

In October 2012 the College and the Council approved the creation of a Project Board to oversee and direct work to evaluate the effectiveness of the Council and to consider what revisions might be necessary to College Statutes and Ordinances. The Board decided that to conduct a deep review of the effectiveness of the College's governance arrangements it was wise to supplement a survey of Council members and members of the senior management team with a study of alternative models in operation in the HE sector, with a view to identifying examples of best practice.

Members of the Secretariat have been in discussion with 16 other universities regarding the governance arrangements operating in their governing bodies. 13 pre-1992 universities were identified by the Strategic Development Unit as being the most likely to serve as appropriate comparators, given their similarity to Royal Holloway in size, their degree of research focus, and their status as direct competitors for students in many cases. The Project Board identified 3 post-1992 universities that might provide very different sets of governance arrangements which could serve to broaden our thinking about what is required for effective governance. The universities surveyed were Bath, De Montfort, Durham, the University of East Anglia, the University of East London, Exeter, Goldsmiths, Kings, Kingston, Lancaster, Queen Mary, Sheffield, Southampton, Surrey, Sussex, and York.

In December 2012 and January 2013 each university was contacted by email and telephone with follow-up visits in two cases. Many universities reported interest in seeing the results of the benchmarking survey.

In parallel, the Royal Holloway branch of the UCU has also been surveying its members about governance arrangements in the College, through Council and Academic Board, and benchmarking our arrangements (size of bodies and levels of academic staff representation) against universities in the Russell Group and the 1994 Group.

The Project Board identified a number of questions to ask of each university. This report presents the summary of the information received for each. The responses of post-1992 universities have only been distinguished from those from pre-1992 universities where there was noticeable difference between the two groupings.

a) How effective is the governing body at maintaining a focus on key priorities?

13 universities reported that their governing body works effectively. A number of reasons were given for this and/or for recent improvements in effectiveness, including

- Well Chaired meetings
- Well serviced meetings
- Major items of business first on agenda
- Papers circulated a week in advance
- Papers for information only not being circulated in paper form
- Papers offering clear summaries of major issues and actions required
- Knowledgeable lay members (long-serving, or well-briefed through visits or emails)

3 universities were less positive; one governing body was characterised as adding little value, one was characterised as having been too narrow in focus until recently, and one is hampered by low attendance levels.

b) How does the governing body handle the sharing of information?

6 universities standardly use cover sheets and/or paper templates that encourage authors to provide clear executive summaries of the issues at the outset, with additional information supplied in appendices, or on share points, or by request to the authors in advance of the meeting. In all cases these templates include sections for discussion of implications for risk and for financial modelling, and in one case additionally for discussion of implications for equality and diversity. In one case the cover sheet asks authors to detail all previous committee discussions by committee and date.

All 6 of these universities have found that it is possible to present shorter papers without making it impossible for the governing body to hold management to account. This is achieved by ensuring that detailed information is made available to any and all members who request it or require it by virtue of their serving on the specialised governance committees. In one case, the move to summarised papers has been further strengthened by imposing a 2-minute rule when people speak to their own papers in governing body meetings.

7 universities publish minutes of governing body meetings routinely (with redaction of commercially or otherwise sensitive matters) while the remaining 9 only do so in the face of FOI requests. 2 universities stated that they had never had a request for minutes to be publicly available.

c) How does the governing body maintain oversight of key risks?

10 universities (including all 3 post-1992 institutions) consider risk at every meeting. 1 considers risk twice yearly and 2 raise the issue at least once yearly. However, 3 universities are presently working to build risk monitoring into routine business after a period of variable or infrequent oversight of risk registers.

d) What is the size of the governing body and how many are staff members?

Sizes vary widely; results are summarised in the table on the following page. The term "Senate" is used throughout whether an HEI uses this term or "Academic Board". Royal Holloway's own arrangements are clearly marked.

5 of the 16 institutions surveyed (all of them pre-1992 institutions) rely on a process of nominations or interview in the selection of all or most of their academic representation on their governing bodies.

One other university has more than one member of non-academic staff serving on its governing body.

Every university has one or two students serving as members on its governing body, in almost all cases this being two students.

Size of governing body	Number of non-SMT staff
13	1 academic elected (not from Senate)
17	2 nominated from Senate, 1 non-academic elected
18	2 academics elected from Senate, 1 non-academic elected
18	3 academics elected from Senate, 1 non-academic elected
18	5 nominated from Senate, 1 non-academic elected
20	3 nominated from Senate, 1 non-academic elected
21	8 staff, all nominated, but this includes 3 or 4 places for VPs, rest via advert
21	5 staff: 4 academic elected (1 per Faculty for 3, 1 from whole group), 1 non-academic elected
22	5 academics elected from Senate, 1 non-academic elected
22	4 academics elected from Senate, 2 non-academics elected
23	3 academics elected from Senate
23	3 academics elected from Senate
23	6 academics and 1 non-academic appointed after advert & interview
24	3 academics elected from Senate, 1 other academic elected, 1 non-academic elected
25 RHUL	<i>1 academic elected from Senate, 2 other academics elected, 3 non-academics elected</i>
25	1 academic nominated from Senate, 2 academics elected, 1 non-academic elected
26	4 academics elected from Senate, 1 other academic elected, 1 non-academic elected

e) How is responsibility divided between members of the governing body?

4 universities reported very little formal division of responsibility between members, i.e. no formal division beyond identified roles of Chair and Treasurer.

12 universities have a more structured and visible division of responsibility, this being achieved in a number of ways. The most frequently used method for dividing responsibility (in 9 universities) is to allocate all/almost all lay members to at least one area of business covered by a core committee, and for the leaders of these committees (in most cases) to be recognised as a more senior group of lay members. 2 universities have moved to allocating business or functional areas to specific governors as a way to generate in-depth knowledge that can feed into committee and governing body meetings. 1 university, Exeter, has moved away from the traditional committee structure to a dual assurance model, where 9 lay members of Council each work closely with one senior manager in the University, meeting monthly for in-depth discussions of key areas of business and decision making.

2 universities have explicitly asked their governing body members whether they wish to adopt the dual assurance model in recent reviews of governance, in both cases members opting to retain the committee reporting structure.

f) What are the formal arrangements for members of the governing body to visit the university?

3 universities have minimal visiting between governors and the university, without even regular meetings between the Chair and the VC.

5 universities operate with basic formal arrangements for regular meetings between the Chair and the VC and the Registrar, and between the Treasurer and the Director of Finance.

8 universities have gone far beyond this with additional formal or long-established visiting arrangements. 4 hold meetings of all the committee chairs between full governing body meetings, and an overlapping set of 4 stage frequent visits to departments or service areas for individuals or small groups from the governing body. 1 stages a number of breakfast meetings of the SMT with sub-groups of the Council to ensure familiarity with one another's work.

One post-1992 university recently piloted the idea of pairing individual governors with individual Faculties or functional areas to foster visiting and deep understanding of core issues and have found this so helpful that it will be continued. Another post-1992 university invites some members with particular skills or experience to prepare reports on areas of special concern, for the VC (with support from Secretariat).

g) How are meetings organised?

There is wide variation in the number of times that university governing bodies meet each year.

Number of meetings	Number of universities
3	3
4	4
5	3
6	5
7 or 8	1

These figures exclude away days held to discuss strategy or receive presentations; 13 universities hold these annually. In most cases away days are one full day in duration, with 2 universities adopting the same tradition as Royal Holloway of including an overnight stay.

There is also wide variation in meeting times and in catering provision.

Time of meetings	With full meal?	Number of universities
Mornings (starting between 8.30am & 10.30am)	No meal offered	2
	Lunch offered afterwards	2
	Dinners organised separately	1
		Total of 5 for mornings
Early afternoons (starting between 1pm & 2pm)	No meal offered	1
	Lunch & visit to dept. before meeting	1
	Dinners organised separately	1
		Total of 3 for afternoons
Late afternoons (starting between 4pm & 5pm)	No meal offered afterwards	2
	Dinners organised separately	2
	Canapés & drinks offered afterwards	2
	Dinner offered afterwards	2
		Total of 8 for evenings

5 universities have moved to holding 2 or 3 dinners per year on days that feature no governing body business, for social mixing of governing body members. In 2 cases, these are attended also by the members of the SMT. In 3 cases, speakers (internal or external) give short presentations about key issues facing the university to facilitate more informal and lengthy discussion than would be possible at a full meeting of the governing body.

h) What administrative support is in place to support the work of the governing body?

There is some variation in administrative provision. The larger Secretariats also handle related governance matters such as student disciplinary procedures or also serve SMT board meetings or Senate meetings. The smaller Secretariats are reliant on other service areas to provide secretarial support for sub-committees and support for the Chair of Council.

Number in Secretariat	Number of universities
1	1
approx. 1.5	2
2	5
3	8

Royal Holloway’s Secretariat comprises 4 people (3 permanent, 1 fixed term) of whom only 2 serve Council as part of their job, amounting to approximately 1.5FTE.

i) When were the Statutes or Articles of Government last reviewed?

None of the three post-1992 universities have made changes to their Articles of Government in recent years. This was not an unexpected finding, as they have been written more recently than have the Statutes and Charters of pre-1992 institutions.

All 13 pre-1992 universities have reviewed their Statutes recently:

- 1 makes changes to a few Statutes each year
- 1 completed full review with major changes in 2007
- 2 completed full reviews with major changes in 2009
- 3 completed reviews with minor changes in 2010
- 3 completed full reviews with major changes in 2011/12
- 2 started reviews in 2010 and are resourcing major changes now
- 2 are starting full reviews now (1 is also 1 of those who made changes in 2010)

j) How is succession planning managed?

All universities rely on their nominations committee to look 2-3 years ahead and to future-scope to identify gaps in the skills of the governing body that might open up in future. 2 universities routinely engage head-hunters to bring in skilled individuals who are not already known to the institution, finding that this offers the possibility of a greater diversity of potential members than can an external advert. 3 universities report it is challenging to simultaneously satisfy gaps in skills matrices and to increase diversity in the governing body.

1 university requires that skills be clearly in evidence on a potential lay member's CV before that person is appointed – self-identification of skills does not suffice for the completion of the skills matrix.

1 university appoints additional lay members to specialised committees such as Estates or Finance where existing lay members of Council do not have the skills or the availability to serve.

k) What are the induction arrangements?

Universities are more or less systematic in their preparation of induction support for new members. 2 universities are actively developing more thorough induction programmes, 1 to be offered as a full day course for new members and a refresher for long-serving members, the other delivered as a series of small events or meetings over the course of a member's first year. Most universities supplement their standard induction arrangements with bespoke meetings or training sessions designed to meet individual members' needs and interests. 3 universities make a lot of use of LFHE courses, and 1 university used to but finds in-house training more effective.

Nature of induction	Number of universities
Information pack only	2
Info pack & half day (individual members or small group)	7
Info pack & annual full day (all new starters at that time)	4
Full day course	2
Year-long programme	1

1 university provides new members with a 'buddy' member who has served for a year or more; these pairs meet between circulation of papers and meeting of governing body to discuss any acronyms or jargon in advance.

2 universities have produced significant documents of advice for members of their governing bodies covering their roles and responsibilities so that all members are aware of the point of all the processes in play and are also aware of how to handle any potential conflicts of interest.

End of report
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March 2013