Effectiveness Review of Governance Arrangements for Cardiff University

Strictly Confidential - Final Draft Report

April 2017
This report sets out themes and findings arising out of our independent review of the governance arrangements for Cardiff University. The University requested the review not only to focus on current governance, but to be forward-looking, providing a critique of the options available for the development of Council. The review is set in the context of a period of considerable change and uncertainty within the higher education sector, not least related to the sustainability of funding, increasing competition and concerns over Brexit.

This context requires a fit-for-purpose Council which meets the test of being business-like and responsive to key stakeholders, both internal and external, whilst preserving the long-term traditions and values of the institution which make the University unique. Council members play a critical role in the future sustainability and success of the institution as a whole, operating as a strong collective governing body.

Our analysis, based on semi-structured interviews, document reviews, observations and benchmarking makes a number of recommendations which are aimed at strengthening core accountabilities, skills, structures, decision-making processes, visibility and relationships, to ensure the University develops further its good governance practices. We are confident that the University is fully compliant with the CUC Code of Higher Education Governance in respect of its governance framework. The main analysis of the University’s governance is set out in sections 7 to 12.

The report includes a set of primary recommendations together with a number of supporting recommendations which taken as a whole are designed to help the University meet current and future governance requirements and challenges. The primary, high-level recommendations are detailed below:

R1 Adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice;

R2 Adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University;

R3 Development of the cycle of Council business framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis;

R4 Devising an annual governance development programme for Council;

R5 Adoption of a Governance Code of Conduct, capturing a shared set of standards and expectations which could also apply more generally across the University;

R6 Production of a Council Annual Report to be presented and promoted more publicly at an Annual General Meeting (other than Court);

R7 Adoption of a Maturity Matrix methodology to the continuing development of the governance of the University.
1. Overview & Context

1.1 Founded in 1883, Cardiff University is one of the oldest and most respected UK universities, and the only Welsh member of the prestigious Russell Group of research-led universities. The University is the 8th largest in the UK, with over 30,000 students (6,600 International), and an income in the order of £483m.

1.2 The University consistently scores well in national and international league tables, for example, ranking 140 in the 2016 QS World University Rankings. Cardiff's research is truly world-leading, ranking fifth of all UK universities in the 2014 Research Excellence Framework (REF) for quality, and second for impact. In terms of student satisfaction (NSS, 2016), 87% of undergraduate students at the University are satisfied with their learning experience (92% in Geography & Planning).

1.3 The University benefits from having two Nobel Laureates on its team, amongst other award winners. Building upon this success, the University has an ambitious strategy to reach the top 100 universities in the world and to be within the top 20 in the UK by 2017.

1.4 UK Education policy continues to be subject to considerable change as fundamental issues relating to structure, funding, academic quality assurance, teaching standards, graduate employability, widening participation, student experience, impact and performance, tighter overseas visa regulation, the impact of Brexit and a burgeoning competitive educational market, play out across the different administrations. In Wales, the Diamond Review of Higher Education has generally been well-received by HEIs and the Welsh Government, although it remains to be determined at the time of writing when certain recommendations, especially those related to student fees, will be fully implemented.

2. The Council

2.1 The University Council (governing body) comprises 26 members including the President & Vice-Chancellor, the Deputy Vice-Chancellor, two Pro-Vice-Chancellors; two student representatives; elected staff and Senate representatives and 15 independent members.

2.2 Independent and elected Council members normally serve for an initial term of appointment of four years, renewable for a second term of four years.

2.3 The independent members are drawn from the legal profession, finance, industry, education and the public sector. Several members of Council are also alumni of the University.

2.4 The Council meets on five occasions annually and has four main committees: Audit, Policy & Resources, Governance and Remuneration. The composition of Council (as at March 2017) is set out at Annex I.
3. Terms of Reference for the Review

3.1 GGI was commissioned to conduct an independent effectiveness review of the University’s governance arrangements in October 2016, in accordance with recommended sector best practice. The last internally-conducted governance review was undertaken in 2012/13 at a time of significant institutional change. The effectiveness review had a specific focus with regard to:

a) How the changes since the date of the last review have been progressed;

b) What further governance developments would be beneficial to the University.

3.2 The Effectiveness Review has been designed to assist the University in identifying what an optimal governing body/executive working relationship looks like in support of delivering the University’s strategic goals, following a period of significant institutional change and transformation. The review is innovative and forward looking, testing the added value that the Council contributes to the effective governance of the institution, measured against best practice, both within HE and other sectors. The key methodological question underpinning our work centres on:

Is the University’s governance framework, as overseen by Council, effective and fit-for-purpose?

4. Scope, Methodology and Process

4.1 GGI commenced work on site at the University in early November 2016, meeting initially with key individuals, including the Chief Operating Officer and Secretary to the University Council (the sponsor of the review), the Chairman, the Vice-Chancellor and the Chair of the Governance Committee.

4.2 Early in the review, there was the opportunity to observe a meeting of the University Council on 28 November, which was attended by most Council Members and members of the University Executive Committee.

4.3 Semi-structured and non-attributable one-to-one interviews (27) were held with the Chairman, the Vice-Chancellor, all Council Members, including the Deputy Vice-Chancellor, two Pro-Vice-Chancellors, and the Chief Operating Officer and Secretary to the University Council. A confidential online engagement survey was also conducted to elicit the views of Council members (see Annex II).

4.4 In parallel with the semi-structured interviews and engagement survey, observations were conducted in respect of meetings of the Governance Committee, the Audit Committee, the Policy & Resources Committee and a Council Induction Session. A comprehensive governance documentation review was performed as detailed at Annex III.

4.5 The review has drawn on desktop research conducted around examples of best practice in national and international organisations, from both the higher education sector, other public sector and commercial organisations. This included benchmarking around the size and composition of governing bodies and committee structures of a number of Universities.
5. **Governance Best Practice Analysis**

5.1 As part of a best practice analysis, GGI has distilled **10 Principles** which we believe relate most directly to the University. These are drawn from a mixture of the specific research underpinning this report, the accumulated experience of GGI, and other sources and reference points identified to us by those engaged in the review.

5.2 HEIs work most effectively when there is a governance framework which:

<table>
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<tr>
<th>Principle</th>
<th>Description</th>
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<td>is driven by a clearly-stated commitment to a progressive, long-term approach to the development of governance which is shared at the top of the institution;</td>
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<td>is clear, visible and respected within the institution;</td>
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<td>provides clarity of authority at all levels of the organisation to deliver decisions at the pace needed to meet strategic intent;</td>
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<td>reflects the right level of nuance and effective checks and balances appropriate to that specific institution;</td>
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<td>ensures the governing body and the institution as a whole are connected effectively to stakeholders, both internal and external;</td>
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<td>promotes consistent standards of behaviour and practice which support governance across the whole organisation;</td>
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<td>includes a set of publicly-reported processes which review the impact and performance of the governing body, and of the institution as a whole;</td>
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<td>is supported by the devotion of sufficient collective time by the Chair of Council, the Vice-Chancellor and the University Secretary to address both immediate and longer-term governance issues;</td>
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<td>is enabled by a senior executive with the necessary level of practical authority and leverage to safeguard and develop the core spine of governance in the institution;</td>
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<td>is accompanied by the planned development of Council Members as active agents shaping the institution both inside and outside.</td>
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This framework has been used to guide this effectiveness review.
6. Thematic Analysis

6.1 The following themes and questions guided and informed the review process, connecting best practice principles with specific issues identified:

<table>
<thead>
<tr>
<th>Leadership and governance</th>
<th>Is there a clear, shared understanding of the role and authority of Council in the governance of the University?</th>
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<td></td>
<td>Is Council business planned and supported by coherent and efficient processes?</td>
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<tr>
<td>Governance structure</td>
<td>Are key relationships between Council, Senate and the University Executive mature and soundly-based?</td>
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<td>Is there any unnecessary bureaucracy and duplication in the way business is done by Council and its committees?</td>
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<td>Council size and membership</td>
<td>Is Council the right size to work effectively?</td>
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<td>Is there a clear and coherent committee structure which reflects strategic priorities?</td>
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<tr>
<td>Council business</td>
<td>Does the way Council works make the best possible use of time, expertise and skills of all Council members?</td>
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<td>Does the Council spend its time on key priorities to maximum impact/effectiveness?</td>
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<tr>
<td>Standards and culture</td>
<td>Is the culture of Council sufficiently developed to meet the standards expected of a Board of a multi-million pound charitable organisation?</td>
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<tr>
<td>Governance development</td>
<td>Are robust arrangements in place to support the induction and on-going development of Council members</td>
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<tr>
<td>Visibility and engagement</td>
<td>Is Council sufficiently visible to stakeholders, both within the institution and externally?</td>
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<tr>
<td>Impact and performance</td>
<td>Is the impact of the contribution of Council and of its members assessed against sound performance indicators and reported publicly?</td>
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<td>Is it clear how Council will measure its development over the next three to five years?</td>
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7. **Governance & Leadership**

7.1 The University occupies a significant position of influence as a leading research-intensive institution (ranked 5th in REF 2014), in Wales, the UK and internationally. In delivering the University's ambitious forward strategy, it essential that effective assurance frameworks are in place to support clear, well-informed strategic decision-making.

7.2 In terms of having a fit-for-purpose, modern governance structure, we would advocate the adoption of a ‘core spine of governance’ methodology institution-wide, which would include articulating the different roles of Council, Senate and the Executive and raising the profile of Council amongst core stakeholders.

7.3 There is an argument that all essential information exists on the University website in respect of Council, but it is not always easy to understand, user-friendly or illustrated by how decisions are, or have been, made. In the spirit of openness and transparency, we would recommend that a dynamic governance map be designed to and connect more meaningfully to students, staff and to other stakeholders, as well as to Council members themselves.

7.4 We recognise that the University’s governance structure is necessarily complex, but with a clearer focus on roles and responsibilities, and also on the expectations of contribution and behaviour (applied to everyone involved in the governance process), the structure will become more visible and understandable. This is important given the number of individuals who contribute to governance at all levels of the institution.

7.5 This process could usefully extend beyond Council and its sub-committees to embrace the supporting structures of the University, including Senate, if Senate were so to agree. Such a dynamic, open approach could significantly enhance the overall governance of the University at a time when strategic and academic issues are increasing in their complexity and consequence, and Council is being required to take more direct ownership of academic governance matters.

7.6 More widely, given the nature of the sector challenges faced by the University at this time, enhanced articulation of the governance framework would allow a clear statement about the function of Council and its relationship to the other parts of the University governance structures, and set out how the changing context is being reflected in the way in which the University works.

7.7 This governance map or framework, would be used to show clearly how University governance operates, with connections to the terms of reference and accountabilities for all elements of the formal governance structure. This should not be perceived as a bureaucratic exercise, but one which will help establish the right governance climate for the University's future success, explaining how and where decisions are made.

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<td>1</td>
<td>We recommend the adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice.</td>
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<td>8</td>
<td>We recommend the development of a digital governance map, with high visibility on the University website.</td>
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8. Council Constitution

8.1 There is no definitive best practice around the size of University governing bodies which delivers maximum effectiveness. The University’s Council currently stands at 26 members (including nine ex-officio/elected staff, and two student members) which is above the sector average of 20. We believe that the Council has a balanced constitution and from our interviews with members, most are of the view that a reduction in the size of Council is not a priority at this point in time. However, Council’s composition and size should be reviewed from time to time to ensure fitness for purpose.

8.2 There appears to be a good skills mix amongst Council members (both public and private) and we recognise the depth of experience of many individuals. Through the Governance Committee, the skills mix on Council should be periodically reviewed to ensure that it supports the strategic needs of the institution moving forward. A number of members suggested that better use could be made of their skills by allowing greater opportunities for more open engagement with issues earlier in their gestation.

8.3 There are currently eleven women (42%) who sit on Council, which compares well to sector norms. As part of a wider approach to succession planning, we would recommend that the Governance Committee considers a more proactive approach to diversity and gender, and also builds on the good work already achieved with regard to the on-going development needs of current and new members to maximise their added value.

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9. Council Business

9.1 Council and its committees are supported to a high professional level by a long-standing governance team, and we commend the thoroughness and timeliness of the papers which are produced in support of Council business and the greater use of an electronic platform. The governance pages on the University website are similarly of a high standard when measured against the sector, and usefully promote the visibility of Council and its operations, notwithstanding the comments made above.

9.2 We would recommend, however, that Council agenda would benefit from a greater degree of focus on a smaller number of strategic themes, designed to enhance decision-making and the collective assessment of risk and opportunity, impact and performance. This would require a review of the agenda-setting process for Council and its sub-committees.

9.3 The Committees of Council (particularly the Policy & Resources Committee and the Governance Committee and their related sub-committees) provide an effective level of assurance to Council in scrutinising strategic and policy matters in detail. The Governance Committee has a wide remit, spanning member nominations to the University’s ethical policy, and we regard this as a model of good practice for the sector. We would recommend that the Remuneration Committee, as a substantive committee of Council, should be convened by the Secretary of Council, informed by professional support from Human Resources.

9.4 From our research (see Annex IV), it is evident that Council members place a high degree of trust in the work of committees which reinforces the recommendation above with regard to the proposal that Council agenda should be more strategic in focus, allowing for more reflective debate and discussion on major items.

9.5 We would further propose that reports and briefing papers could be enhanced by being shorter and having more finely-tuned executive summaries written to support Council as the ultimate strategic decision-making body. This was a consistent theme arising out of our interviews with Council members, particularly independent members and echoes comments raised in the last review of governance. Reports that have been considered at committee level should not routinely be re-presented to Council in their original form, but should be re-drafted in abbreviated executive form for Council consideration, highlighting the strategic relevance of the matters under discussion. This would be consistent with the principles of modern governance where the governing body is focused on strategic decision-making.

9.6 There is also an argument for papers not simply to be shorter but also to include a small number of questions which would help frame discussion, and support Council members towards shared understanding and collective decision-making in meetings.

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9.7 It is important that the time devoted to the five meetings of Council per annum needs to be used to maximum effect and to be felt to be so by its members. We have observed that the annual business cycle of Council is not fully understood or shared between members, nor the degree to which it is shaped and owned by them, although we accept the limitations in this regard given the size of Council. The business cycle appears remote and bureaucratic to many, especially newer Council members, and we would recommend that this is an area for further review and refinement.

9.8 Council members need to be able to take stock of strategy and policy throughout the year and not feel that they are merely seeing fragments of a whole, or having a concentrated focus once a year in a strategy day. Council papers could help by positioning each theme more clearly in the overall University strategy, and also set out the provenance of the paper, any issues of substance already discussed and resolved in committees, and map out the route taken to Council. This may also help to highlight whether duplication of consideration in different committees is in fact a good use of time, or necessary, and would reveal any overlaps in roles and purpose between committees.

9.9 Currently, most time of members is committed to formal business meetings. To utilise the skills and experience of members further, we would suggest that the University would benefit from greater emphasis being placed on a clearly articulated ambassadorial role for independent members, connecting the University to key stakeholders to enhance visibility and impact locally, regionally and nationally. However, this should not be at the expense of the core governance responsibilities.

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10. Standards and Culture

10.1 To deliver the University’s strategy in a sustainable way, Council, Senate and the Executive need to work constructively together, each respecting the demarcation lines between governance and management. We have assessed a range of cultural issues and core values which underpin effective governance - openness and transparency; joint and collegiate working; management of conflict of interest.

10.2 To capture a shared set of standards and expectations we would advocate that consideration be given to the adoption of a single University Governance Code of Conduct, which could apply to anyone in the University who has a formal governance role, since effective governance does not solely reside in the Council Room.

10.3 Grounded in best practice, we would propose that:

- the content of the Code should be generated within the University rather than being imported from outside;
- the language and style of the Code needs to be unequivocal and designed to have impact;
- the Code needs to be accompanied by commitment to a programme of work to support the Code as a living element of Council business;
- the Code should be part of the formal assessment of performance for Council members and for Council itself;
- Council as a whole, alongside other internal stakeholders, should be encouraged to be actively involved, but the Governance Committee should act as the host committee;
- the Charity Commissioners’ relevant Trustee Code of Conduct should be referenced in the University’s own Code;
- the Code should also provide a suitable vehicle for widening the conversation to include Senate and external stakeholders.

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11. Governance Development

11.1 Induction for new Council members is an important aspect of broader governing body effectiveness and development. Section 7.5 of the CUC Code of Higher Education Governance states that “the Chair and Secretary will want to ensure all members receive an appropriate induction to their role and the institution as necessary”.

11.2 Best practice drawn from across higher education and larger charities suggests an effective induction process should ensure that Council members:

• understand the parameters of their role and function as Trustees and the important interface between governance and management;
• are able confidently to contribute to decision-making, playing a full part in discussions at an early stage, applying their skills and experience most effectively;
• are equipped to provide informed and constructive challenge to the Executive.

11.3 We had the opportunity of observing an induction session organised for new Council members on 15 December 2016. The programme, led by the Chief Operating Officer & Secretary to the University Council, was comprehensive focusing on the University’s structure, the operation of Council and its committees and wider external environment. Participants had the opportunity to raise questions and to seek further information (eg the role and function of Senate). With regard to future induction sessions, the University may wish to consider having input from existing Council members in terms of the design and content of the process, as part of a structured development programme. Additionally, there may be value in identifying a lead member with responsibility for the development of Council, from induction through to impact assessment.

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<td>10</td>
<td>We recommend that the processes for induction and on-going development of Council members should be reviewed and enhanced.</td>
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11.4 To facilitate the future-proofing of governance arrangements, we would recommend that any new personal development programme should be aimed at encouraging exchange and understanding between Council members. The main aim of the events would be both to grow the capacity and confidence of individual members, and to increase collective working and shared intent, both in Council and with others. Consideration could also be given to possibly extending this purpose beyond Council boundaries as a broader stakeholder enterprise for the institution as a whole, linked to strengthening the core spine of governance.

11.5 The suggested programme would not need to be time-consuming. It could help develop increased collective purpose by providing a different environment from the necessary formality of Council meetings. The development programme could be built around a series of themes (eg finance; risk appetite; internationalisation; Brexit) agreed as part of the annual planning of business. Normally, this could form part of the established strategy day process.

1) Committee of University Chairs, The Higher Education Code of Governance, Committee of University Chairs, 2014
11.6 It is important that development is not seen as of secondary importance to the business of Council, but an integral part of good governance, allowing members to explore where they can make the most effective contribution, but also affording the opportunity to the Executive to open out issues in a more supportive environment, without the structured formality of a traditional Council meeting.

11.7 An effective approach could be for these events to be scheduled to precede Council meetings, possibly during the evening prior, with a speaker drawn from the University or externally. The proposed scheduling would make best use of the time of members who travel, and would support the necessary distinction between the deliberative and decision-making aspects of what Council needs to do.

11.8 Alternatively, Council may wish to consider co-ordinating some events between formal meetings to provide a better rhythm of activity across the year. This is likely to involve greater commitment of time and expense to achieve. We feel that the content should be decided as an annual programme, but also that some element of flexibility over content should be kept open to ensure relevance to on-going issues. Agenda items might include:

- issues of substance requiring space and time to reflect;
- generic development issues relating to the way Council operates;
- specific governance themes including risk and opportunity, impact and performance.

More specifically, the content could include:

- the direction of the University and the way it works;
- what the University does and why;
- what good decisions look like;
- the wider (global) HE operating context: marketisation; internationalisation; long-term sustainability;
- the governance code of conduct;
- closer working with Senate in delivering high-quality teaching, learning and research;
- building greater engagement with Colleges and Schools with regard to strategic priorities;
- empowerment of the student voice.

11.9 Using an external facilitator could enable all Council members to participate fully and openly in development sessions, and there may be value in holding some events off-campus. We would suggest that some of the events could be offered in conjunction with Senate development activities, especially on issues of mutual interest and core governance themes, including academic governance.

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<td>We recommend an annual governance development programme for Council</td>
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11.10 The governance programme should ideally from part of a transparent cycle of skills development and succession planning for Council and its Committees. Expectations of performance of chairs of all committees should also be more clearly established and skills assessed as part of the annual programme, which should be overseen by the Governance Committee.
12. Visibility and Engagement; Impact & Performance

12.1 Best practice is clear that an effective governing body should not only embody good governance, but it should also take the lead in promoting and animating what good governance looks like more widely in the organisation. We feel from our work that greater priority should be placed on Council member engagement in the life of University. Structured engagement should routinely become a more prominent part of the work of all Council members, reflecting their obligation to be proactive in understanding and learning about the institution for themselves, rather than being recipients of information.

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<td>11</td>
<td>We recommend that all Council members are supported in engaging actively in the life of the University as part of on-going development.</td>
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12.2 As we have observed above, for Council to be optimally effective it must regularly reflect on its own performance and the added value which it collectively offers to the University: not an easy task for any board.

12.3 The existing review arrangements for Council members that are in place are well-embedded and compare favourably with those operated by many older Universities. We have noted that the Chair has recently conducted a series of one-to-one reviews with members, some of the findings from which have helped to inform this review.

12.4 We are also grateful to all Council members for participating in an engagement survey which has helped to triangulate key findings. It is evident that Council operates in a collegiate way, adhering to the principles of collective decision-making. There is some scope for wider engagement with finance and risk issues on the part of some Council members, and general clarification regarding the ambassadorial role of independent members in connecting with external stakeholders.

12.5 The University may also wish to consider the development of an annual report for Council (and potentially each of its major committees), in a form that is public-facing, could be published on the University website and which could be integrated into an Annual General Meeting, broader than the current annual meeting of Court.

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<td>6</td>
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12.6 Another recommendation would potentially provide an effective means of bringing all of the governance elements into a continuing improvement process. Through the adoption of a Maturity Matrix model (which allows large organisations to commit to a progressive, objective assessment of development and performance against benchmarked standards of what constitutes different levels of good governance), we believe the University would be a leader of governance innovation in the sector. This would be an innovative commitment of potentially long-term value in allowing the Council to self-assess its progress over time towards a modern standard of governance, in tune with the demands of its operating environment.

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<td>We recommend adoption of a Maturity Matrix methodology to support the continuing development of the governance of the University.</td>
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Summary of Recommendations

We suggest the following primary and supporting recommendations should be regarded as package of actions to future-proof the governance of the University over the next four years:

Primary recommendations

R1  Adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice;

R2  Adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University;

R3  Development of the cycle of Council business framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis;

R4  Devising an annual governance development programme for Council;

R5  Adoption of a Governance Code of Conduct, capturing a shared set of standards and expectations which could also apply more generally across the University.

R6  Production of an Annual Council Report to be presented and promoted more publicly at an Annual General Meeting (other than Court);

R7  Adoption of a Maturity Matrix methodology to the continuing development of the governance of the University.

We would like to thank everyone who contributed so openly, positively and in confidence to the review process, including the Chair of Council, the Vice-Chancellor, all Council members, and the Chief Operating Officer and Secretary to the University Council.

Supporting recommendations

R8  Development of a digital governance map, with high visibility on the University website;

R9  Council papers to be framed better to support focused discussion and clear decision-making;

R10 A review to be undertaken of the processes for the induction, development and deployment in relation to membership of Council and its committees;

R11 All members of Council to be supported in engaging actively in the life of the University.

Acknowledgements

We would like to thank everyone who contributed so openly, positively and in confidence to the review process, including the Chair of Council, the Vice-Chancellor, all Council members, and the Chief Operating Officer and Secretary to the University Council.
Annex I

Council Membership (as at March 2017)

Ex-Officio

Professor Stuart Palmer, Chair of Council
Professor Colin Riordan, President & Vice-Chancellor
Reverend Canon Gareth Powell, Deputy Chair of Council
Professor Elizabeth Treasure, Deputy Vice-Chancellor

Independent (Lay) Members

Raj Aggarwa OBE
Maria Battle
Dr Carol Bell
Alastair Gibbons
Jan Juillerat
Mark Leighfield
Steven Luke MBE
Professor Stuart Palmer
Lin Phillips
Reverend Canon Gareth Powell
Robert Preece
Nicola Richards
David Simpson
Ray Singh
Dr Janet Wademan

Two of the Pro-Vice-Chancellors

Professor George Boyne, Pro-Vice-Chancellor
Prof Nora De Leeuw, Pro-Vice-Chancellor

Elected Senate Members

Professor Amanda Coffey
Ron Leach
Professor Paul Milbourne

Staff Members (other than academic)

Robert Lewis Watkin
Ruth Williams

Student Representatives

Sophie Timbers, President of the Students’ Union
Mo Hanafay, Vice-President Education

Secretary to University Council

Jayne Dowden, Chief Operating Officer
Annex II: Council Engagement Survey Questions

1  **Behaviour**
   - Communicates well and listens to the views of others
   - Contributes meaningfully and knowledgeable to Council using their skills and knowledge to support collective purpose
   - Operates fully in accordance with the core values of the organisation, demonstrating high ethical standards and integrity
   - Demonstrates willingness to be accountable for, and bound by, Council decisions

2  **Contribution**
   - Participates effectively in the development of strategic thinking
   - Adds value to Council through their insight and contribution understanding about the complex operating environment of the University
   - Adds value to Council through their insight into the needs of modern University teaching and/or research
   - Understands the appropriate separation of Council and Executive roles and responsibilities

3  **Impact**
   - Shows a balanced understanding of the University as an Higher Education institution, a charitable organisation and a complex business
   - Participates actively in assessing and mitigating the strategic risks facing the organisation
   - Makes an effort to understand the way the University works
   - Contributes with impact to the evaluation and scrutiny of the performance of the University

4  **Scrutiny**
   - Demonstrates financial literacy and understands financial constraints and opportunities
   - Understands the need for Council to strike a balance between cost-effectiveness and quality in its discussions and decisions
   - Presses for improvement in efficiency and value for money within the institution and in its dealings with other organisations

5  **Stewardship**
   - Effectively contributes to holding others to account for the stewardship of the assets of the University
   - Helps promote and maintain public confidence in the organisation amongst stakeholders - what the organisation stands for, what it does and who it serves
   - Has been active outside meetings in engaging with stakeholders in support of the strategic direction of the University
Annex III

Documentation reviewed (2016 and 2017)

University Council Agenda and Papers
Governance Committee Agenda and Papers
Policy & Resources Committee Agenda and Papers
Audit Committee Agenda and Papers
Papers for Council Induction Session (15 December 2017)
University Statute VII
(Council Terms of Reference)
University Council Statement of Primary Responsibilities
Annual Report & Accounts, 2015/16

Annex IV

Meetings observed

University Council (28 November 2016)
Policy and Resources Committee (21 February 2017)
Governance Committee (21 February 2017)
Audit Committee (28 February 2017)
Council Member Induction Session (15 December 2016)
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info@good-governance.org.uk

www.good-governance.org.uk
Recommendation | Related detail | Proposed Actions
--- | --- | ---
1. Adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice; | • Articulation of the roles of Council, Senate and the Executive.  
• Clear statement of the function of Council and its relationship to other parts of University governance structures.  
• Explanation of how the changing context is being reflected in the way in which the University works.  
• Clarity over roles and responsibilities, expectations of contribution and behaviour relating to all involved in the governance processes across the institution.  
• The Remuneration Committee should be convened by the Secretary to Council, with professional support by HR. | • Review the current articulation of the governance structure and the roles of bodies and persons within it; and consider how best to improve and disseminate it to the variety of stakeholders.  
• To ensure that members of Council are updated annually and that these aspects are clearly covered in induction of new members whether independent/lay members, students or members from the staff categories.  
• A Code of Conduct document to be created, incorporating the Nolan Principles of Public Life.  
• The Secretary to Council will act as Secretary to the Remuneration Committee. |
2. Adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University; | • Council’s composition and size should be reviewed from time to time to ensure fitness for purpose.  
• The skills mix on Council should be periodically reviewed to ensure it meets the strategic needs moving forward.  
• The Governance Committee should consider a more proactive approach to diversity and gender. | • The size of the Council was reviewed and reduced from 35 to 26 members in 2011. The Governance Committee should review the number of members necessary to provide the required level of scrutiny across Council and its committees every three years.  
• The proactive approach taken to search and appointment of members of Council should be documented together with the competence matrix used as a basis for the process. |
3. Development of the cycle of Council business framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis; | • Review the agenda-setting process for Council and its sub-committees.  
• Recognise the assurance provided by detailed scrutiny in Committees to enable greater strategic focus in Council agenda setting.  
• Develop an annual business cycle in consultation with members. | • A proposition for a revised way of working engaging Council and Committee Chairs should be developed for discussion at the Council annual conference in September 2017/  
• The expectations of Chairs to be documented and consulted upon.  
• The annual review conducted by the Chair of |
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| 4.             | Devising an annual governance development programme for Council; | - Identify a lead member with responsibility for development of Council  
- Involve input from existing Council members for induction activities  
- Development programme to be built around a serious of themes  
- To form part of strategy day process  
- To be scheduled to precede Council meetings to make best use of members time, or between formal meetings  
- Consider value in holding these events off-campus  
- Offered in conjunction with Senate development activities |
|                | Council of each of its members should provide feedback to them on how they fulfil each of their responsibilities. | - The Governance Committee should identify a nominee from its membership to work with the Secretary on development of Council members.  
- A thematic development process will be developed for review by the Governance Committee and Council.  
- Develop annual induction process and consult existing members for input  
- A revised pattern of meetings for Council has been devised for Academic Year 17/18 to provide opportunities for development. |
| 5.             | Adoption of a Governance Code of Conduct, capturing a shared set of standards and expectations which could also apply more generally across the University; | - Develop and adopt a governance code of conduct. |
|                | A Governance code of conduct will be drafted for consideration. |
| 6.             | Production of a Council Annual Report to be presented and promoted more publicly at an Annual General Meeting (other than Court); | - Raising the profile of Council amongst core stakeholders. |
|                | The enhancement of Court to form an Annual General Meeting will be considered. |
| 7.             | Adoption of a Maturity Matrix methodology to the continuing development of the governance of the University. | - The draft Maturity Matrix will be considered by the Governance Committee. |
| 8.             | Development of a digital governance map, with high visibility on the University website. | - Review of web presentation of Council  
- Production of a dynamic governance map which shows clearly how University governance operates,  
- Following the review of content in recommendation 1, the digital delivery method will be reviewed and improved.  
- [Linked to recommendation 1] |
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| 9. Council papers to be framed better to support focused discussion and clear decision-making. | - Papers to be shorter, with finely-tuned executive summaries to support Council’s decision-making.  
- Reports considered in detail by Committees should not be presented in full format.  
- Council should receive only executive summaries only of reports considered by Committees.  
- Papers should include questions to frame discussion.  
- Council papers should:  
  - Position each theme more clearly in the strategy;  
  - Set out the provenance of the paper;  
  - Set out issues of substance already discussed and resolved in committees;  
  - Map out the route taken to Council. | - A revised paper structure will be developed and implemented, with appropriate training for paper authors and sponsors.  
- Only executive summaries of reports provided to Committees should be put to Council, with full papers available as exhibits [or by giving all members electronic access to the papers of all Committees]. |
| 10. A review to be undertaken of the processes for the induction, development and deployment in relation to membership of Council and its committees. | - The Governance Committee should consider how to meet the on-going development needs of current and new members. | - Annual cycle of development to be CONSIDERED BY THE Governance Committee.  
  - [Linked to recommendation 4] |
| 11. All members of Council to be supported in engaging actively in the life of the University. | - Develop, in addition to the core governance responsibilities, a clearly articulated ambassadorial role for independent members, connecting the University to key stakeholders to enhance visibility and impact locally, regionally and nationally.  
- Clarify the ambassadorial role of independent members in engaging with external stakeholders | - Review with members the additional contribution they could make as an ambassador and the support they would need to fulfil that role. |