

# CARDIFF UNIVERSITY GOVERNANCE EFFECTIVENESS REVIEW 2021

A Report by Dr Jonathan Nicholls

## 1. INTRODUCTION

Following a competitive procurement exercise, I was invited to undertake an independent review of the effectiveness of the governance of Cardiff University. The Review took place during the period between March and May 2021. It has focused upon the University's Council, but its scope has included other actors and bodies, and the wider system of informal governance, where these impinge on the effectiveness of the Council and its culture. This Report also reports and reflects on best and innovative practice in the sector, and elsewhere, where these are relevant to its recommendations.

The Review was not conducted as an audit of compliance by the University with the various regulatory and statutory duties which fall upon it; nor was it primarily a comparison of the University's current practices with the Committee of University Chairs' (CUC) Higher Education Code of Governance (September 2020 edition) or other Codes. Rather it was intended as an exploration of various themes that have emerged about the way in which governance works at present in the University and how that may be improved. By listening to those interviewed, by referring to best practice elsewhere, and by analysis against my own observations and experience within the wider higher education sector, my Report recommends what could comprise best practice and greater success at Cardiff.

The Review was conducted of necessity, because of the Covid pandemic, by virtual means through attendance at meetings via digital conference technology, and by conducting interviews and discussions in the same way. There is no substitute for experiencing and feeling the culture of an organisation through being physically present in it, by the chance encounters that take place, and discussions held in person. Nonetheless, thanks to the cooperation and willingness of all those whom I interviewed, I do not believe that my findings would have been significantly different had it been possible to conduct the Review wholly or partly in Cardiff. I have experienced what members of the Council have themselves had to cope with during a time of particular stress on governance. Like them I have been able to reflect on the positive advantages of digital technology in improving governance practice as well as its shortcomings. That reflection also informs my views about future practice at Cardiff.

The University Secretary and General Counsel, the Head of Governance, and the wider governance team have been unfailingly helpful in their advice, views, and support for my Review. Meetings have been arranged, documents sourced, and questions answered. I also wish to thank those with whom I have had discussions. It is worth recording that there has been a recent period of significant changes in the leadership of governance in the University and in that team. The current University Secretary and General Counsel is working with purpose and skill to provide a settled team and leadership notwithstanding that in the period since her appointment all interactions have perforce been virtual. She also has a clear sense of her priorities, some of which are validated and emphasised in this Report.

## 2. THE SCOPE OF THE REVIEW AND ITS METHODOLOGY

The Scope of the Review, agreed by the University Council, was:

- a. “To undertake a review of the effectiveness of Council in relation to:
  - i. how well it works as a body to fulfil its purpose and deliver good governance
  - ii. the prevailing ‘boardroom’ culture, including an assessment of the robustness of challenge and the level of transparency of decision-making
  - iii. the effectiveness of the relationship with the University Executive Board
- b. To consider the interplay between the various elements of Cardiff University’s governance framework: institutional governance, academic governance, executive and management functions, and between formal and informal governance, making recommendations to address any shortcomings, which impinge on effectiveness.
- c. To report on sector-best practice in the areas above and, in the light of this, recommend ways in which Cardiff University might improve its governance (including the innovative use of digital technology to increase effectiveness).”

### Contexts for the Scope

A principal context for the Review was the effect of the Covid pandemic, the University’s response to that, and whether it might wish to preserve and develop further some of the pedagogic, operational, and governance benefits that have derived from its response and experiences.

There was universal admiration from members of the Council for the University’s response to the pandemic, led by the President and Vice-Chancellor and his senior team. A serious crisis for students and staff, for the University’s sustainability, and the health of all those connected with it has seemingly been expertly navigated. Interviewees have commended the sense of common purpose that has characterised the response rooted in the University’s values and mission. They have noted the quality of communications, the personal and human touches that have characterised the management of the crisis, and the nature of the consultation that has drawn on and listened to views across the distributed leadership. They have also noted that the University Executive Board (UEB) has also acted with authority and with decisiveness, often at speed. Those in leadership positions, for their part, have been quick to praise their colleagues at all levels who have made a significant difference to the University during this difficult period.

Some of the richer conversations with members of the Council, Senate, and students have been about the challenges still facing the University, some of them greater than before the pandemic. But those conversations have also been eager to reflect on what a new normal

should look like and how the spiritedness and creativity of Cardiff can be carried forward long after the pandemic's worst and immediate effects have gone.

Further contexts relevant to the Review are the decision to reduce the size of the membership of the Council in response to the Powell Review (see below); the imminent search for a new Chair to succeed Professor Stuart Palmer from 1 January 2022 when his extended period of office expires; and the normal rhythm of new Council appointments as the terms of current members expire in the next period. My Report's recommendations will be relevant to succession planning and to the new Council's effectiveness.

### Methodology

I conducted the Review from written material, interviews and discussions, and observation of meetings.

I have read and become familiar with a number of key documents and reports both immediately relevant to Welsh higher education and Cardiff in particular, as well as to the wider higher education sector, other sectors, especially the corporate sector, the NHS, and charities, and other literature on governance, its management, culture, and recent research on board diversity and performance. Citations are made in footnotes where these sources are relevant to my findings and recommendations.

I undertook a series of meetings, both with individuals and with groups. These included the President and Vice-Chancellor, the Chair of Council, the Vice-Chair of Council, The Reverend Canon Gareth Powell, Pro-Chancellor, and the Chairs of the Audit and Risk Committee, the Governance Committee, and the Finance and Resources Committee. I have had meetings in small groups with all other members of the Council (except one lay member with whom it was not possible to timetable a meeting), all members of UEB, two with small groups of members of the Senate, and one with a group of students. There have been some shorter follow-up discussions. I have also discussed governance trends in the sector, best practice, and innovation with colleagues in other universities and drawn on my experience in other settings, including local government, to inform my thinking.

I observed meetings of the Senate, Audit and Risk Committee, Governance Committee, Finance and Resources Committee, and the Council.

### 3. OVERALL OPINION OF EFFECTIVENESS

Based on the evidence I have considered, and within the terms of reference set for this Review, I believe that the overall effectiveness of the Council is satisfactory. There are no material weaknesses but several areas for improvement. This Report contains 22 recommendations. These are ranked as high, medium, or low priority. The ranking is based on a combination of urgency and materiality. There are 11 high priority recommendations. Of these, some require little additional work to enact, some are already in hand, and the remainder require a more considered approach. If the Council chooses to adopt the recommendations, an implementation plan should be drawn up that prioritises the high priority recommendations for adoption or with an agreed timetable for adoption by the end

of December 2021, the medium priorities by the end of April 2022, and the single low priority recommendation by the end of June 2022. The implementation of the recommendations in total would, in my opinion, lead to significant improvements in the system and practice of governance at Cardiff, support the Council in its desire to demonstrate best practice, and enable it to face the future with confidence.

#### 4. THE GOOD GOVERNANCE INSTITUTE EFFECTIVENESS REVIEW, THE POWELL REVIEW AND OTHER RELEVANT GOVERNANCE REVIEWS SINCE 2017

The last periodic effectiveness review of the Council was conducted by the Good Governance Institute (GGI) in 2017. The GGI Review was concluded in April 2017 with the submission of its final Report.<sup>1</sup> It made 11 recommendations. These were considered by the Governance [and Risk] Committee and the Council but work on completing some of them was paused pending Council's response to the Powell Review. A summary of progress against the GGI recommendations was provided for the Council meeting at its meeting on 23 November 2020. Most recently, a paper for the Governance Committee on 15 March 2021, analysed progress against all the recommendations from key governance reviews since 2017. In the case of the GGI Review, one recommendation had been superseded, one was in progress (the production of a digital map of governance arrangements for the University website) and one was held over to this Review because of the pandemic. The University has therefore either adopted what it found valuable from the insights provided by GGI or its recommendations have been overtaken by other events.

The Powell Review was submitted to the Council in September 2019. Its terms of reference were:

*"1. Review the governance structure for fitness for purpose; specifically reviewing -  
the transparency of decision-making  
- the responsiveness of the governance arrangements / structure  
- clarity of decision-making routes*

*2. Examine the decision-making practices through UEB to Council, and whether the existing published framework reflects this.*

*3. Review whether the framework adequately supports the challenges currently faced by the University."*

The Review draws upon 20 years of experience of the University by the author, now a Pro-Chancellor, to make some penetrating observations about governance and its improvement

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<sup>1</sup> The GGI's **Effectiveness Review of Governance Arrangements for Cardiff University** can be found at:

[https://www.cardiff.ac.uk/\\_\\_data/assets/pdf\\_file/0005/1192532/Effectiveness-Review-of-Governance-Arrangements-for-Cardiff-University.pdf](https://www.cardiff.ac.uk/__data/assets/pdf_file/0005/1192532/Effectiveness-Review-of-Governance-Arrangements-for-Cardiff-University.pdf)

at Cardiff. But the Review focuses principally on structural changes to the Court, the Council, its principal Committees, and the operation of these and the UEB. It is a mark of the authority of the Review that its 18 recommendations have either been fully endorsed or are leading to changes that are variations on the principal thrust of the Review's findings. The Reverend Canon Powell is now leading a review of the Court which is expected to report later in 2021. This Report and its recommendations are not contingent on that work.

The CUC's Higher Education Code of Governance recently went through its most recent cycle of review and the latest version was published in September 2020.<sup>2</sup> This Code has evolved significantly since its first iteration nearly 25 years ago. The latest version has adopted an apply (previously comply) or explain expectation for its requirements. It proposes a set of values, and elements of the governance of higher education. It emphasises the importance of relationships for good governance based on trust and openness. It also recognises the diversity within higher education and how governing bodies must adopt its requirements proportionately to the mission of their particular institution. The Code and the accompanying advice from CUC will remain a lodestone for the University.

This brief overview of recent reviews and reports that have shaped thinking about effective governance in Cardiff would not be complete without mention of four other documents, two that are specific to Welsh higher education, a HEFCW institutional review of the University, and one internal audit review.

The first of these documents is the Review of Governance in the Universities in Wales by Gillian Camm<sup>3</sup>. This led in February 2020 to the publication of a Governance Charter for Universities in Wales, the second document referred to. The Charter was adopted by HEFCW and agreed to by all the Vice-Chancellors and Chairs of the Welsh Universities. It is not a code and does not replace the requirement that those Universities adhere to the CUC Code. It is a series of commitments to take steps to improve governance and to adopt best practice from within and without the sector. Cardiff has reviewed its performance against the commitments and the most recent update to HEFCW on progress towards meeting those commitments is relevant to the current review. For example, the Commitment to Action includes a section on *Understanding Culture* and the role of the governing body in reviewing regularly data on organisational culture and how it would intend to close the gap between desired culture and actual culture. Progress against the 23 commitments was most recently reported to the Governance Committee at its meeting on 15 March 2021 referred to earlier.

In 2018, the University was the subject of a periodic HEFCW institutional review. Its recommendations echo or reinforce those that may be found in other reviews or reports referred to in this section. For example, there are recommendations concerning the maximum size of the Council and those in attendance, the development of an assurance map, completion of a scheme of delegation, and the role and status of the UEB. Finally, the Audit and Risk Committee received an "Adequate" internal audit report on governance in

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<sup>2</sup> The CUC Code can be found at: <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

<sup>3</sup> The Camm Review can be found at: <http://uniswales.ac.uk/media/Gillian-Camm-Wales-Governance-Review-FINAL.pdf>

late 2020. This report will contribute to the level of assurance required annually by HEFCW of the adequacy and effectiveness of governance in the context of the 2020/21 financial statements. In both cases, progress was again reported to the Governance Committee at its meeting on 15 March 2021.

In other sectors, The Financial Reporting Council published The UK Corporate Governance Code in July 2018.<sup>4</sup> This is the latest version of the Corporate Code which has its origins in the work carried out by the Cadbury Committee in 1992. A “refresh” of the Charity Governance Code for larger charities was published in 2020.<sup>5</sup> And somewhat earlier, under the auspices of the NHS Leadership Academy, The Healthy NHS Board 2013: Principles for Good Governance also provides context and value in considering best practice for boards and governing bodies.<sup>6</sup>

There are common themes and principles in these Codes that are ingredients of good governance. They share kinship with the Governance Charter for Universities in Wales. As noted above, that was based on the recommendations of the Camm Review, which starts from the premiss of individual institutional shortcomings that had led to a perceived systemic weakness in the Welsh system. The importance of board leadership; creating a common purpose; agreeing a strategy whose effectiveness and achievement is regularly assessed; fostering a culture founded on values and ensuring that they are embedded across the organisation and guide expected behaviours and performance; providing effective challenge; and being in communication with the views of the workforce and other stakeholders could summarise the key points.

Universities in particular invest considerable resources of time and funding in their governance arrangements. The expectation must therefore be that this investment will provide a return in terms of better overall performance and success. Success is not just that a university is compliant with the law and the many regulations applicable to it. Compliance is necessary but not sufficient. Success has to be the very best fulfilment of a university’s mission, its purposes, and the achievement of the strategies that are adopted for that end. The best governance is not a settled state. It requires stewardship, attention, and reflection. It will respond to innovation, adapt to changing environmental conditions, and the needs of the institution’s stakeholders. It will learn from others. It will be a shared endeavour based on well-understood separations of power and authority. There will be formal arrangements and accountabilities set out in governing instruments. Informal relationships, interactions, and the sharing of experience are also essential.

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<sup>4</sup> This *UK Corporate Governance Code* can be found at: <https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf> It should be read alongside *Guidance on Board Effectiveness* published by the FRC at the same time: <https://www.frc.org.uk/getattachment/61232f60-a338-471b-ba5a-bfed25219147/2018-Guidance-on-Board-Effectiveness-FINAL.PDF>

<sup>5</sup> The *Charity Governance Code* for larger charities can be found at: <https://www.charitygovernancecode.org/en/pdf>

<sup>6</sup> *The Healthy NHS Board 2013* can be found at: <https://www.leadershipacademy.nhs.uk/resources/healthy-nhs-board/>

## 5. THEMES FOR THE REVIEW

The topics that I have sought to explore in the interviews and discussions were structured around a number of key themes:

1. Culture, engagement, and communication
2. Relationships within the Council, and between the Council and the Senate and with the wider University community and stakeholders
3. Relationships with UEB and Professional Services
4. Student voice
5. Formative contribution to University strategy and key policies
6. The regulatory and statutory framework
7. The business of Council and being a governor and trustee, including recruitment, induction and development
8. Delegation and the work of the principal committees
9. Future challenges and opportunities

In practice the emphasis with individuals and groups differed depending on the participants and the natural flow of the discussion and observations. Having thought that I would proceed with a structured set of questions for each engagement, in practice it proved more fruitful to prompt, to listen, and to share some emerging ideas. Even so, the identified themes were those which resonated most strongly with those interviewed.

## 6. CULTURE, ENGAGEMENT, AND COMMUNICATION

The history of the formation of the University, forged from three separate entities (UCC, UWIST, UWCM), and its geography on two separate sites, was cited as a difficulty in fostering an integrated cultural identity. The different practices of the 24 Schools was also cited as a force of fragmentation rather than unity, notwithstanding the cohesion intended by adoption of the three College system. Students also referred to a lack of consistency in practice between disciplines within Schools. The University's location in the capital of Wales, its proximity to national government and other civic organisations was also remarked upon as a factor in setting the cultural tone and expectations of the institution, which is the premier institution in a small country. Cardiff is also a member of the UK-wide Russell Group and a significant international university. It also needs to be competitive in those terms. One phrase used of the University was "civic decency"; it is clearly welcoming and friendly although an increasingly fractious external environment over pensions, pay, and workload for staff has generated some discord within the University, a different tone to the Senate, and recent deputations to the Council.

Pride in the University is obvious. That is tempered by concern about consistently low scores in certain aspects of the annual National Student Survey (NSS), Cardiff's low position in national league tables, and a question from some about the extent of institutional ambition and competitiveness. Some members of the Council raised questions about the

effectiveness of performance management. Cardiff needs to benchmark itself against Russell Group peers, be clear about where it wishes to stand in relation to them, and ensure that its programme of international strategic partnerships provides other means for testing its competitiveness and performance.<sup>7</sup> Its membership of GW4 (the alliance of Bath, Bristol, Cardiff, and Exeter Universities) brings similar possibilities. On the credit side, the good outcome of the recent 2020 Quality Enhancement Review conducted by the Quality Assurance Agency (QAA) is clearly a source of justified pride and was an example of coordinated effort and goodwill across the University.

In terms of organisational culture and trust, it is clear that there was a low point about three years ago when the Council's confidence in the senior leadership was somewhat shaken by a late forecast of a £27m deficit, generated by a combination of factors, including the transition between an old and new funding system for students in Wales. Problems with the oversight of the Cardiff Innovation Campus (CIC) project that led to a significant increase in the expected capital cost also contributed to that difficult period between the executive and governors. One interviewee believed the latter crisis was a turning point for a significant upturn in the renewal of trust and confidence. Pressure to commission an independent "lessons-learnt" review eventually bore fruit, and Audit and Risk Committee members feel that they now enjoy a more constructive relationship with senior executives, from which they can add value rather than being seen as a hurdle of compliance to surmount.

There is still a view however that good news travels fast while bad news is detained. Several members of the Council gave the view that UEB, through the President and Vice-Chancellor, are reluctant to share problems or difficulties openly and therefore these can mature into late-breaking crises rather than being flagged up earlier for advice and support. Significant initiatives or policies are too often presented as *faits accomplis*. This was said by Senate members as well as by Council members. By contrast, informal meetings and briefings held by the President and Vice-Chancellor were cited as evidence of good practice in openness and reflective enquiry. In part the negative perception may be a consequence of business being formed and tested by committees of both the Senate and the Council before they are involved, compounded by subsequent imperfect communication. The recent bond tap was cited as one example of a decision required of the Council to an immutable deadline without sufficient prior debate of the strategic reasons and implications of further borrowing. In this case the Investment and Banking Sub-Committee of the Finance and Resources Committee had taken the lead, given the expertise of its members, but may have underestimated the need to ensure that the Council itself was fully briefed before the final decision was required.

The perceived optimism bias and the suspicion that Council is not always confided in has another detrimental effect. The calibre of the membership of the Council and its deep experience of strategic management is a rich resource. However, in a situation where the Council feels that it is not receiving full or early disclosure, it may be tempted to stray into the proper domain of the executive by being substitutionally managerial. This temptation

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<sup>7</sup> Cardiff is ranked 191 in the latest THE World Rankings and 34 in the 2021 Sunday Times University League Table.



may also be exacerbated by the preparation and content of papers under consideration – a point which I will explore in more detail later.

As noted towards the beginning of this Report, there has been considerable praise for the consultation and communications conducted by UEB members and their extended leadership teams during the pandemic. Recent analysis of a survey on internal communications conducted in November 2020 and presented to the Council in April 2021 reported the very large numbers of participants in webinars conducted by the President and Vice-Chancellor and other members of UEB between June and December 2020. 58% of responders to the survey felt members of the University Executive Board had been transparent in their communications with staff, compared with 28% in the 2019 staff survey (although the response rates were very different: 16% in November 2020 and 58% in 2019). The results of the earlier survey had been of marked concern to the Council. The same report to the Council outlined the steps being taken towards a new People Strategy and the external advice sought on real and sustainable metrics to measure organisational culture in line with the recommendations of the Governance Charter referred to earlier.

The pandemic has been a watershed in uniting the best instincts and practices of the University community. The impact on creating a strongly shared organisational culture seems to have been marked. The improvement may however prove to be fragile as the pandemic recedes and the University becomes enmired in the re-awakened disputes about pay and pensions which seem an inevitability this coming autumn. It will take a considerable effort of joint leadership between UEB and the Council to ensure that the current positive culture is sustained.

Members of the Council are acutely aware of their own collective lack of visibility across the University and – another point to be returned to – the “mystery” and “remoteness” (actual words used by interviewees) of the Senate to them. Universities are delicate mechanisms of distributed governance where subsidiarity is a key element in their success. It would be unrealistic to imagine that across a large complex organisation there would be full comprehension of the role of Council and how its work contributes to the success of the University. There was however a general view that communication about the Council could be improved, that Council members wanted to hear and respond to different groups and voices across the institution, and that it needed to be accessible and relevant not only to members of the University but also other stakeholders and partners. In this regard, Council members themselves need to be supported as advocates and ambassadors of the University internally and externally. Best practice communication strategies include wide and curated networks that extend knowledge and support.

There is a detectable trend towards governing bodies holding something akin to an Annual General Meeting of stakeholders in other universities. In universities where there was a Court (in the non-Scottish use of that term in universities) or its equivalent, an AGM may have filled the vacuum left when Courts have been abolished or left dormant. The Open University has used broadcast technology to reach its many geographically dispersed staff at meetings that include the senior team and members of the Council for some time. At an AGM, the Council or governing body is visible, key messages can be provided, congratulation and thanks expressed, and strategy and values reinforced. The important

point is that such meetings should be routinely timetabled and not only called at a moment of crisis. In other sectors, specifically the NHS and local government, public access to all statutory meetings (with the provision to exclude members of the public and the press for confidential or personal business) is a legal right. During the pandemic, certainly in local government, participation through secure access to video meetings where members of the public have a right to speak or ask questions, or just view proceedings from dedicated video channels and recordings, has been very much higher than would normally be experienced. It is unlikely that in either of these sectors practice will revert to meetings only held in person. It is not suggested that Cardiff should adopt the practices of the NHS or local government but opening up and improving communications in the other ways recommended here would be advantageous including perhaps an annual meeting for any member of the University to attend.

**Recommendation 1:** *That regular informal sessions be timetabled between members of the Council and the President and Vice-Chancellor, accompanied as he wished by selected members of the UEB.* The purpose of the sessions would be to allow for questions and discussions on particular topics and to share knowledge and views about those. These sessions could be part of the regular programme of activities around Council meetings or could be drop-in sessions held by videoconference on a regular basis.

**HIGH PRIORITY**

**Recommendation 2:** *That normally all scheduled briefings and discussion sessions be open to all members of the Council.* Regardless of the constituency from which they are elected or appointed, all members of the Council have equal responsibilities and accountabilities as members of the University's governing body and as trustees of the University as a charity. This is a key principle. However, there may be rare and compelling circumstances where a briefing or discussion could reasonably be restricted to a particular membership category. In such cases the rationale for the restriction should be reported by the Chair to the next formal meeting of the Council. Any formal business to be subsequently considered or approved by the Council arising from such a briefing or discussion would be open to scrutiny by all members (other than where recusal by an individual or individuals was required because of an irreconcilable conflict of interest).

**HIGH PRIORITY**

**Recommendation 3:** *That the lessons learnt, and the practices adopted, about how to communicate and consult swiftly and effectively through the pandemic become part of a new approach for a post-pandemic internal communication strategy.* For the Council's work, elements might include a brief news bulletin to all members of the University after each Council meeting, the active profiling of members of the Council, the effective use of social media channels and short videos, and, for those who were willing, talks given to groups of students and/or staff on their spheres of knowledge and experience.

**MEDIUM PRIORITY**

**Recommendation 4:** *That consideration be given to an annual meeting for all members of the University with the Council, perhaps on the same (or an adjacent following day) as the*

*meeting at which the financial statements are approved. Brief presentations would be made, and pre-submitted questions answered.*

**MEDIUM PRIORITY**

## **7. THE MEMBERSHIP OF THE COUNCIL**

The discussion groups contributing to this Review that drew from different membership categories on the Council demonstrated the strong sense of fellowship and good will that exists between individuals. Members seemed at ease with each other and there was no perceptible distinction drawn between staff members, students or lay members. Indeed, the reported disquiet that arose when one recent paper to the Council had referred to “senior members” of the Council was cited as an example of the good understanding about the equal responsibilities and duties of members of Council regardless of the constituency from which they are drawn. In this Report, recommendations about members of the Council refer to all members, not just lay members, although the latter may be the principal beneficiaries.

### The Size of the Council

For those members with experience in other sectors, the size of the Council is still sometimes perplexing, especially when meetings are swelled by those in attendance. Inclusive strategic discussion is not optimal with large numbers. The adoption of the recommendations arising from the Powell Review reduces the size of the Council progressively over the next three years. It is recommended that the next periodic effectiveness review of the Council considers the impact of these changes as an explicit term of reference. Size needs to be balanced with the need for sufficient breadth of expertise and diversity. It is essential however that all such expertise is drawn upon in forming the principal Committees and any ad hoc groups to retain real engagement and a sense of purpose for every member of the Council. A further point about how to improve strategic discussion at the Council is made later in this Report.

### Role of a Nominations [Sub-]Committee

It would not be best practice for appointments to lay memberships or to senior roles, such as the Chair of the Council, to be conducted by panels formed ad hoc. It is important that proposals imminent for a standing Nominations [Sub-]Committee of the Governance Committee of the Council are considered and implemented as soon as possible. The best Nomination Committees keep membership under review, plan ahead for succession and develop a pipeline of potential new members. They will also consider feedback from annual development appraisals of members, oversee individual and programmatic member development, are the initiators and stewards of the skills matrix that underpins recruitment strategies, and systematically consider the promotion of diversity of all kinds in discharging its responsibilities. Other than the process of recruitment, these responsibilities could be given, as currently planned, to the Governance Committee in preference to one of its sub-committees, but the Council may want to consider the merits of transferring them to a Nominations Committee given the wide scope and range of the Governance Committee’s

other responsibilities. The composition and characteristics of the membership of the Council, the importance of member development, and the filling of leadership roles is vital to the success of the Council overall.

### Council Diversity

At Cardiff, a partnership that has been fostered with a leading search consultancy was reported to me as one effective element in developing and implementing a systematic approach to recruitment. Some questions were however raised with me about whether the principle of diversity in Council recruitment has been taken far enough.

There is a considerable research literature on this topic, with the majority of such research demonstrating that diverse boards make better decisions and lead to more successful organisations.<sup>8</sup> Diversity, in these terms, is not just about gender or other protected characteristics, but also geographic diversity, and the less discussed concepts of cognitive and heuristic diversity (different thinking and perspectives that creatively subvert a tendency to group think or introduce different ways of solving a particular problem). It is also about a culture that welcomes diversity and is then susceptible to alteration by it. Assembling a diverse Council is one thing. Creating the conditions through leadership so that this diversity of views and perspectives is positively welcomed is just as important.

The use of different, but essentially similar, digital platforms for meetings during the pandemic across sectors, has highlighted significant potential about how their continued use could the better promote and facilitate diversity. The ability to participate and contribute via a digital platform from home or a confidential office makes it more possible for those with active professional, family, or caring responsibilities to be a member of the Council. It also extends the geographic and age range of membership. It would be undesirable for members never to meet together in person or not to be part of the normal life of the University. But the right blend of digital meetings with those in person and using digital platforms for better informal interactions with groups or individuals in the University should now be agreed both as an agent of promoting EDI, and as opening up the University more widely to those who become members of the Council. I am aware of universities where planning is already underway to continue with digital meetings for about half of the formal Council meetings as well as for a regular series of informal briefings and engagements through the year.

### A Senior Independent Governor

The latest version of the CUC Code addresses the possibility of Councils considering whether they wish to appoint a Senior Independent Governor (the equivalent of a Senior

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<sup>8</sup> For example: Scott E Page, The Diversity Bonus, Princeton University Press, 2017; R. Goyal, N. Kakabadse, and A. Kakabadse, "Improving corporate governance with functional diversity on FTSE 350 boards: directors' perspectives", Journal of Capital Markets Studies, Vol.3, No.2, 2019, pp. 113 -136; M. A. Fernandez-Temprano and F. Tejerina-Gaite, "Types of director, board diversity and firm performance", Corporate Governance, Vol.20, No. 2, 2020, pp.324 -342 (based on Spanish evidence but with useful references to the wider literature).

Independent Director in the corporate world). The terms of reference of the SIG would be to advise the Chair, act as an intermediary with other members of the Council, to act as a trusted intermediary between the President and Vice-Chancellor and the Chair as needed, and to lead or facilitate the annual appraisal of the Chair. These duties are *de facto* part of the current role of the Vice-Chair. However, as the CUC Code points out (paragraph 5.8), the roles of the Vice-Chair and the SIG are distinctive. To combine them would compromise the independence of the latter. Given the impending search for a new Chair, the other planned changes to the membership of the Council, and impending changes by resignation and retirement to members of the UEB, it would be wise formally to create the role of SIG and to appoint a lay member of the Council as that person.

**Recommendation 5:** *That the Council consider and adopt a protocol for the balance between digital and in-person meetings and how digital technology can be used to enhance engagement by its members with different groups and individuals in the University.*

**HIGH PRIORITY**

**Recommendation 6:** *That the next periodic effectiveness review of the Council in 2024 explicitly consider the impact of the changes to the membership of the Council in terms of its performance, diversity, and the skills it brings to its principal functions.*

**LOW PRIORITY**

**Recommendation 7:** *That a standing Nominations [Sub-]Committee [of the Governance Committee] of the Council be established as soon as possible and that its terms of reference include responsibilities for keeping under review the composition of the membership of the Council, including its profile against the agreed skills matrix, receiving feedback from annual appraisals of members, overseeing individual and programmatic member development, undertaking recruitment, planning succession and maintaining a pipeline of potential new members, and promoting equality and diversity of all kinds in discharging its responsibilities. The [Sub-] Committee would lead the process for all appointments to lay membership of the Council, to the roles of Chair and Vice-Chair, to the role of Senior Independent Governor (see Recommendation 8) and to the positions of Chairs of Council Committees. The Council should choose between these responsibilities being undertaken by a sub-committee of the Governance Committee or a full standing committee of the Council.*

**HIGH PRIORITY**

**Recommendation 8:** *That the Council appoint, on the recommendation of the Nominations [Sub-] Committee, a Senior Independent Governor, who is not the Vice-Chair or a Chair of a Committee of the Council, and whose responsibilities would be to advise the Chair, act as an intermediary for the other members of the Council, be a trusted intermediary between the President and Vice-Chancellor and the Chair as needed, and to lead or facilitate the annual appraisal of the Chair.*

**HIGH PRIORITY**

## 8. THE COUNCIL'S RELATIONSHIP WITH THE SENATE

The Council's relationship with the Senate is of vital importance. The bicameral system of governance embodies the responsibilities and stewardship of the academic community with the legal and corporate responsibilities of the Council. Council has a clear duty to promote excellence in teaching and research. It also has a clear duty to promote and protect the principles of academic freedom and freedom of expression. Mutual understanding of the roles of both bodies needs to be fostered and their complementary powers respected. Under the proposed changes to Ordinance 4 – The Council, the three academic staff members will be appointed in such a way that each College is represented and that one member is a Head of College, one a Head of School, and one is an academic member of staff (excluding the possibility that this third member is a member of professional services). This will preserve a vital link and one which would be further reinforced if those members were aware that their responsibilities included strengthening the mutual understanding of the two bodies on which they sit.

### A Recent Example of the Dual Importance of the Senate and the Council

During the course of this Review, two items came to the fore that illustrate the importance of the relationship. The first was the debate within the University about whether it should adopt the International Holocaust Remembrance Alliance's (IHRA) definition of anti-Semitism (with what have become known as the House of Commons' Home Affairs Committee's caveats), and separately a definition of Islamophobia. This had been discussed at length by UEB, the Equality, Diversity, and Inclusion Committee, and the Council's Governance Committee, all of which had decided to recommend that the definitions be adopted by the Council. The matter then came before the Senate at its meeting in February. The Senate discussion concluded with a decision to defer any decision subject to further reflection. At a subsequent meeting of the Governance Committee, no timetable or process was agreed for taking the matter forward in the light of the Senate's conclusion. But further informal discussions did take place that included a lay member of the Council with relevant expertise, the Chair of the Council, the University Secretary, and some senior members of UEB. This resulted in a discussion paper being presented to the Council that set out the history of consideration of the matter and further background, but with no recommendation. On the basis of the paper's presentation, and the following debate, the Council unanimously resolved not to adopt any definition pertaining to a particular group but to rely on the University's existing policies and procedures for promoting equality and diversity and dealing with discriminatory behaviour. This case illustrates two points: the importance of being clear what matters pertain to the Council and which to the Senate, and when each is required to inform or consult the other while exercising their separate powers; and the importance of the President and Vice-Chancellor and the Chair of the Council leading a debate of this nature that strikes to heart of the University's mission and core values.

### The Senate and Council's Roles in Academic Assurance

The second item was the Council's role in being assured and giving assurance to external bodies about academic quality and standards and how it could perform that role in the

context of the Senate's authority and expertise. There is uncertainty and unease among Council members about the role of both bodies in this respect at present.

Through the opportunity presented by the proposal to create an Education and Student Experience Committee of the Senate, thought should explicitly be given to strengthening the relationship between the Council and the Senate on academic matters. For example, while Wales has a different regulatory regime from England, the question of how the Council can secure most effectively assurance and advice from the Senate on academic quality, standards and the student experience to inform its overall responsibilities would be worthy of consideration. The question too of the role of the Audit and Risk Committee in testing the systems for such assurances is unresolved at present.

Recent experience in other universities, and the knowledge that CUC has of practice across the sector, suggests that the explicit responsibilities given to the Council under the regulatory conditions of the English Office for Student for providing assurance on academic quality and standards, has led to a renewed focus on the Senate's (or Academic Board's or equivalent's) role in providing the evidence and assurance for the Council in this domain.<sup>9</sup> Even for universities in the devolved administrations, like Cardiff, it is both a statutory responsibility and legitimate for a governing body to be assured about the core business of the university.<sup>10</sup> In some universities, the governing body views the role of the Senate/Academic Board as providing assurance on a very important control system, just as the same governing body would seek assurance on for example some other non-academic control system such as health and safety. In others, a dialogue between the Council and the Senate, perhaps through the medium of a task and finish group or brokered by the senior executive leadership team, has led to a joint agreement of how the Senate will seek assurance and present its recommendation to the Council alongside the relevant evidence. The subsequent report may be a process of refinement as both bodies learn that what is required depends not on its length or rich narrative detail but key data and a concise appraisal of the evidence. As one lay member of another university council put it to me: can she conclude from the Senate's report what is excellent and how that will be sustained or further improved, and what is unsatisfactory and how that will be remedied? As trust is built by constructive dialogue, so will the relationship between the two bodies on this key assurance and on other matters be strengthened.

This observation is made in the knowledge that in responding to concerns raised by the QER review of March 2020 about the confusing structure under the Academic Standards and Quality Committee of the Senate the Pro-Vice-Chancellor for Education and Students is consulting on the establishment of an Education and Student Experience Committee of the Senate to bring together discussions on matters relating to quality and standards and student experience. It may be that this review could be the initiator of how information on

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<sup>9</sup> The Office for Student's relevant registration conditions are B1, B2, B3, B4, and B5: see [https://www.officeforstudents.org.uk/media/1406/ofs2018\\_01.pdf](https://www.officeforstudents.org.uk/media/1406/ofs2018_01.pdf) pp.87ff.

<sup>10</sup> HEFCW requires the governing bodies of regulated institutions with degree awarding powers to confirm the following statement annually: "The standards of awards for which we are responsible have been appropriately set and maintained." (<https://www.hefcw.ac.uk/wp-content/uploads/2020/08/Quality-Assurance-Statements-for-the-Governing-Bodies-of-Regulated-Institutions.pdf>)

which the Senate relies is then provided in a relevant and concise form for the Council to provide assurance.

In the wider higher education sector, practice has moved substantially from a time when the suggestion that an audit committee's remit should extend into the academic domain was anathema, to one where the distinctive role of such a committee in giving assurance on the process and system by which the Senate's recommendation about academic assurance is given has largely been accepted. The committee's role is not to provide the assurance itself, or to question the judgement, but to test that the method and evidential base is sound and fit for the purpose. It would now be timely to add this duty to the Committee's terms of reference.

### Involvement by Members of the Council with the Work of the Senate

Other suggestions have been made during the course of my discussions about how to strengthen the relationship between the Senate and the Council. It is helpful for example that the current Chair of the Governance Committee is a member of the Senate's Academic Quality and Standards Committee. In other universities, providing opportunities for particularly lay members of the Council to attend Senate regularly or as part of induction is becoming more common. Some have experimented with informal joint sessions as part of the regular round of meetings. There are even cases of Chairs of Council attending Senates (or their equivalents) but this, as with all these examples, require clear explanation and even written protocols so as not to undermine the authority of the President/Chair of the Senate or to affect the dynamics of the meeting. Cardiff may want to consider attendance at Senate for new members of the Council as part of their induction or for more general ongoing member development; an alternative might be through a buddying system for members of the Senate to invite (with the President and Vice-Chancellor's permission) a lay colleague from the Council to attend meetings with them. The introduction of any scheme would need to be handled with sensitivity, but experience shows that once started and made part of the regular tenor of meetings, the fear in some Senators' mind that there must be a hidden agenda for the attendance of Council members dissipates rapidly.

### The Effectiveness of the Senate

It is not within the scope of this Review to consider the effectiveness of the Senate. The observations and recommendations made here are only through the prism of the mutual relationship between the Council and the Senate. Matters for improving the system of academic governance are currently being taken forward by the Pro-Vice-Chancellor for Education and Students in the light of the QER review referred to earlier. Yet, the effectiveness of the Senate and its partnership with the Council is an almost inseparable matter from many of the topics covered in this Review. There is clearly some discontent from some members of the Senate and no doubt some misunderstanding more generally about what matters are brought to the Senate for discussion and decision and how it can best exercise its critical role in setting and directing the strategy for the academic mission of the University. It is suggested therefore that a discussion is begun to determine when and how a review of the Senate's effectiveness might take place. The best of such reviews in other universities has been initiated by Senates themselves and led by a senior and



respected member with appropriate support from a small group and expert administrative help. One outcome of such a review would be a clear sense of the Senate as a determinative body, accountable for academic quality, standards, and the student experience, and how it gains assurance about the matters for which it is accountable as the senior academic body in the University.

Either as a consequence of that review or separately and sooner, a system of induction of new Senators and a development programme for existing members, perhaps based on the academic leadership programmes of the University, might be a valuable asset in enhancing the experience of being a member of the Senate and the major contribution that is expected of the Senate in fulfilling the core purpose of the University.

**Recommendation 9:** *That the Council consider introducing a scheme of regular attendance by small numbers of lay members of the Council to the Senate on an annual rotation, or to limit such attendance as part of their initial induction or later governor development.*

**MEDIUM PRIORITY**

**Recommendation 10:** *That the Council consider, on the advice of the President and Vice-Chancellor and his senior colleagues, how it can develop a systematic approach with the Senate to receive effective annual assurance on the maintenance of academic quality and standards.*

**HIGH PRIORITY**

**Recommendation 11:** *That the Council formally assign to the Audit and Risk Committee the role of providing periodic assurance on the method and evidential base for the provision of annual assurance by the Senate to the Council on academic quality and standards.*

**HIGH PRIORITY**

**Recommendation 12:** *That discussion take place, led by the President and Vice-Chancellor, about when and how a review of the effectiveness of the Senate might take place. As a consequence of the outcomes of such a review or sooner, a programme of induction for new members of the Senate and opportunities for the development of those serving on it be introduced.*

**MEDIUM PRIORITY**

## **9. THE COUNCIL'S RELATIONSHIP WITH THE WIDER UNIVERSITY AND STAKEHOLDERS**

During the pandemic, the ability of members of the Council to interact with the wider University has been severely limited. Looking ahead, lay members are keen to see the introduction or reintroduction of facilitating their greater understanding and enriching their relationships with academic colleagues and students (Student Voice is dealt with specifically in more detail later in this Report). There are many ideas from informal briefings, lunches, dinners, visits to Schools, using digital technology for poster-style presentations from research groups, webinars, and buddying schemes. The importance of encouraging this kind of engagement both through a formal programme and by facilitating the creation of

individual networks is threefold. Firstly, it deepens the knowledge of the Council member about a particular aspect or discipline in the University: this gives context and understanding to decisions they will be taking. Secondly, it may ensure that what they hear is not always from a particular lobby or interest group. Other voices and conversations, for example, may balance the noise and fury of sector-wide controversies with what they mean for the full spectrum of people who work and study in the University. And thirdly, the enjoyment and a sense of curiosity satisfied or piqued, the excitement about achievements by staff and students, and knowledge of the specific instances of the contribution Cardiff makes to society will all be greatly enhanced by Council members becoming part of the University and its diverse life. Council members with this sense of involvement and deeper knowledge will be better advocates for the University generally and with specific stakeholders in particular.

### Development of Members of Council

One of the major trends in governance that CUC currently detects is the growing investment in governor development. Some development opportunities are formal sessions run by various bodies including AdvanceHE and have their value as part of a tailored programme for individuals on first appointment or from annual appraisal sessions. Other opportunities can be more focused on the University itself. The lessons from digital interaction over the past year make some of these opportunities for strengthening relationships easier and also open up new possibilities. For example, discussion groups, seminars, or poster-style presentations from research groups or departments to members of the Council would lose little from being conducted by video conference but would gain from being joined from work or home without the need for travel. Lunches and dinners hosted by the President and Vice-Chancellor or others would be widely welcomed. Buddying schemes on the other hand have had mixed success in other universities. At their best they create long-standing relationships between individuals that widens both participants' social and professional circles. At their worst, they falter because of time constraints or lack of perceived value. Such schemes need to be evaluated yearly at most and changes made to vary the types of buddy and the befriended.

**Recommendation 13:** *That the induction and development programme for all members of the Council be reviewed by the Nominations [Sub-] Committee to consider whether it most effectively meets general and personal objectives, the latter derived from annual appraisal discussions. Responsibility for coordinating and supporting the programme be vested in the University Secretary and General Counsel.*

**MEDIUM PRIORITY**

**Recommendation 14:** *That the Council initiate a review of a refreshed programme of activities for members of the Council (principally lay members but not exclusively so) to widen their understanding and circle of contacts within the University.*

**MEDIUM PRIORITY**

## 10. RELATIONSHIPS WITH UEB AND PROFESSIONAL SERVICES

Some aspects of the perceived relationship with UEB and, by extension, professional services, have been discussed above. There may be some lingering misapprehension that UEB is an executive body with collective responsibility rather than, as it is, an advisory body to the President and Vice-Chancellor, who is the accountable officer. The misapprehension might be perpetuated by the description of the UEB on the University's website as the senior management team of the University and as the role of President and Vice-Chancellor as the chair of UEB. Just as the relationship between the Senate and the Council is founded upon clarity of their distinctive roles, so must the relationship between UEB and the Council. This goes to the heart of the need to respect the difference between executive and operational responsibilities, and the oversight and stewardship that characterises the governance role of the Council.

### Importance of a Scheme of Delegation

The governance team, led by the University Secretary and General Counsel, has a new comprehensive scheme for the delegation of decision-making under preparation. This will complement the University's Financial Regulations (which for example sets authorised financial limits) and will establish a hierarchy for policy making and the exercise of authority, devolving more to individuals, the UEB, and Committees of the Council. This is an essential project that will help considerably to streamline business in the University and also to reduce the burden on the Council itself, leaving it more able to focus on strategy.

The Powell Review made recommendations about clarifying the status of UEB and new terms of reference have been provided that reflect the Vice-Chancellor's individual authority rather than the collective authority of the Board. The proposed scheme of delegation must specify the powers delegated to UEB and the scope of its authority, vested through the Vice-Chancellor. This is a key point that the Powell Review also makes and was emphasised to me by its author in the course of this Review. This will significantly help in distinguishing between the roles of the executive and the Council. It will also provide the parameters within which UEB can act lawfully and with confidence. The point is reinforced by remarks made to me that when things have gone badly, this can be attributed to fuzziness about where authority lies and by whom it is to be exercised. Another interviewee believes that if the distinction of roles were fully respected it would be easier for UEB to act without always seeking agreement through a submitted paper (which is perhaps another way of making the point about the confidence with which it feels empowered to act).<sup>11</sup>

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<sup>11</sup> It is a mark of Cardiff's status that it was recently chosen by the Welsh Government to be the design and delivery partner for the International Learning Exchange Programme for Wales announced on 22 March 2021. The Programme is in response to the UK Government's decision not to continue its participation in Erasmus+ and will complement the Turing Programme. Cardiff's involvement requires working with an Advisory Board of all stakeholders, and the establishment of a subsidiary company wholly owned by the University. It is commendable that a decision was able to be made quickly to accept the Government's invitation. As the Government said in its statement this is "a complex and challenging as well as exciting" task. There are risks as

## Relationship between the President and Vice-Chancellor and the Chair of Council

Maintenance of the trust required to give real force to what is established by terms of reference and delegation schemes relies very much on a mutually respectful and frank relationship between the Chair of the Council, the Vice-Chancellor and the University Secretary. The history of governance failures in the sector very often have the breakdown of this relationship at their heart, either because of clashes of personality and temperament, or abuse of the proper business of the executive or the governors. Blame quickly develops into acrimony and then dysfunction. This is not the case at Cardiff. But it is a duty of all members of the Council to nurture this critical relationship and to be candid if they have concerns. The role of the Senior Independent Governor (as discussed previously) is a key person in this regard.

The demands of dealing with the pandemic and its consequences has catalysed a very responsive and agile style of management and governance in many universities. That has also been true at Cardiff. Retaining these advantages will be essential. Councils or governing bodies may in the future be less patient with the slow pace of how policy is determined and then transacted in the knowledge of what has recently been possible. Establishing clearly understood premisses for the relationship between UEB and the Vice-Chancellor with the Council through the proposed scheme of delegation is a fundamental element to create the conditions in which the University can continue to be enterprising and nimble and therefore fulfil its potential post-pandemic.

## Culture of Engagement between UEB and the Council

A recent and welcome change of style in how UEB interacts with the Council has been detected by many I have spoken to. This has been in part attributed to the PVC for Education and Students whose interactions with the Council have been characterised by openness, a willingness to ask for advice, and to express uncertainty or seek contribution to the best solution to a problem (e.g. improving NSS scores). Council members also feel well informed by the PVC for Research, Innovation and Enterprise. Generally, Council members have significant respect for the President and Vice-Chancellor and his colleagues but would welcome further adoption of a change of approach such as just described. How members of the Council can feel that they can all play a formative role in strategy and policy is discussed further in a later section of this report.

**Recommendation 15:** *That the completion of the scheme of delegation be prioritised as a matter of urgency both as a matter of best practice, to promote the streamlining of University business, and as a keystone element for the most effective relationship between UEB and the Council and between the President and Vice-Chancellor and the Chair of the Council.*

**HIGH PRIORITY**

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well as benefits. Now the decision has been taken, the oversight of the establishment of the company, the identification of the risks and opportunities and their management must be undertaken by the Finance and Resources Committee and the Council. This case illustrates the need for clarity of roles within a scheme of delegation.

## 11. STUDENT VOICE

As with interactions with members of staff in the University, the last year has muffled the direct voice of students to most members of the Council other than through their colleagues elected from the Student Union or as reported by others. The student community is rich in diversity of types of student and nationalities. It would be impossible for the Council to hear from all of them but there was general agreement that more interaction and different settings for meeting students would be beneficial. The PVC for Education and Students is eager to introduce ways of showcasing student talent and experiences to Council members and this should also be encouraged.

The foregrounding of the importance of student voice in universities has been central to government policy for some time and is embodied in the establishment of the Office for Students in England. This is not the place to discuss the merits or otherwise of empowering students as consumers and emphasising the market elements of higher education. Nonetheless, complementing the expertise and knowledge of the student experience on the Council through its current membership with other student voices would help contextualise major strategic decisions, such as international recruitment or investment in the digital estate, by hearing the views and the experience of individuals across the student body. As with more direct engagement with researchers and those engaged with education, this would also likely be inspiring and animate the Council's understanding of the impact of its decisions.

I have observed in other universities that the necessary financial and legal relationship between a Student Union and the University may hinder the way in which student members who are sabbatical officers in a Union feel able to contribute fully on equal terms with other members. This may be made more difficult if their term on the Council is for one year only (which it often is). (Similar constraints may be felt by non-academic staff members on Council as well although this was not openly expressed to me during this Review.) I found my session with a small group of students, which included a PGR student, a PGT student and two UGs, engaging and illuminating. Their views about the handling of the pandemic, the culture of the University, the inconsistencies between how student voice and feedback (not assessment feedback) is managed in different disciplines and across Schools have informed the observations in this Report and my recommendations. In addition to adopting the kind of ideas proposed by the PVC for Education and Students, less choreographed informal discussions between student groups and members of the Council would not supplant the role or contribution from the student members on the Council but would supplement or contextualise it. Here again, the use of digital technology would facilitate such meetings, as would the adoption of other schemes, discussed earlier, for the wider engagement by members of the Council with Schools and Colleges. In implementing such a scheme, the Council could helpfully learn from the President and Vice-Chancellor's practice, before the pandemic, of regularly hosting cross-sectional groups of students for lunch and hearing about their experiences directly.

**Recommendation 16:** *That in consultation with UEB, the Council consider how it might provide more opportunity for members of the Council to meet with, discuss, and engage with representative groups of students of the University.*

**MEDIUM PRIORITY**

## 12. FORMATIVE CONTRIBUTION TO UNIVERSITY STRATEGY AND KEY POLICIES

Several Council members were insightful about better ways they could contribute to strategy and policy from their own expertise and experience without falling into the trap of taking on quasi-executive responsibilities. Being the critical friend of UEB, scrutinising, and testing the strength of particular proposals are roles better exercised at a formative stage of an initiative or through the relevant committee than at the point of a binary decision to approve or not approve. The formative stage may be at a strategy day, an informal meeting or interactive briefing with the Council, or by ensuring that major proposals are introduced firstly by a discussion or “green” paper at formal meetings. The idea of “green” papers preceding “white” papers was picked up in several discussions. Council members would welcome the opportunity to help co-create policies and strategy in the ways described here; and encourage policies with significant impact being subject to wider consultation before they were involved. Such techniques may be commonly deployed already but refreshing and normalising them as part of the culture of decision-making would be valuable. There is also some dissonance currently about what “consultation” means and with whom it is conducted. Yet care is also needed to ensure that deliberation is not an excuse for failure to act. Often a carefully prepared sequence for discussion and testing before approval will lead to a quicker and better outcome. It may also create the conditions in which swift action with little consultation prompted by an unforeseen opportunity or emergency will be better trusted.

Some years ago, the University of Exeter introduced a system of governance based on what they term dual assurance.<sup>12</sup> This partners a member of the Vice-Chancellor’s Executive Group, who takes responsibility for the management and development of policy in a particular area of business, with a lay member of the Council, knowledgeable in the same area, who provides assurance to Council that this activity is well-managed and that decisions have been reached following due process and appropriate consultation. The stated intentions include to reduce bureaucracy, increase executive decision-making without the need for more committees, empower managers, and to make the most of the talents of lay members of the Council. One can see the benefits in this system but there are also risks of blurring the lines between governance and management (notwithstanding the safeguards in the operational guidelines) and detracting from the responsibility of the Council to exercise collective governance where all members feel able to contribute to key decisions. There is

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<sup>12</sup> See <http://www.exeter.ac.uk/about/organisation/governance/dual-assurance/operation-guidelines/> for a full description of the system

no evidence that any other Russell Group University has followed Exeter, but it is a model worth referring to here as a point of comparison.

One of the elements of Exeter's dual assurance system is the greater use of task and finish groups. In this case, there is a sector-wide trend towards the use of such groups for particular projects or to tackle a particular problem or initiative in depth. They can combine the talents or interests of members of the Council together for a defined period with members of the executive, widening the responsibility to find a solution with a diversity of viewpoints. They may be established by the Council itself or one of its Committees.

The problem of facilitating strategic discussions by a large body such as the Council might also be addressed by the use of digital technology. Several digital platforms have the function of creating "meeting rooms" or "break-out rooms" for small groups. If the business of the Council were to be organised along the lines suggested in the next section, meetings could incorporate pre-arranged groups focusing on a particular topic (subjects that have featured in the period of this Review would be, for example, the balance of spend in the University between staff and other costs, or the dependency on China for a source of international student income).

**Recommendation 17:** *That the Council adopt a systematic approach to involving its members in the formative stages of policy, projects, and strategy. This would include green papers preceding white papers before major decisions were taken, focused strategy days on key themes, the formation of task and finish groups for particular purposes either dependent from the Council itself or one of its Committees, and the potential use of digital platforms to create smaller groups for focused discussion on particular strategic topics.*

**MEDIUM PRIORITY**

### 13. THE BUSINESS OF COUNCIL

#### A Regulatory and Compliance Map

This Review is not intended as an audit of compliance, regulatory standards and requirements. Universities are beset by an increasing burden of monitoring, regulation and oversight both in their core business and as they extend their activities into new fields. The University principally needs to rely on its audit function, assurances from the University Secretary and General Counsel coordinating with responsible officers, and overall scrutiny from the Council's Governance Committee to provide the necessary satisfaction to HEFCW and other agencies. This is work in progress and has been hampered by the demands of the pandemic. It was good to see the systematic mapping of recommendations from recent governance reviews against action taken or in progress at the March meeting of the Governance Committee. It would be best practice to extend that map to all statutory and regulatory requirements imposed on the University for periodic consideration by the Governance Committee. Responsibility for compliance and assurance would remain distributed. The University Secretary and General Counsel should, however, take responsibility for oversight of the overall system (but not responsibility for the individual

elements of compliance). She will ensure that those responsible for each element have effective processes in place to secure the necessary compliance and will provide timely assessment and assurance to the Governance Committee and relevant executive groups about their adequacy.

### Balance between Compliance and Strategy

What is of greater interest to this Review is the balance of attention and time spent on compliance compared with strategy, and the development of a culture of good governance as evidenced in the other themes I have identified. I would hope too that over time that the governance function at Cardiff becomes proactive in how governance and compliance are developed in Wales and more widely. This would mark another step in its maturity and also create new value for the University by being an agent rather than a patient in the adoption of sector-wide policies.

The University Secretary and General Counsel has a programme of work to improve the management of the business of the Council (and its committees). Unsurprisingly, there was near-universal dismay about the length of agendas, meetings, and volumes of paper and when those papers were circulated. Words like “onerous”, “juggernaut”, “overwhelming” were used. The April 2021 Council agenda contained 37 agenda items and 266 pages. This is a familiar problem in other universities but seems severe at Cardiff. Also familiar is the balance to be struck between Council as the final body for technical approval for many items (its “rubber-stamping” role was often referred to) and its formative and scrutinising roles. One interviewee expressed the view that agendas were not sufficiently curated – papers were driven by supply rather than demand and there was too little structured management of any particular agenda. One role of the University Secretary and General Counsel is to ensure that information provided to the Council is timely, appropriate and enables informed decision-making. This may mean, by agreement with the President and Vice-Chancellor and the Chair of Council at agenda planning meetings, not accepting some proposed items, providing editorial advice regarding recommendations, and requesting clarity and brevity from authors.

### The Structure of Council Agendas

There is currently a structure to Council agendas. Further steps could be taken. Reports to the Council from its committees and the Senate could be noted and any recommendations approved without further discussion as part of the preliminary business of the Council, unless any member of the Council has called in a particular report or recommendation 24 hours before the meeting. (If the process of formative involvement has been followed as already recommended, it is unlikely that any recommendation from a committee needing formal approval from the Council would be controversial: anything of that magnitude would almost certainly qualify as a strategic matter requiring separate Council consideration.)

### A Strategic Operational Plan and Strategic Indicators

An annual rolling strategic operational plan for Council and its committees should also be adopted to manage the flow of business and priorities. This would build upon the planner



that is currently used to track business. The strategic operational plan would be prepared for the beginning of each new committee year and identify, ideally after discussion with the Council/major Committees at their last meetings of the previous committee year, what topics those Committees and the Council should discuss at formal meetings and more informal strategic meetings in the year ahead. The topics would relate to fulfilment of the strategic plan *The Way Forward* and would obviously need adjustment depending on new opportunities or challenges that arose as the year progresses. It would therefore be a dynamic plan but give executives and Council members the opportunity to prepare and plan ahead. This approach works well in other universities with which I have worked. The initial identification of topics could flow naturally as part of the annual reflection of committees and the Council on their own effectiveness.

There should be an explicit focus at each meeting of the Council on the key “existential” issues that drive the strategy and for which time series indicators and benchmarks would be provided to mark progress against them. This would revive a practice that was adopted before the pandemic, but which was not continued when weighed against other priorities at that time. The strategic planning team should be encouraged to discuss with colleagues from peer universities the type of single-page dashboards or infographics now more commonly used to present such data. Exemplars can also be mined from the corporate and other sectors. The data might highlight key concerns or risks that would then be the focus of strategic discussion at an away-day or the next meeting. It would also be this standing item that would present the evidence, required by the Governance Charter, on the indicators that were a proxy for measuring the gap between the desired and actual culture in the University.

#### Preparation of Papers and Accompanying Evidence

Further steps could be taken to impose greater discipline on the production of short executive papers to a common format that presented options and open questions (at the formative stage of deliberation). This would more likely elicit appropriate questions and contributions from the Council; optional detail or data would be relegated to the exhibit or reading room function in the electronic board pack. Opportunities should be given to members of the Council to contact the author before a meeting for discussion or explanation if necessary. It would also be best practice for the originating author to have the opportunity to present the paper to the Council or the relevant committee rather than always a member of UEB (if a UEB member is not the principal author). The Council then has the opportunity to question the expert and this is also good for the professional development of the individual.

#### Role of the University Secretary

Changes that are made to the management of business for the Council and its committees needs also to be adopted *mutatis mutandis* for the Senate and its committees. The division of responsibilities between the University Secretary and General Counsel and the Academic Registrar also needs further exploration. In the course of this Review, I did not interview the Academic Registrar whose views, and those of the Chief Operating Officer, need to be canvassed. There is however a strong case that the University Secretary and General

Counsel should have oversight or formal coordination over all governance arrangements in the University to enable her to carry out her role effectively. (Some universities are more explicit about the role of the University Secretary with regard to the Senate: in the Universities of Sheffield, Leeds, and Durham, for example, the University Secretary is also formally appointed as the secretary to the Senate, even though the performance of the duties is delegated.) This extension of the University Secretary and General Counsel's role would not require a change of line management or the displacement of the Academic Registrar and his team who service academic governance committees. Those roles should be carried out by those most familiar with the area under consideration and will remain a vital part of their development as expert practitioners. But authority over the flow of business, its format, and production should be given to the University Secretary and General Counsel.

**Recommendation 18:** *That the governance team create a map of all statutory and compliance conditions or obligations imposed on the University, including the person or team responsible for each one, their status, and actions underway where full compliance is not indicated. The map should be reviewed regularly by the Governance Committee. The role of the Governance Committee might be reviewed to take account of the establishment of a Nominations Committee with the responsibilities recommended earlier in this Report, and to ensure that there is clarity about its role in oversight of regulatory compliance and the Audit and Risk Committee's role in assurance and risk.*

**HIGH PRIORITY**

**Recommendation 19:** *That an annual rolling strategic operational plan of Council business and the business of its principal Committees be developed ahead of each new committee year to manage the flow of business and to identify coverage of those topics that would enable fulfilment of the University's strategic plan.*

**MEDIUM PRIORITY**

**Recommendation 20:** *That the practice be revived of presenting a set of agreed key indicators to each meeting of the Council including those that would enable it to measure the status of organisational culture.*

**HIGH PRIORITY**

**Recommendation 21:** *That the University Secretary and General Counsel work with senior colleagues on UEB and with the Chair, Vice-Chair, and Chairs of Committees of the Council on improvements to the management of business and its presentation taking into account the proposals made in this Review.*

**MEDIUM PRIORITY**

**Recommendation 22:** *That, following consultation with the individuals and bodies concerned, a decision be taken as to whether the remit and the scope of the role of University Secretary and General Counsel be extended to include authority and oversight of all governance arrangements in the University.*

**HIGH PRIORITY**

## 14. FUTURE CHALLENGES AND OPPORTUNITIES

There is strong agreement about the challenges and opportunities facing Cardiff. These are articulated in the *Way Forward: Recast Covid-19* and its sub-strategies. The pandemic has had a serious impact but many of those I have spoken to can see that it has also pointed the way to working differently and setting new priorities. Cardiff must become financially sustainable, the single most cited ambition that interviewees raised with me. Progress has been made but other pressing questions will bear upon long-term stability and the headroom for investment. There is a growing agenda of major strategic issues facing all universities: investment in digital education, content, and the pedagogic skills required for blended and online education; the outcome of the promised student funding review in England and its wider impacts across the Nations; major problems about the affordability of pensions and the impact of changes to costs and benefits on staff morale and organisational culture; the impact of the results of the REF; changes in international student markets and the financial consequences of those; the culture wars besetting campuses; the UK government's intention to legislate on freedom of speech duties; and the rising concerns about staff and student well-being are ones that most universities would cite.

There is in addition to these UK-wide topics, a significant agenda of change in Wales. The proposed establishment of a Commission for Tertiary Education and Research (CTER) in 2023, a new Welsh Government sponsored body, would lead to the dissolution of the HEFCW and create a regulated tertiary sector shortening further the arms-length relationship with government. How and whether the approach taken to funding by the CTER will rectify the perceived historic under-funding of teaching and research in Wales is unknown. In that context, and in addition to the impact of the REF results in 2022, the implementation of the recommendations of the Reid *Review into Research and Innovation in Wales* will be material to the University.<sup>13</sup> Other impending initiatives such as the International Learning Exchange Programme, to be developed and administered by the University, referred to earlier in this Report, and the establishment of the new North Wales Medical School at Bangor University will also be of significance to the University's strategy.

The role that effective and efficient governance can play to identify, advise on and establish the priorities for Cardiff in this complex landscape will be vital to its future. This report and the discussions that have led to its completion will I hope be of value to members of UEB, the Council and the Senate as they discharge their different but interlocking responsibilities for the success of the University.

**Jonathan Nicholls**

May 2021

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<sup>13</sup> The Reid Review can be found at: <https://gov.wales/sites/default/files/publications/2019-04/review-of-government-funded-research-and-innovation-reid-review.pdf>

## **ANNEX: SUMMARY OF RECOMMENDATIONS**

### **HIGH PRIORITY RECOMMENDATIONS**

**Recommendation 1:** *That regular informal sessions be timetabled between members of the Council and the President and Vice-Chancellor, accompanied as he wished by selected members of the UEB.*

**Recommendation 2:** *That normally all scheduled briefings and discussion sessions be open to all members of the Council.*

**Recommendation 5:** *That the Council consider and adopt a protocol for the balance between digital and in-person meetings and how digital technology can be used to enhance engagement by its members with different groups and individuals in the University.*

**Recommendation 7:** *That a standing Nominations [Sub-]Committee [of the Governance Committee] of the Council be established as soon as possible and that its terms of reference include responsibilities for keeping under review the composition of the membership of the Council, including its profile against the agreed skills matrix, receiving feedback from annual appraisals of members, overseeing individual and programmatic member development, undertaking recruitment, planning succession and maintaining a pipeline of potential new members, and promoting equality and diversity of all kinds in discharging its responsibilities. The [Sub-] Committee would lead the process for all appointments to lay membership of the Council, to the roles of Chair and Vice-Chair, to the role of Senior Independent Governor (see Recommendation 7) and to the positions of Chairs of Council Committees.*

**Recommendation 8:** *That the Council appoint, on the recommendation of the Nominations [Sub-] Committee, a Senior Independent Governor, who is not the Vice-Chair or a Chair of a Committee of the Council, and whose responsibilities would be to advise the Chair, act as an intermediary for the other members of the Council, be a trusted intermediary between the President and Vice-Chancellor and the Chair as needed, and to lead or facilitate the annual appraisal of the Chair.*

**Recommendation 10:** *That the Council consider, on the advice of the President and Vice-Chancellor and his senior colleagues, how it can develop a systematic approach with the Senate to receive effective annual assurance on the maintenance of academic quality and standards.*

**Recommendation 11:** *That the Council formally assign to the Audit and Risk Committee the role of providing periodic assurance on the method and evidential base for the provision of annual assurance by the Senate to the Council on academic quality and standards.*

**Recommendation 15:** *That the completion of the scheme of delegation be prioritised as a matter of urgency both as a matter of best practice, to promote the streamlining of*

*University business, and as a keystone element for the most effective relationship between UEB and the Council and between the President and Vice-Chancellor and the Chair of the Council.*

**Recommendation 18:** *That the governance team create a map of all statutory and compliance conditions or obligations imposed on the University, including the person or team responsible for each one, their status, and actions underway where full compliance is not indicated. The map should be reviewed regularly by the Governance Committee.*

**Recommendation 20:** *That the practice be revived of presenting a set of agreed key indicators to each meeting of the Council including those that would enable it to measure the status of organisational culture.*

**Recommendation 22:** *That, following consultation with the individuals and bodies concerned, a decision be taken as to whether the remit and the scope of the role of University Secretary and General Counsel be extended to include authority and oversight of all governance arrangements in the University.*

#### **MEDIUM PRIORITY RECOMMENDATIONS**

**Recommendation 3:** *That the lessons learnt, and the practices adopted, about how to communicate and consult swiftly and effectively through the pandemic become part of a new approach for a post-pandemic internal communication strategy.*

**Recommendation 4:** *That consideration be given to an annual meeting for all members of the University with the Council, perhaps on the same (or an adjacent following day) as the meeting at which the financial statements are approved. Brief presentations would be made, and pre-submitted questions answered.*

**Recommendation 9:** *That the Council consider introducing a scheme of regular attendance by small numbers of lay members of the Council to the Senate on an annual rotation, or to limit such attendance as part of their initial induction or later governor development.*

**Recommendation 12:** *That discussion take place, led by the President and Vice-Chancellor, about when and how a review of the effectiveness of the Senate might take place. As a consequence of the outcomes of such a review or sooner, a programme of induction for new members of the Senate and opportunities for the development of those serving on it be introduced.*

**Recommendation 13:** *That the induction and development programme for all members of the Council be reviewed by the Nominations [Sub-] Committee to consider whether it most effectively meets general and personal objectives, the latter derived from annual appraisal discussions. Responsibility for coordinating and supporting the programme be vested in the University Secretary and General Counsel.*

**Recommendation 14:** *That the Council initiate a review of a refreshed programme of activities for members of the Council (principally lay members but not exclusively so) to widen their understanding and circle of contacts within the University.*

**Recommendation 16:** *That in consultation with UEB, the Council consider how it might provide more opportunity for members of the Council to meet with, discuss, and engage with representative groups of students of the University.*

**Recommendation 17:** *That the Council adopt a systematic approach to involving its members in the formative stages of policy, projects, and strategy. This would include green papers preceding white papers before major decisions were taken, focused strategy days on key themes, the formation of task and finish groups for particular purposes either dependent from the Council itself or one of its Committees, and the potential use of digital platforms to create smaller groups for focused discussion on particular strategic topics.*

**Recommendation 19:** *That an annual rolling strategic operational plan of Council business and the business of its principal Committees be developed ahead of each new committee year to manage the flow of business and to identify coverage of those topics that would enable fulfilment of the University's strategic plan.*

**Recommendation 21:** *That the University Secretary and General Counsel work with senior colleagues on UEB and with the Chair, Vice-Chair, and Chairs of Committees of the Council on improvements to the management of business and its presentation taking into account the proposals made in this Review.*

#### **LOW PRIORITY RECOMMENDATION**

**Recommendation 6:** *That the next periodic effectiveness review of the Council in 2024 explicitly consider the impact of the changes to the membership of the Council in terms of its performance, diversity, and the skills it brings to its principal functions.*