustainability. Other outcomes specific to each provider’s context can be added. They might include for example the successful implementation of a major capital project or an overseas campus. The elements of practice supporting this factor comprise Strategy, performance and risk plus impact, engagement and reporting.

**Strategy, performance and risk**

Strategy: Engagement in and influence over the organisational mission and strategy. Determination, promotion and protection of the organisation’s educational character and vision. Agility and capacity to respond to changing circumstances.

Performance: Relevant performance measures, the provision of information on performance and alignment to the strategic goals of the organisation. The monitoring of organisational performance. The effect (feedback loop) of GB monitoring on the ongoing performance of the organisation.

Risk: Systems of control, risk management, audit, including institutionally significant external activities and legal or regulatory obligations. Organisational resilience to external shocks.

**Impact, engagement and reporting:**

Impact: The overall effect of governance arrangements on the organisation’s performance, success, resilience and reputation. The difference governance makes.

Engagement: The ability to communicate information regarding governance issues to all the relevant parties. The reach and impact of engagement with key external stakeholders.

Reporting: Integrated reporting requirements includes representation of the organisation’s performance in terms of both its finance and its wider social capital and sustainability to internal and external stakeholders.

# Annex Four: Review Methodology

**Survey**

The survey was issued to 21 individuals comprising all current members of the Council and executive staff in regular attendance.

In total we received 14 responses to the survey- see Appendix 1

**Interviews**

At the outset of the review, we agreed to undertake interviews with all members of the Council and some Executive members and some students. These interviews were a mix of one-to-one and small groups. The full list of completed interviews is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Christine Hodgson | Chair | Pauline Matturi | Staff Member  |
| Jennifer Maxwell-Harris | Lay | Marcus Collins | Staff elected by General Assembly (GA) |
| Andrew Fisher | Lay | Andy Dainty | Staff elected by GA |
| Sally-Ann Hibberd  | Lay | Malcolm Cook | Staff elected by Senate |
| Paul Hodgkinson | Lay | Claudine Eberlein | Staff elected by Senate |
| Tony Williams | Lay | Jess Excell | Past student rep |
| Jane Tabor | Lay | Fejiro Amam | Past student rep |
| Ann Greenwood | Lay | Rahul Mathasing | Past student rep |
| Oliver Sidwell | Lay | Chris Linton | Provost |
| Alan Hughes | Lay | Miranda Routledge | Director of Planning |
| John Sinnott  | Lay | Andy Stephens | Director of Finance |
| Jennifer Nutkins | Head of Gov | Graham Howard | Director of Estates |
| Nick Jennings | New VC | Rachel Thomson | PVC Teaching |
| Robert Allison | VC | Steve Rothberg | PVC Research  |
| Richard Taylor | COO |  |  |
| Matt Youngs | SU President |  |  |

**Meeting observations**

The 2021 meetings which we observed were

|  |  |
| --- | --- |
| Council | Audit  |
| Senate | Finance |
| Chairs Advisory Group | Remuneration |
| Human Resources | Nominations |
| Estates |  |

# Annex Five: Size of governing bodies

The table below is the summary of a piece of work (undertaken by the UCL Institute of Education) in 2019 to map the size of the governing body (Council) at each of the 120 English university governing bodies. The table provides an opportunity to benchmark practice and is also broken down by institutional type to offer some added context.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Origin  | Average number of members  | Average number of external members | Average number of internal members | Of these; average number of academics  |
| Oxford and Cambridge  | 25.0  | 4.0  | 21.0  | 17.0  |
| Earlies  | 19.0  | 11.3  | 7.7  | 5.3  |
| Civic “Red Bricks”  | 21.1  | 12.5  | 8.6  | 6.1  |
| Plate Glass/1960s  | 21.1  | 12.5  | 8.6  | 5.3  |
| Former Polytechnics  | 17.8  | 12.5  | 5.3  | 2.8  |
| Cathedral  | 18.0  | 13.3  | 4.7  | 2.8  |
| Specialist  | 16.8  | 12.1  | 4.7  | 2.8  |
| Other new  | 16.9  | 12.4  | 4.5  | 2.5  |
| Loughborough[[3]](#footnote-3)  | 23 | 13 | 9 | 4 |
| **Total**  | **18.7**  | **12.2**  | **6.5**  | **4.1** |

# Annex Six: Committees at other Universities

For comparative purposes, we carried out a brief web review of Committee structures

Total Number of Committees

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Warwick | Bath | Nottingham | Sheffield | City | Birmingham | Leicester | Bristol | Loughborough |
| 11 | 13 | 7 | 7 | 4 | 5 | 8 | 6 | 12 |

Joint Senate/ Council Committees

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Warwick | Bath  | Nottingham | Sheffield  | City  | B ’ham | Leicester  | Bristol  | Loughborough |
| Honorary Degrees | Honorary Degrees | Honorary Degrees |  |  |  |  | Honorary Degrees  | Honorary Degrees |
| Research and Ethics | Academic Staff Appeal |  |  |  |  |  |  | Ethics  |
| Social Inclusion | Senior Academic Appointments |  |  |  |  |  |  | Human Resources |
|  | Student Union liaison |  |  |  |  |  |  | Enterprise |
|  | Equality Diversity and Inclusion |  |  |  |  |  |  | Estates |
|  |  |  |  |  |  |  |  | Finance |
|  |  |  |  |  |  |  |  | Health & Safety |
|  |  |  |  |  |  |  |  | IT & Governance |
|  |  |  |  |  |  |  |  | Operations |

Council Committees

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Warwick | Bath  | Nott’ham | Sheffield  | City  | Birm’ham | Leics  | Bristol  | L’boro |
| Executive Board |  |  |  |  | Executive Board |  |  |  |
|  | Finance  | Finance | Finance | Strategy, Implementation and Performance | Strategy, Planning and Resources | Finance | Finance and Infrastructure  |  |
| Audit and Risk | Audit and Risk | Audit and Risk | Audit | Audit and Risk | Audit | Audit | Audit and Risk  | Audit |
| Noms | Noms | Noms | Noms | Corporate Governance and Nominations | Membership | Noms | Noms | Noms |
| Rem | Rem | Rem | Rem | Rem | Rem | Rem | Rem | Rem |
| Estate | University Ventures | Honorary Degrees | Estates |  |  | Senior Staff Pay |  |  |
| Fund Raising | Grievance | Health and Safety |  |  |  | Health, Safety and Wellbeing |  |  |
| Ethics | Ethics |  | Equality Diversity and Inclusion |  |  | Equality Diversity and Inclusion | EDI oversight  |  |
| Art Collection | Appeals |  |  |  |  | Alumni |  |  |

# Annex Seven: Classification of Recommendations

Recommendations in this report have been classified not 3 different types, namely enablers, procedural and structural

Enablers

|  |  |  |
| --- | --- | --- |
| Reference |  | Page  |
| R1c | introduces at least one annual lay only member meetings |  |
| R1d | identifies a more appropriate space in which to conduct Board meetings  |  |
| R1e | considers the deployment of appropriate technology to support members engaging with papers |  |
| R2a | Discussions are held with student representatives to establish the most effective way of supporting them to further develop the contribution they make to Council debates |  |
| R2b | Opportunities are provided for students to have more direct contact with the Chair and other lay members |  |
| R3b | Use any gaps identified to set benchmarks for Council membership, and these are incorporated into the skills matrix |  |
| R3c | Develops a range of rigorous attraction and search strategies, including more novel approaches to recruiting to create a pool of high calibre and diverse candidates |  |
| R3d | Reviews lay member involvement in the consideration of EDI topics and considers whether more overt Council sponsorship and expertise is required in this area and the extent to which Council members would benefit from a dedicated development session |  |
| R4  | once a year all Council members discuss with the Chair or Council Secretary how they can best be supported to enable them to make the most effective contribution to the work of the Council |  |
| R8a | Senate is asked to express an annual opinion on the maintenance and possible improvement of academic standards and quality |  |
| R8b | As part of the development of the University’s new strategy, a set of key performance indicators is determined and for each of those a suitable comparator group of institutions is established and an annual comparative performance report is produced to monitor progress |  |
| R10d | Council trials the use of more discursive approaches to consider emerging issues |  |
| R12 | We recommend that there is an early meeting between the Chair, VC and COO to establish a protocol on how the new set of relationships will work |  |

Procedural

|  |  |  |
| --- | --- | --- |
| Reference |  | Page  |
| R1b | explores ways in which the numbers of officers in attendance might be reduced |  |
| R2c | Abolishing Special meetings and including students in all decisions at both Senate and Council  |  |
| R3e | Ensures the Council paper template is amended so that regular EDI discussion is integrated into consideration of all key topics |  |
| R6 | We recommend that the governance paper templates be reviewed so that they provide prompts to identify the nature and scope of any debate required, specific recommendations, with alternatives and the impact of any proposal on any key policy objectives  |  |
| R7a | The Nominations (and governance) Committee to consider an action plan to improve the quality of papers  |  |
| R7b | an assessment of members preferences for the technological support for collaborative governance working  |  |
| R8c | Pay benchmarking is provided to the Remuneration Committee as recommended by the CUC Code on Senior Remuneration |  |
| R9 | We recommend that there is a standing item on all agenda papers at which a rolling future work programme is considered |  |
| R10a | All agenda should in future have indicative timings to signal those papers that need discussion |  |
| R10b | Any report that does not have a formal decision needed or present options should be placed in the section not for discussion |  |
| R10c | Items for substantive discussion should be first on the agenda |  |
| R10e | More papers should be moved to the section of the agenda where they are not discussed |  |
| R11a | Any meeting over 2 hours should have a timetabled break |  |
| R11b | Nominations (and Governance) Committee should agree on a meeting review methodology – this should include an option where members express a view on the quality and ease of use of papers |  |

Structural

|  |  |  |
| --- | --- | --- |
| Reference |  | Page |
| R1a | considers further reduction in the size of Council when it has determined its preferred committee structure |  |
| R3a | Considers the breadth of Council membership, and the extent to which University’s governance structures reflect modern society with its richness of lived experiences and talent |  |
| R5a | reviews its committee system to reduce the number of Committees, increasing their focus on strategic development and reducing the focus on monitoring past activity. |  |
| R5b | gives Nominations Committee a revised role in respect of governance |  |
| R5c | dissolves the CAG and puts in place alternative arrangements for briefing the Chair and other senior lay members |  |

 @AdvanceHE

**Media enquiries**

+44 (0) 1904 717500
communications@advance-he.ac.uk
www.advance-he.ac.uk/contact-us

**General enquiries**

+44 (0) 3300 416201
enquiries@advance-he.ac.uk
[www.advance-he.ac.uk](http://www.advance-he.ac.uk)

Advance HE enables excellence in higher education, helping it shape its future. Within the UK and globally, Advance HE supports institutions in the areas of excellence in education, transformative leadership, equity and inclusion and effective governance. This is delivered through membership benefits (including accreditation of teaching, equality charters, research, knowledge and resources), programmes and events, Fellowships, awards, consultancy and enhancement services and student surveys.

Advance HE is a company limited by guarantee registered in England and Wales no. 04931031. Registered as a charity in England and Wales no. 1101607 Registered as a charity in Scotland no. SC043946. The Advance HE logo should not be used without our permission.

© 2019 Advance HE. All rights reserved.

The views expressed in this publication are those of the author and not necessarily those of Advance HE. No part of this publication may be reproduced or transmitted in any form or by any means, electronic or mechanical, including photocopying, recording, or any storage and retrieval system without the written permission of the copyright owner. Such permission will normally be granted for non-commercial, educational purposes provided that due acknowledgement is given.

To request copies of this report in large print or in a different format,

please contact the Marketing and Communications Team at Advance HE:

+44 (0) 3300 416201 or publications@advance-he.ac.uk

Contact us

1. These are explored in [Section 6](#CAG) [↑](#footnote-ref-1)
2. https://www.officeforstudents.org.uk/news-blog-and-events/press-and-media/martin-colemans-speech-on-evolution-or-fundamental-change-to-governance/ [↑](#footnote-ref-2)
3. 13 lay (including the chair, 2 Pro-Chancellors and the Hon Treasurer, plus 9 ordinary lay members), 7 staff (VC and DVC, 4 academics, 1 non-academic), plus 2 students [↑](#footnote-ref-3)