Queen Mary
University of London

Governance effectiveness review

Outcome requested:	Council is asked to **consider**:
	[a] a report on governance effectiveness undertaken by Advance HE;
	[b] Governance Committee's commentary and recommendations on the report.
Executive Summary:	Earlier this year, Governance Committee commissioned Advance HE to undertake a scheduled full and robust review of governance effectiveness. The review report is attached in full, alongside a summary of Governance Committee's own reflections and recommendations on the report.
QMUL Strategy	Effective governance supports all elements of the strategy.
Internal/External regulatory/statutory reference points:	Charter and Ordinances CUC Higher Education Code of Governance
Strategic Risks:	Compliance with the ongoing conditions of registration with the OfS.
Equality Impact Assessment:	The review report considers and offers suggestions on the diversity of Council.
Subject to prior and onward consideration by:	The review report was considered by Governance Committee on 12 September 2022.
Confidential paper under FOIA/DPA	No
Timing:	The CUC Higher Education Code of Governance sets an expectation that governing bodies review their own effectiveness every three years.
Author:	Jonathan Morgan, Chief Governance Officer and University Secretary
Date:	30 September 2022
External sponsor:	Lord Clement Jones, Chair of Council

Governance effectiveness review

1. Governance Committee met on 12 September 2022 to consider the governance effectiveness review report and discuss the findings with the lead reviewer from Advance HE. While Governance Committee does not accept all the findings and recommendations in the report, the lead reviewer shared additional information in the meeting which helped to define the proposals in this paper. The report includes some more basic suggestions which will be taken forward where appropriate.

Membership, culture and behaviours

2. The lead reviewer explained in the meeting with the Committee that different expectations emerged regarding the governance role of Council and its members compared to what is expected from non-executive directors on corporate boards. The findings and recommendations on membership, culture and behaviours need to be interpreted in this context. Governance Committee therefore is not proposing to review the membership of Council, on the basis that the current size and composition of Council are not obvious barriers to meeting effectiveness and align with norms at other Russell Group universities. As well as a review of induction and training arrangements for Council members (see paragraph 6 below), however, the following actions are worth considering:

    a) review the number of, and arrangements for, attendees at Council and committee meetings to ensure that the majority of external members is enacted in practice;

    b) review and develop guidelines on the use of hybrid meetings, and expectations regarding in-person attendance, to ensure that meeting dynamics are as effective as possible.

3. Differences in the way internal members experience meetings and perceive their roles are also worth considering in this context. Across the sector it is recognised that internal members of governing bodies can feel both responsibility to speak for the group of staff who elected them and concern about the impact on wider working relationships of asking challenging questions of the executive team in governance meetings. While the report considers the need to resolve these tensions within the culture and behaviours at Council meetings, there are also practical issues that may be contributing to the strength of feeling reflected in the report. For example, the process of nominating and electing internal members from within each faculty or service possibly reinforces misconceptions about their representative role. Furthermore, the lack hitherto of comprehensive staff engagement data at Council leaves a gap that internal members may feel asked or compelled to fill. The recommendation in the report to incorporate indicators of culture in strategic risk management, and the suggestion to incorporate strategic workforce planning in the terms of reference of committees, are also relevant in this context. The following actions may therefore be worth considering:

    a) clarify the role of Council and committees in relation to staff engagement data, strategic workforce planning, and indicators of culture in the context of strategic risk management, in line with actions previously identified to strengthen alignment with the CUC Code;

    b) consider whether staff members should be nominated and elected from across the University, rather than from within individual faculties or services, to signal their independence and fill positions from the widest possible pool.

Induction and development

4.   The Report recommends greater emphasis on Council's legal and regulatory responsibilities (including academic assurance) in induction, and providing all Council and co-opted committee members with annual opportunities to refresh awareness of their responsibilities and understanding of the institutional and sector context. Our approach to induction has changed significantly in recent years in response to feedback. While views inevitably differ, new members generally value most of all: the flexibility to work at their own pace; opportunities to ask questions of senior staff; and mentoring opportunities with experienced Council and committee members.

5.   One of the learning points from the pandemic is also that online activities can be an effective way of increasing participation and providing flexibility. This approach can work equally well for induction and refresher training if it is underpinned by regular in-person engagement. For student members, for example, the report suggests quarterly meetings with the Chair.

6.   In order to take forward the recommendations on induction and development, Governance Committee proposes to establish a small task and finish group of Council and co-opted committee members to develop proposals for the Committee on:

     a)   the content and design of induction and refresher training;

     b)   mentoring and review arrangements;

     c)   topics on which external input to the training would add value;

     d)   arrangements to help co-opted committee members stay in touch;

     e)   how induction and training arrangements should be evaluated going forward.

Academic governance and assurance

7.   Council's increasing role in relation to academic governance was highlighted as an area of focus going into the effectiveness review. The report makes two recommendations: create and share an overview of the relative responsibilities of Senate and Council as an initial step towards a full review of academic governance; and establish a task and finish group to examine the effectiveness of the relationship between Council and Senate to provide an appropriate level of academic assurance for stakeholders. While there is unquestionably a need to clarify and optimise the relationship between Council and Senate, a broader view of academic governance and assurance would arguably help Council members to understand the inter-relationships with strategic risks and controls in relation to the student experience, attainment, retention, employability and staff engagement, and the role and effectiveness of delegated leadership.

8.   In order to take forward the recommendations on academic governance and assurance, Governance Committee proposes that the Secretariat should:

     a)   create and share a more comprehensive overview of how relevant issues are considered by Senate and Council;

     b)   develop dedicated training for Council members (see paragraph 6 above);

     c)   as part of a broader review of internal governance, report to Council on the effectiveness of Senate and the basis on which it gives assurance to Council.

Governance effectiveness at Queen Mary University of London

Report of findings from a review and recommendations to Council

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Authors: Jan Juillerat, David Langley and Zulum Elumogo
Advance HE

Draft Final 12 July 2022

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1. Executive Summary

Queen Mary University of London (QMUL) commissioned 'a full and robust review' of governance effectiveness, which took place between January and June 2022. Overall, we found evidence of good governance, with some significant strengths in governance foundations, and some areas that require the attention of the Council to ensure governance is effective in practice.

The operational foundations of effective governance are in place – the structures, systems and processes – and enacted to enable governance to be practised effectively; we found evidence of rigorous review against compliance and for continuous improvement.

The commitment of all parties involved in governance and leadership of the University to the Queen Mary mission and ambitions is evident and strong. The 2030 Strategy is well embedded and relevant KPIs and reporting cycles ensure Council has high-level oversight of performance. We identified the need to clarify and emphasise the role of Council in academic governance and assurance, to ensure compliance and provide assurance to stakeholders that it is practised actively.

QMUL governance benefits from highly-motivated, skilled and capable members, including co-opted members, bringing a range of work and life experiences, although there remain challenges in terms of the perception of board diversity, culture and inclusion, in membership and practice of governance. We recommend and suggest some approaches to build the balance of board membership, and to support dialogue and engagement, including stakeholder engagement.

We identify a number of recommendations and suggestions for Council, based on our findings and the stated commitment of all parties to act on feedback and work for continuous improvement. In most areas these are inter-related and an integrated approach will be beneficial.

We acknowledge and thank those who have provided invaluable support to enable us to conduct this review, in particular Jonathan Morgan, Chief Governance Officer, and Nadine Lewycky, Assistant Registrar (Governance); and, we are grateful for the openness and engagement of the many individuals who contributed to the review.

Jan Juillerat, David Langley and Zulum Elumogo

July 2022

2. Recommendations and suggestions

This report makes 7 recommendations and 14 suggestions. These are presented in the relevant section of the report and collated below for ease of reference. Recommendations are primary findings and merit the direct attention of the Council and the Executive. Suggestions typically address more operational or developmental aspects of governance and are for the attention of the Chief Governance Officer and Governance Committee.

Queen Mary University London last conducted an independent review of governance effectiveness in 2019, from which a large number of recommendations were made. At the time of that review, the Chair and President and Principal had been in post c18 months, and a number of areas were under development, including the ambitious *2030 Strategy*. QMUL has actively followed up the feedback from the 2019 review and considerable enhancements to practice are evident from the information available for the current review; these include governance processes, strategic development, performance oversight and reporting and strategic risk.

In the period following the 2019 review, the regulatory context and framework for providers in England has also changed, and the emphasis on the role of the Board in academic assurance given more emphasis; compliance relating to academic assurance is identified by QMUL as an area for ongoing improvement.

It is also evident that QMUL has continued to develop and ensure governance effectiveness throughout the Covid-19 pandemic, which has challenged many universities to focus on the immediate and real-time agility. This is to be commended. The pandemic response has impacted planned opportunities for Council engagement with students, and other impacts are noted in the report.

We have added an additional suggestion below, which is not anchored in any one area of the review framework, but relates to the visibility and celebration of achievement and success at QMUL.

Recommendations
Recommendations: Induction and Development
+ We **recommend** greater emphasis on legal and regulatory responsibilities of Council and members in induction, with specific attention to academic assurance.
+ We **recommend** all Council members and co-opted members are provided with regular (annual) opportunities to refresh awareness of the member responsibilities, and understanding of current sector and institutional issues.
Recommendations: Membership
+ We **recommend** the Governance Committee review the membership of Council, to ensure there is sufficient strength in student membership and the majority of external governors is enacted in practice. This could allow for a reduction in membership, aligned with trends in the sector, without loss of expertise.

Recommendation: Culture and behaviours

+ We **recommend** time is set aside at a future strategy/away day to develop and articulate the desired culture of Council, and define the indicators or attributes of this culture. Once articulated, it is the responsibility of all members of Council to demonstrate the associate behaviours, and to challenge where these are not practised.

+ We **recommend** the Audit and Risk Committee seek to identify or incorporate indicators of culture, against strategic risks, in controls and mitigations, and the outputs are reported through the routine review of strategic KPIs to Council.

Recommendations: Academic Governance and Assurance

+ We **recommend** an initial step towards a full review of academic governance and assurance is for the governance team to bring together the various roles and responsibilities of Senate and Council in one document, which can be shared with Senate and Council to provide additional clarity on roles and highlight the relationship between the two bodies.

+ We **recommend** Council establish a task and finish group with several members (including, if possible, those with academic experience to provide an informed perspective, which could include Senate members, students and staff) to examine the effectiveness of the relationship between Council and Senate to provide an appropriate level of academic assurance for stakeholders.

Suggestions

Suggestions: Induction and Development

+ We **suggest** the Governance Committee consider providing access to resources and occasional external speakers, to maintain Council's knowledge and awareness of EDI.

+ For student members, we **suggest** quarterly review meetings with the Chair, to support inclusion and development.

+ We **suggest** an ongoing feedback process annually, involving members of Council, facilitated by the Vice Chair, to ensure the Chair's objectives respond to the priorities of the institution and Council.

Suggestions: Board Diversity

+ We **suggest** the Governance Committee consider diversity in succession plans for committee chairs and other roles.

+ We **suggest** the Governance Committee consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics (including sexual orientation, disability, religious beliefs) to

improve understanding of inclusion at QMUL Council and diversity information of Council membership (as a whole) is published in the Council membership pages.

+ We **suggest** Governance Committee consider some practices to signal board commitment to diversity, for example, Board Apprentice programmes and reverse mentoring for Council members (by students).

Suggestions: Committees and Processes

+ We **suggest** the regulatory, statutory or compliance aspects of agenda items are more expressly stated when items are presented to Council or committees, in effect 'signposting' Council responsibilities where relevant.

+ We **suggest** routine declaration of conflicts of interest in meetings, to enhance timely and documented transparency.

+ We **suggest** the Governance Committee review the committee structure, specifically Finance and Infrastructure and Remuneration committees, to determine whether there is value in more reporting, oversight and scrutiny of human resources at committee level, and assurance to Council.

Suggestions: Strategy and Performance

+ We **suggest** Council discuss and agree whether there is value in receiving a wider range of insights, to provide assurance on performance, and how culture and values are lived in QMUL. These could also serve as leading indicators for metrics.

+ We **suggest** Council and the Executive revisit and review its strategic ambitions and communication specifically around aspects of financial and environmental sustainability, perhaps as part of a mini strategy refresh, and create an additional KPI for environmental sustainability

+ We **suggest** Council and committee chairs consider ways to encourage more forward-thinking strategic discussion time in committee agendas, building on the ideas in this report.

+ We **suggest** Council undertake a stakeholder mapping exercise, aligned with identified strategic priorities and KPIs for the University (1, 2, 5, 6, 13 and 14). This mapping exercise would inform a shared understanding of stakeholder engagement for QMUL and the outcomes for Council identified, including provision of assurance and reputational impact.

Suggestion: Celebrating Success

+ We **suggest** QMUL Council and Executive review and communicate to stakeholders annually the range of awards, external benchmarks and other accolades earned by the institution, its staff and students.

3. Introduction

Queen Mary University of London (QMUL) commissioned Advance HE to undertake a routine external review of governance effectiveness, which took place between January and June 2022. The objectives of the review were to focus on the effectiveness with which QMUL Council:

+ supports delivery of the University's Strategy and pandemic response;

+ gathers a range of stakeholder views and provides public information and assurance;

+ assesses compliance with the Higher Education Code of Governance, the HE Senior Staff Remuneration Code, the HE Audit Committees Code of Practice and the Regulatory Framework for Higher Education in England, in particular those aspects that have changed since 2019.

Core areas to be addressed, in the context of the three areas of focus, include:

+ the size, composition and terms of reference of Council and its standing committees;

+ the skills, experience and diversity of Council and its standing committees and arrangements for the recruitment, induction and development of members;

+ meeting arrangements, the timetabling of emerging and recurrent business, and the suitability of information provided to members;

+ the effectiveness of decision making and dynamics in meetings;

+ Council's effectiveness at providing support and constructive challenge for the Senior Executive Team through formal and informal interactions while observing a proper distinction between governance and management, and the responsiveness of the Senior Executive Team;

+ the interfaces between Council, Senate and the Students' Union and the extent to which these are underpinned by shared values and understanding of roles and responsibilities;

+ the impact and visibility of Council to the wider University community and its effectiveness in communicating with these constituencies and understanding their views.

Annex Two details the framework and methodology used in conducting the review.

4. Enablers of effective governance

4.1 Scope

The enablers of governance are the factors that provide the foundations for effective governance and the building blocks on which governance rests. Without these enablers being in place it is highly unlikely that governance can be effective; the enablers by themselves do not ensure effectiveness but rather create the necessary conditions for effectiveness.

4.2 Capability, competence and diversity

4.2.1 Capability and Competence

The overall capability of Council to lead and govern the University is sound. Our interactions and skills matrix provide evidence of the impressive skills, capability and professional standing of external members, and strong student and staff member profiles. We note ongoing focus and prioritisation of board diversity, not limited to protected characteristics, through the most recent and previous recruitment processes for external members, and some loss of diversity due to recent turnover of Council members. The review survey identifies there are some gaps in how well this approach is understood:

+ *Recruitment practices to fill board vacancies are effective, transparent, and enable a diverse pool of candidates to be appointed* (71% Agree, 9% below benchmark)

While QMUL would naturally want to recruit for an outstanding Council, the language in the recruitment text (November 2021) seeking 'outstanding individuals', and 'executive and thought leaders' could serve to self-exclude potential applicants at different career stages or from less structured career backgrounds. This strength can bring its own challenges for Council, for example, the seniority and standing of members may moderate the richness of lived experience that brings diverse perspectives to the table.

The survey scores for Governing Body membership are some of the lowest, at 79% positive:

+ *Has an appropriate range of skills and experience* (10% below benchmark)

+ *Provides a range of approaches to problem solving* (1% below benchmark)

+ *Discussions at and decisions made by the governing body are informed and challenged by different perspectives and ideas* (9% below benchmark).

The skills matrix provided (2019, noted for updating) sets out a large range of appropriate skills for an effective Council membership and good coverage in the mapping of Council members. The matrix shows the balance of skills and knowledge of *Academic and/or student life* rests with staff and executive members; in our review we found a lack of HE sector/academic/research or related regulator knowledge and understanding in the external

membership (other than Chair). This could impact on Council's effective oversight of academic assurance (see sections 4.2.2 and 6.7 below).

We also note in the 2019 matrix the relatively low weight of *Local Community* skills/involvement, which contrasts with the prioritisation of the University's Vision and Mission, although there is unquestionable commitment to this as evidenced in recent recruitments. We understand this remains a priority for recruitment of Council members.

One addition survey response indicates some further attention is needed:

+ *All governing body members demonstrate up-to-date knowledge and confidence in discussions of equality, diversity and inclusion matters* (67% Agree).

On the latter question, reviewing the responses of only governing body members, 25% *Disagree* with the statement and 13% Don't know.

In contrast, we heard confidence and ambition from some members of Council in relation to EDI plans and performance.

We **suggest** the Governance Committee consider providing access to resources and occasional external speakers, to maintain Council's knowledge and awareness of EDI. See also section 4.2.3 below.

Induction

Induction processes were reported to have improved and developed considerably for more recent recruits to QMUL Council. Based on the feedback from this review there remain some areas for development. Co-opted members fed back to the review that their induction experiences were insufficient, although in process terms, co-opted members currently receive the same induction as other external members of Council. There is an evident need to ensure co-opted members are able to contribute effectively to committees, with a good understanding of the wider strategy and priorities for Council, and a sense of being 'part of' the governance of the University. We noted co-opted members are included in strategy/away days for Council, which all found positive. We **recommend** co-opted members are included in an ongoing awareness and development programme for Council members (see development recommendation below).

Student and staff members typically have shorter terms on governing boards and induction is more important to enable them to build confidence and effectiveness in the exercise of their roles. Staff members at QMUL are appointed for the same four-year term as external members, while the student member term is aligned to the office of SU President. Both categories of membership will often have no or limited board experience on joining, and therefore the clarity of role and what is expected is likely to need more emphasis at induction. The potential for actual or perceived conflict of interest should be addressed at induction, and encouragement given to participate fully as an equal member of the Council, in accordance with the CUC Code[1],

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[1] The Higher Education Code of Governance (September 2020)

'*All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members.*'

Based on the levels of awareness presented to this review and the increasing emphasis on the roles and responsibilities of the governing body, we **recommend** greater emphasis on legal and regulatory responsibilities of Council and members in induction, with specific attention to academic assurance. This has been noted in response to the previous review and already has the attention of the governance team and Governance Committee.

We understand a buddy scheme has been put in place and the Vice Chair keeps in touch with new members of Council, which can be support the new governor experience of feeling welcomed and included (noted below in relation to diversity). Opportunities to learn about the governance role within the HE sector through external providers should continue to be available for new and existing members, and attendance encouraged.

Performance, training and development

Annual review meetings take place with the Chair of Council; these are described as 'light touch' and supporting use of the skills and strengths of individuals in committees and other aspects of governance. The benchmarked survey scores for this area are strong:

+ *Effective reviews of governing body members' individual contributions are conducted periodically* (71% Agree, 16% above benchmark)

For student members, we **suggest** quarterly review meetings with the Chair, to support effectiveness in role.

The Chair of Council has experienced a recent 360 and very rigorous review for appointment to second term. We **suggest** an ongoing feedback process annually, involving members of Council, facilitated by the Vice Chair, to ensure the Chair's objectives respond to the priorities of the institution and Council.

Members of Council have access to development and training. The Chief Governance Officer ensures regulatory and other changes to accountability are communicated to Council; however, this does not appear to translate into rigorous understanding of responsibilities for all members:

+ *The governing body receives the clear and prompt information it needs to be fully informed about its legal and regulatory responsibilities. This includes, but is not limited to, the OFS* (88% Agree, 4% below benchmark)

'*I suspect that if put on the spot very few council members would be able to articulate what their legal and regulatory responsibilities as members of council are.*'

This is one of a number of areas where there is evidence of good governance practice, which does not resonate with the feedback from the survey and interviews. We observed and saw papers of specific agenda item updates from the Chief Governance Officer to Council and for other items cover papers make clear reference to '*Internal/External Statutory/Regulatory reference points*'. In addition to the recommendation above about

induction, we **suggest** the regulatory, statutory or compliance aspects of agenda items are more expressly stated when items are presented to Council or committees, in effect 'signposting' Council responsibilities where relevant.

QMUL mapping against the CUC Code (1.2) has identified consideration of '*more targeted training for members on the regulatory and legal requirements of their role'*. We **recommend** all Council members and co-opted members are provided with regular (annual) opportunities to refresh awareness of the member responsibilities, and understanding of current sector and institutional issues.

4.2.2   Size, Composition and Terms of Office

QMUL Council consists of 21 members. In size and composition, it is average for the type of institution, although we suggest some potential changes to composition and the sector trend generally is reducing size of governing bodies. Analysis undertaken at the UCL Institute of Education (in 2019) of the size and composition of the governing bodies of 120 English universities indicates that the average size of university governing bodies was at 19 (18.7), down from 25 (in 2005) and 21 (in 2014) (see Annex Three).

The numbers and categories of membership is consistent with the established composition of QMUL Council; however, our observations and review information indicate this does not translate into a good balance of membership to support effective governance. Current student membership is limited to one, plus one in attendance; on a board of 21 this is not effective. As a priority, student membership should be increased to two full members of Council, which will help to strengthen the student voice and build diversity of perspectives around the table.

We also found the numbers of staff membership potentially unhelpful for board balance. Five staff members can feel like 'representatives' (more so the Senate member) and, these voices have the potential to hold the academic and related space in discussions, especially where the skills and experience of *Academic and/or student life* (skills matrix, see 4.2.1 above) of external members is limited. Current composition of Council, in addition to staff members, includes two nominees to Council from the Executive, making a total of seven 'internal' members, plus the President and Principal; when the other Executive or senior staff are in attendance, the external membership (of 12) is not to the fore (although technically in the majority) and this affects the balance of informed externality and perspectives brought to discussions and decisions.

We **recommend** the Governance Committee review the membership of Council, to ensure there is sufficient strength in student membership and the majority of external governors is enacted in practice. This could allow for a reduction in membership, aligned with trends in the sector, without loss of expertise.

4.2.3   Board Diversity and Inclusion

QMUL is founded on inclusion and diversity; the mission speaks of, 'a truly inclusive environment, building on our cherished cultural diversity' and this was referenced throughout

our review. As noted above, those involved in recruitment of external members stressed attention is paid to ensuring diversity on Council, and the current focus of Governance Committee is on bringing more diverse perspectives onto Council, rather than meeting skills gaps.

The comment below summarises some of the issues presented through the review:

'The governing body is well represented in terms of gender, but greater diversity in relation to ethnicity would further enhance the breadth of experience on the Board. It would be good to have representation from key local community stakeholders and other important business connections for East London and the Docklands. Changes to the above two points could increase the range of different approaches to problem solving.'

Board diversity is a national issue in UK Higher Education. The data analysis report for Advance HE collaborative Board Diversity Practice Project 2021 identifies the challenges of inconsistent data collection for benchmarking, as well as the variations across the sector. In terms of trends, the report cites expert views that HE governance often mirrors corporate and societal trends. The qualitative research conducted as part of this project, aligned with prior research from HESA (Higher Education Statistics Agency) data from 2018/19 and 2019/20 shows that gender representation on HE Boards is approaching 50% male, 50% female, although there are reported disparities between men and women in terms of feeling welcomed, included and taken seriously (Advance HE, 2020). In 2021 ethnic diversity was the focus for boards seeking to diversify. The progress and experiences for QMUL are therefore broadly consistent with the sector trends.

The Higher Education Board Diversity and Inclusion Toolkit published in November 2021, and the project report above, provide more detailed insights into sector data and trends. QMUL does not experience some of the barriers to diversity of other institutions; the volume, strength and diversity of applicants for recent recruitment was noted, and the diverse local demographic (a barrier cited by many institutions) is a strength.

The meetings we observed were scheduled towards the end of the working day, which is a positive and proactive practice to support the attendance of all members. Scheduling helps external members with work commitments to contribute, which in turn supports age diversity as well as the benefit of current skills and knowledge. Hybrid meetings have continued post-Covid and remote meeting was used by some members for all meetings we observed; again, this practice supports attendance and inclusion (but see also Section 5 below).

One of the challenges for QMUL board diversity we found during this review are the contrast between the perceived diversity of the Council membership and the diverse student population and communities it serves. The lowest scored survey question, with the highest proportion of disagree responses, is about governing body diversity:

+ *Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity* (63% Agree, 29% disagree)

Although more positive,

+ *Governing body membership: Reflects the organisation's key stakeholders* (83% Agree, 17% disagree)

Acknowledging the comments relating to age diversity of Council (which will not reflect the student profile), overall in the survey and interview/focus group feedback people stated there is more to be done on board diversity, ethnic diversity in particular. This is reflected in the current recruitment focus of the Governance Committee. One approach to bring younger people onto the board is to draw on the pool of people who have been student members of university boards (of other institutions). These individuals have good skills and experience and can be highly effective external members, bringing an added dimension to the board's thinking.

In addition to recruitment, we **suggest** the Governance Committee consider diversity in succession plans for committee chairs and other roles, for example, if Council decides in future to appoint a Senior Independent Governor (see 4.3.1 below).

Lived experiences and some protected characteristics are not always visible; however, there are opportunities to enhance transparency. We **suggest** the Governance Committee consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics (including sexual orientation, disability, religious beliefs) to improve understanding of inclusion at QMUL Council and diversity information of Council membership (as a whole) is published in the Council membership pages.

In addition, we **suggest** Governance Committee consider some practices to signal board commitment to diversity, for example, Board Apprentice programmes and reverse mentoring for Council members. Reverse mentoring of external Council members by (suitably trained) students, will enhance the profile and visibility of Council, promote a positive view on commitment to diversity, build inclusive cultures and support awareness of student experience (but not a substitute for engagement, see Section 6 below).

The Parker Review[2] offers some insights to practice and progress on ethnic diversity of UK FTSE 100 boards, in addition to the suggestions above.

4.2.4 Board remuneration

On a matter related to both Council size and diversity, whilst university governance continues to primarily be a volunteer model, we recognise that demands are increasing on governing bodies. In others sector remuneration of board members is common. There is still no consensus in the English HE sector about whether it is necessary and/or appropriate to remunerate governors. Mapping against the CUC Code identifies the QMUL Charter does not provide for remuneration of members.

QMUL reports good numbers of candidates for external member roles; however, the increased demand and expectation of governors at QMUL was raised during this review of

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[2] Independent review by Sir John Parker into the ethnic diversity of UK boards (2022)

governance effectiveness, and the consideration of pay also raised. This is an area where the Governance Committee may wish to keep abreast of sector trends.

For reference, we offer an analysis and commentary on the pros and cons of remunerating Council roles in Annex Four.

4.3 Policies, structures and processes

4.3.1 Key roles

Three key roles lead effective governance in any university; the Chair of Council, the University Secretary and the Vice Chancellor. At QMUL, three highly experienced individuals occupy the roles of Chair, President and Principal and Chief Governance Officer. The Chair and Principal have both been reappointed for further terms, undergoing a very rigorous review, involving colleague and stakeholder feedback. The Chief Governance Officer was appointed to his current role, having joined QMUL as Academic Registrar and Secretary to Council, and the CGO role is at executive level.

All three individuals bring experience of working in other institutions and governance within and outwith the HE sector. This provides a strong basis for effective governance practice at QMUL. The relationships are professional and enacted through structured meetings and communications, with clear understandings of expectations.

Turning to the role of a Senior Independent Governor. This remains unusual in UK HE, whereas it is common practice in private sector governance for a Senior Independent Director (SID) to be appointed. Their role can be seen as an important aid to good governance; to help advise the Chair, to be an intermediary for other members of the Board and to help facilitate an annual appraisal of the Chair. There can be a number of benefits including a voice and a sounding-board for other governors to sense check the effectiveness of the governance arrangements. We note this has been considered by the Governance Committee, in the context of compliance with the CUC Code, and remains under consideration. The role description of the current Vice-Chair has been updated to include some SIG responsibilities.

4.3.2 Practices

We found considerable attention paid to compliance with codes, regulators and other conditions, which is enacted as a matter of good practice and a way of working. Self-assessment of effectiveness is built into the committee cycles and we heard openness from chairs of committees to ensure effectiveness. Recent mapping against the CUC Codes has been undertaken and the narrative of evidence and actions needed is clearly helpful for development of practice.

4.3.3 Structures and Processes

Committee structures are well established and Terms of Reference are kept up to date, to meet the requirements of governance. Committee chairs are experienced and capable,

providing good leadership and steers for members. Membership of some committees has been extended recently to include student members, as well as staff members (except Audit and Risk). There is active succession planning for committee chairs and clear processes for appointments to committees. *Effective governance structures and processes* is one of the highest scoring sections of the survey.

We were informed of the processes to set agendas and there are pre-meetings of committee chairs and, prior to Council, with the Chair of Council, where matters arising from committees can be shared and discussed together. We observed appropriate reporting to Council from Committees, which provides transparency and assurance. We note and support the consideration of removing the provision for reserved business in the Ordinances.

There is an up-to-date register of interests on the Council web pages and guidance on disclosing interests is being updated in response to recent institutional learning. One practice we did not observe is the routine declaration of conflicts of interest at the beginning of meetings, and relating to agenda items. This is good practice and identified in the CUC Code, '*All members have a duty to record and declare any conflicts of interest'*, to ensure transparency. The Governance Committee is considering development of a separate Conflict of Interest policy, and we **suggest** this practice is included, to enhance timely and documented transparency.

One area of governance oversight that is not included in terms of reference of committees is human resources. Council responsibilities are established in the QMUL Charter, and delegations from Council to the President and Principal are set out in Part B of Ordinances[3] *Staff of Queen Mary University of London*, reported to Council within this delegation. Given the prominence of people matters in the HE sector currently, and the increasingly complex and dynamic academic and research career landscape, there may be value for QMUL Council from more depth and rigour in human resources oversight, monitoring and assurance at committee level.

We would encourage QMUL Council to consider people resource as part of the integrated approach to resources more widely, i.e., financial, estates and digital infrastructure, which together enable delivery of strategy and plans. This can range from ways of working and delivery of learning and student experience post-Covid, where hybrid and remote practices place co-dependencies on estate and digital infrastructure, to student recruitment caps, international strategies and anticipated people resource requirements/agility to ensure quality and consistency of student experience. Routine reporting at committee level of a range of workforce data and trends, benchmarked with sector and comparator data, can provide useful metrics for Council, and potential leading indicators for KPIs. Correlation of indicators, while not linear, can be insightful, for example, the proportion of teaching staff undertaking CPD or other quality/compliance measures for teaching quality with *NSS Teaching on my Course* scores.

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[3] Approved by Council July 2017

We **suggest** the Governance Committee review the committee structure, specifically Finance and Infrastructure and Remuneration committees, to determine whether there is value in more reporting, oversight and scrutiny of human resources at committee level, and assurance to Council.

4.3.4   Information to Council

QMUL demonstrates some best practice in the provision of committee and Council papers and documents. While these could continue to be refined in terms of length and focus, the quality of the papers was commended, and cover sheets and executive summaries are very good. This is clearly a collaboration between the governance team and SET, who articulated a strong focus on purpose and outcomes from papers to the governing body.

From the survey:

+ *The governing body is well informed about likely changes in the external environment and any major implications for governance that may result* (96% Agree, 3% above benchmark)

Use of [Convene](#), enables ease of access and review and annotation of papers, and is well used and well regarded by members.

We heard from both Council and Executive an openness to providing information and responding to requests. Council members report good transparency on KPIs and metrics, '*a lot of performance data'*, presented regularly to Council. Members noted these by their nature tend to be retrospective and quantitative; we found members would like more 'real-time' information and insights to capture the felt experiences of students and staff in particular. We note the CUC Code, '*An effective governing body …. receives assurance that the prevalent behaviours in the institution are consistent with its articulated values'* and the QMUL Values in Action framework (see sections 6.3 and 6.6. below).

In addition, a number of those involved in the review questioned whether Council should have better visibility of information at the level of schools, aware of the variability beneath the high-level metrics. Council meetings include 'deep dive' items (recommended in the 2019 review), which have included student experience and outcomes data by School/Institute, to enable Council to gain more insight into the different challenges and impacts across the University. The QMSU Presidents' Report is scheduled for every meeting of Council and, those we saw, identified a range of current matters relating to student experience and priorities.

The regular communications from the President and Principal are welcomed and information during Covid was timely and helpful. Post-Covid, there is more need for more attention to information and communication to Council, as the University returns to fully focus on the longer-term strategic priorities.

We **suggest** Council discuss and agree whether there is value in receiving a wider range of insights, to provide assurance on performance, and how culture and values are lived in QMUL, for example, the staff survey was raised at the Council meeting we observed and is

to be conducted this year. These insights could also serve as leading indicators for metrics, such as NSS. It may be effective to collate the range of insights and information already provided for Council under the relevant strategy area/KPI, to present to members a more explicit and tangible map of the relationship between agenda items, data and information and performance oversight.

Section 4 Recommendations:

+ We **recommend** greater emphasis on legal and regulatory responsibilities of Council and members in induction, with specific attention to academic assurance.

+ We **recommend** all Council members and co-opted members are provided with regular (annual) opportunities to refresh awareness of the member responsibilities, and understanding of current sector and institutional issues.

+ We **recommend** the Governance Committee review the membership of Council, to ensure there is sufficient strength in student membership and the majority of external governors is enacted in practice. This could allow for a reduction in membership, aligned with trends in the sector, without loss of expertise.

Section 4 Suggestions:

+ We **suggest** the Governance Committee consider providing access to resources and occasional external speakers, to maintain Council's knowledge and awareness of EDI.

+ For student members, we **suggest** quarterly review meetings with the Chair, to support inclusion and development.

+ We **suggest** an ongoing feedback process annually, involving members of Council, facilitated by the Vice Chair, to ensure the Chair's objectives respond to the priorities of the institution and Council.

+ We **suggest** the regulatory, statutory or compliance aspects of agenda items are more expressly stated when items are presented to Council or committees, in effect 'signposting' Council responsibilities where relevant.

+ We **suggest** the Governance Committee consider diversity in succession plans for committee chairs and other roles.

+ We **suggest** the Governance Committee consider methods to improve data visibility, encourage governors to share a wider range of unseen protected characteristics (including sexual orientation, disability, religious beliefs) to improve understanding of inclusion at QMUL Council and diversity information of Council membership (as a whole) is published in the Council membership pages.

+ We **suggest** Governance Committee consider some practices to signal board commitment to diversity, for example, Board Apprentice programmes and reverse mentoring for Council members (by students).

+ We **suggest** routine declaration of conflicts of interest in meetings, to enhance timely and documented transparency.

+ We **suggest** the Governance Committee review the committee structure, specifically Finance and Infrastructure and Remuneration committees, to determine whether there is value in more reporting, oversight and scrutiny of human resources at committee level, and assurance to Council.

+ We **suggest** Council discuss and agree whether there is value in receiving a wider range of insights, to provide assurance on performance, and how culture and values are lived in QMUL. These could also serve as leading indicators for metrics.

5. Working relationships and board room behaviours

5.1 Introduction

Good governance requires more than the development of processes, since it is built on strong relationships, honest dialogue and mutual respect. Working relationships and boardroom behaviours are fundamental to effective governance. Some relationships are pivotal, including effective working between the chair of the governing body and the head of the institution, and other roles set the tone and expectations for governance behaviours.

5.2 Culture and ways of working

The revised CUC Code (2020) identifies culture as a core element of governance effectiveness, including,

5.4 An effective governing body has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.

5.5 An effective governing body ensures the Board culture reflects the articulated values and culture of the institution. It also receives assurance that the prevalent behaviours in the institution are consistent with its articulated values.

We found clear and consistently expressed commitment of all involved with this review to the vision and mission of QMUL. Social mobility and education were strongly cited and for some external members in particular this came from lived experience. Members of Council said they are proud to be part of QMUL. The survey responses on governing body commitment to organisational culture and values are 100% positive:

+ *The governing body demonstrates an understanding of and commitment to the organisation's vision, ethos and culture* (5% above benchmark)

And:

+ *The governing body displays the values, personal qualities, and commitment necessary for the effective stewardship of the organisation* (92% Agree, 4% below benchmark)

The interviews and focus groups we conducted elicited a strength of feeling that is unusual in our experience. Of particular note is the polarisation of perspectives on governance relationships and behaviours, which emerged strongly throughout the review process. A vocal minority (primarily but not exclusively students and staff) one end of the spectrum expressed low levels of trust, perceived lack of transparency and a high degree of control in the meetings and relationships of Council. At the other end of the spectrum, a minority (primarily more established members and executive) identified exemplary ways of working at Council.

A minority of those interviewed felt the culture of inclusion during Council discussions was sub-optimal and they sometimes felt unable or unwilling to contribute. Others interviewed commended the Chair of Council for his effective stewardship of discussion at meetings and, 'excellent relationships and behaviours'. Nevertheless, those who felt marginalised for whatever reason had strongly held views and this warrants the attention of the whole Council.

We acknowledge there were some highly visible, potentially contentious and emotive matters for Council's attention while the interviews and focus groups were taking place. The Council was also re-establishing in-person activity, at the end of a long period of remote meetings and engagement due to Covid restrictions. This context is important in understanding the strength of feeling expressed to the review team; and, the divergence of views on governance culture and behaviours is worthy of specific note in relation to the resilience of Council relationships at times of challenge.

Disagreement can be a positive indicator of governance culture. For example, the Charity Governance Code[4] emphasises 'a culture where differences can be aired and resolved' as an outcome of effective governance, and notes in effective governance,

'Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where trustees can constructively challenge each other'.

Responses to survey questions about working relationships and boardroom behaviours are positive overall:

+ *The governing body role in providing constructive challenge is:* **Understood** *and accepted by both members and the executive* (92% Agree, 2% above benchmark)

+ *The governing body role in providing constructive challenge is:* **Undertaken** *effectively* (88% Agree, 1% below benchmark)

Noting the difference is in the range, Strongly Agree drops from 42% – 33% and Strongly/Disagree scores rise from 8% - 12%, across these two questions. In our observations of meetings, we found a good level of questioning and challenge to the Executive, as well as support.

Mutual trust underpins the capacity of a board to manage and work effectively with different views and perspectives, which in turn supports collective accountability and more value from governance. There are some relevant survey responses:

+ *Discussions at and decisions made by the governing body are informed and challenged by different perspectives and ideas* (71% Agree, 16% Disagree, 9% below benchmark)

25% of Council members *Disagree* that discussions and decision are informed and challenged by different perspectives.

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[4] https://www.charitygovernancecode.org/en

QMUL Council membership encompasses an impressive range of skills, expertise and lived experience; there are also a number of new external members of Council, recruited for diversity of backgrounds, whose contributions to the Council dynamic will still be working through. The issues of culture identified to the review team present a risk that the opportunity to gain maximum value from the membership in decision-making may be lost.

The student and staff members of Council face particular challenges in exercising oversight of the Executive performance; these members often experience a conflict of interest, and moderate their contributions accordingly. This was reported to us consistently. The presence of student and staff members at Council should not be a proxy for engagement with these stakeholder groups, but remains a tension for those members. Some reporting to Council was perceived to be more positive than the experiences of students and staff on the ground as communicated to student and staff members, who cited lack of transparency and engagement with the stakeholders they engaged with.

The student and staff members can feel pressure to be representatives; again, this is clearly not the role, noting the CUC Code, *'All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members'.* Another facet of the 'representation' dynamic of staff members is the current staff member composition and numbers, as referenced in section 4.2.2 above, and related recommendation.

Strengthening the student membership of Council and engaging with diversity initiatives, such as reverse mentoring (see above), will support a positive governance culture. Relating to the points in Section 4, board diversity offers differing ways of thinking about and reacting to situations, thus injecting greater scrutiny and perspective into institutional practices. An effective governance culture creates space where insight and contributions from all members can be elicited and debated. Without attention to building relationships and trust, constructive challenge can be lost, members can limit themselves to their specialist contributions and this will lead to a failure to embed and achieve shared ownership of decisions as well as a failure of collective accountability.

There is clearly a complex picture; the issue is how to respond in a way that strengthens and enhances governance effectiveness. The opportunity is the commitment of members to support the vision, mission and values of the University. Post-Covid, organisations are taking a more proactive approach to balance the opportunities of remote engagement for boards, including making meetings more accessible and potentially broadening diversity. Return to in-person meeting and strategy/away days in particular, provides opportunities for members of Council to develop of relationships, with each other and with the Executive. This, in turn, promotes trust and capacity to share and test different perspectives in meetings and effective, collective decisions and actions.

We **recommend** time is set aside at a future strategy/away day to develop and articulate the desired culture of Council, and define the indicators or attributes of this culture. Once articulated, it is the responsibility of all members of Council to demonstrate the associate behaviours, and to challenge where these are not practised.

There are also some more focussed activities that promote openness and dialogue about culture.

+ Taking a culture lens to areas of strategy can be an effective way for Council and Executive to discuss together institutional culture.

+ Feedback from new members of Council, including student and staff members, on their perceptions and experiences of board culture, could be elicited by the Vice-Chair and fed into induction and development plans.

+ Consider how the University's Values in Action would be demonstrated at Council.

+ Recruitment consultants may have valuable insights from candidates' perceptions of board culture.

+ Consider external perspectives, for example, other stakeholders or partners, who may have experience of engagement with Council members.

The Higher Education Audit Committees Code of Practice (2020)[5] identifies a broad role for Audit Committees in providing assurance to regulators and stakeholders and states, *Culture is critical here: it is not just about ethical behaviour, but a culture across the organisation.* In wider UK reporting, the Financial Conduct Authority and Financial Reporting Council emphasize the importance of focus on culture, to create value and to avoid risk.

Building on the QMUL strengths in risk management (see section 6.5 below), we **recommend** the Audit and Risk Committee seek to identify or incorporate indicators of culture, against strategic risks, in controls and mitigations, and the outputs are reported through the routine review of strategic KPIs to Council.

5.3 The Management / Governance boundary

Inherently associated with board culture is how the boundary between governance and management is expressed, understood and navigated by the Council. This is not black and white, it changes over time and depending on the circumstances of the organisation and wider circumstances for the sector; this has been most evident for institutions through the response to Covid 19.

In recent years the OfS have placed new and specific expectations on boards of HE institutions which has in turn placed increased responsibilities on governing bodies to understand management issues and activities, particularly in order to provide assurances over compliance matters, including academic assurance. How to encompass external changes and meet responsibilities is necessarily worked out through the management - governance relationship. The QMUL Ordinances, Delegation Framework and member role description address the relative roles and responsibilities, and relationships necessary for the proper separation of the governance and executive management of the University.

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[5] https://www.universitychairs.ac.uk/wp-content/files/2020/06/CUC-HE-Audit-Committees-Code-of-Practice-doc-FINAL-260520.pdf

As with other aspects of governance at QMUL, we found a range of perspectives on how the management – governance relationships and behaviours are demonstrated in practice. The survey scores identify,

+ *Working relationships between governing body members and the organisation's executive are transparent and effective* (83% Agree, 6% below benchmark)

+ *There is a genuine and shared understanding about, and commitment to ensure effective governance by both the governing body and the executive* (83%, 9% below benchmark)

We were informed there is strong reliance on the Executive to inform Council and to lead thinking on changes and challenges in the external environment. We also heard examples of Council members being directive and occasionally forming a view without a good understanding of history and complexity.

Overall, we heard and observed the governing body members and Executive maintaining an appropriate boundary between governance and management, examples of proper and helpful due diligence, and a balance of support and challenge. On the latter point, students suggest there is 'no culture of constructive challenge' by Council. It is interesting to note Council members perceive there is a more comfortable dynamic in support for the Executive rather than challenge; members of the Executive generally feel they experience considerable challenge from Council.

One-to-one relationships between external members and executive leads were described as positive, open and effective.

In thinking about how governance and management at a basic level, the Advance HE induction guidance offers the following:

Table 1   Advance HE Role of the Governor and of Management

ROLE OF GOVERNOR	DEMARCATION LINE	ROLE OF MANAGEMENT
+ Setting the mission and strategic plan based upon recommendations from management	This is often a fluid line but must always be based on mutual trust	+ Identifying the activities necessary to deliver the mission and strategic plan
+ Ensuring effective management systems exist to implement and deliver the strategic plan		+ Establishing effective management systems to deliver the strategic plan
+ Monitoring performance		+ Determining and delivering the activities that will achieve desired performance
+ Approving the overall annual budget		+ Approving departmental budgets at a micro-level
+ Approving and monitoring systems of control and accountability		+ Establishing and working within systems of control and accountability
+ Ensuring compliance with legislative responsibilities		+ Demonstrating compliance with legislative responsibilities

Section 5 Recommendations:

+ We **recommend** time is set aside at a future strategy/away day to develop and articulate the desired culture of Council, and define the indicators or attributes of this culture. Once articulated, it is the responsibility of all members of Council to demonstrate the associate behaviours, and to challenge where these are not practised.

+ We **recommend** the Audit and Risk Committee seek to identify or incorporate indicators of culture, against strategic risks, in controls and mitigations, and the outputs are reported through the routine review of strategic KPIs to Council.

6. Outcomes and added value

6.1 Scope

The outcomes of a governing body address the extent to which a governing body 'adds value'. The value added by Council is not synonymous with the performance of the institution itself; that would be to place the totality of the institution's accomplishments at the door of the governing body. It would also call into question what value the governing body is bringing over and above that provided by the staff and students.

Some outcomes should be relatively generic and uncontentious, for example the governing body ensuring:

+ Institutional financial sustainability.

+ That planned outcomes agreed as part of the strategic plan are regularly monitored, assessed and reported.

+ That defined quality levels for the student experience are being achieved.

These examples place an emphasis upon the assurance role of the board. There will also always be a range of other assurance related outcomes specific to a provider's context, for example as regards major capital investment programmes.

Effective governing bodies not only discharge their role as regards assurance but also materially shape the institution's future strategy and direction of travel. They seek to have a positive overall impact on the institution's performance, resilience, and reputation such that external and internal stakeholders have a high degree of confidence in the organisation. They offer value to the executive through informed externality, that combines critical insight, and relevant expertise, acting in the interests of the University.

From the survey:

+ *The governing body displays the organisational vision, culture, and values necessary for the effective stewardship of the organisation* (92% Agree, 4% below benchmark)

The level of commitment to the University demonstrated by those the review panel met was strong and unequivocal. Staff, students and external members of Council and its committees clearly have a deep belief in the purpose and values of QMUL and are proud to be associated with it. The survey flagged some differences in how well equipped Council is to support the range of activities required of it

+ *The governing body is well equipped to support the organisation's long term strategic plans* (75% Agree, 13% below benchmark)

The message was reiterated during review interviews, particularly with external and co-opted members, many of whom expressed a wish for Council and committee discussions to be structured to allow more time for strategic foresight. Some felt the agenda were often 'too busy' to permit the blue skies thinking they would like to happen. We noted the limited expertise of external members from higher education, and the lone student voice, see

Section 4 above; more of both could help inform more discussion around key areas of strategy at the institution.

Blue skies thinking requires the conditions where curiosity is given time for generative discussion. The tendency is to fill agendas with 'productive' items and this is the preference for many professionals; the balance is to create time and curate discussions to enable sufficient structure to feel valid and sufficient freedom to develop ideas. This more open interactive discussion will also support a positive board culture, as members test out ideas and contribute to a shared outcome.

6.2 Strategy

In 2019, the University developed an ambitious ten-year *Strategy 2030* which aims for institution to become 'the most inclusive research-intensive university in the world'. The strategy is implemented through enabling plans covering key areas including Education and the Student Experience, Research and Innovation, Policy, Impact and Public Engagement, Global Engagement, Infrastructure, and People, Culture and Inclusion. It celebrates the diversity of its rich student demographic and is anchored in place. It is clear members of Council were involved in development of the strategy, but some members suggested the global impact of Covid should trigger a mini-review and refresh of strategic aims and objectives to 'sanity check' they remain fit for purpose given the changing world (of higher education) and, in particular, uncertainties around international student recruitment triggered by the pandemic and an anticipated global recession.

+ *The governing body has agreed performance measures incorporating leading and lagging indicators against which it receives assurance of institutional performance against the strategic plan* (79% Agree)

Survey question around this showed 79% of respondents felt Council has appropriate performance measures in place, which corresponds with the sector benchmark, although only 75% of Council members agree. The University may wish to explore this with members of Council and committees to understand why 21% disagree or don't know. The review panel observed evidence of performance measures being monitored, albeit many of which are necessarily retrospective e.g., NSS, REF outcomes.

All members of Council and external co-opted members that were interviewed as part of the review acknowledged the agility and strength of the institutional response to Covid, and the effective working relationship and common purpose that existed between Council and the executive team, whose leadership in the most challenging of times impressed all concerned. All involved are to be commended.

The review identified institutional strategy, communication, and policies on environmental sustainability (c.f. financial or infrastructure sustainability) as an important area where, perhaps, the University found itself 'behind the curve' compared to others. The feedback indicates a lack of cohesion and visibility around this topic. This is increasingly important and high-profile for society and all organisations, and invariably, one the student body cares deeply about. In 2021, the University was awarded the EcoCampus Gold Award and silver status in relation to the UN Sustainability Development Goals sustainable leadership, and

the Students' Union is rated 'Excellent' in the Green Impact Awards, all of which evidence the sustained and successful work in this area. Environmental sustainability is now firmly on the agenda for Council and a KPI for this area would help to build Council awareness and create a specific focus for performance oversight.

The University has a sound financial base built on a tradition and reputation for excellence. Significant confidence was expressed by all in how the Audit and Risk, Remuneration, and the Finance and Investment Committees carried out their various responsibilities, and the quality of discussion and decisions. That said, some concern was raised about financial reliance on growth in student numbers as part of implementation of the strategy, particularly for international student recruitment, and the unknown impact in changes to overseas mobility (to the UK) triggered by the global Covid pandemic and wider geo-political environment. This may be a topic for debate, as suggested in Section 6.4 below.

We **suggest** Council and the Executive revisit and review its strategic ambitions and communication specifically around aspects of financial and environmental sustainability, perhaps as part of a mini strategy refresh, and create an additional KPI for environmental sustainability, building on the range of current indicators.

Some external members of Council committees reported they felt remote from, or poorly briefed, on progress with the University strategy and more generally on the activities of the Executive and Council, which meant their contribution risked not being in context or fully informed. That said, a number of them are new in their roles; we make recommendations in relation to induction and development in Section 4.

6.3 Equality Diversity and Inclusion

The University, rightly, prides itself on the diversity of its student body and the richness of the demographic of the local population. It is clear Council and the Executive recognise the importance of effective leadership, management and monitoring of equality, diversity and inclusion, and Council's role to ensure compliance with legislation, OfS conditions and the Public Sector Equality Duty, and promote an inclusive culture. Those interviewed reported EDI was business critical for the University, and received the focus and priority required.

The survey results indicate further attention is required in this area, for effective governance:

+ *The governing body receives sufficient information to test the equality, diversity and inclusion implication of policy, approaches, and initiatives that it decides upon* (71% Agree, 21% Disagree).

On this point, we saw evidence of regular reporting of a range of information to Council and observed detailed discussion and scrutiny at the Remuneration Committee of the Gender Pay Gap Report and related matters, also reported to Council. The University has recently retained its institutional Athena Swan Silver Award and HR Excellence in Research award, building on the values-based approach to supporting staff – Values in Action.

The People, Culture and Inclusion Enabling Plan is central to the University's work in this area. The appointment of a VP People, Culture and Inclusion in 2020 has clearly driven ambition and activity, with effective support and challenge from Council. The postholder is

highly credible and respected, and has raised the profile of this work beyond the institution, speaking at conferences and events. This has a positive reputational impact for the University. We commend in particular the approach to implementation and governance of EDI, focusing on building trust through actions, transparency and evidence, and a diverse and inclusive Steering Group, involving students and staff, with Executive sponsorship.

Participants in the review reflected that although EDI is well articulated in the strategy, plans and KPIs of the University, perceptions of commitment and behaviours vary, including the diversity of Council and committee membership not being representative of the student body or wider University. The institutional legacy, the stated Mission to create a truly inclusive environment, and strength of articulated commitment to the Queen Mary community at the heart of the Strategy, all set high expectations of Council and the Executive. We found clear commitment of individual members of Council – see Section 5.2 – and also some challenges articulated by members of Council relating to culture (same section), which potentially indicate a lack of shared perception/expectations in relation to EDI. There are related recommendations in Sections 4 and 5.

The People, Culture and Inclusion Enabling Plan and actions are only recently implemented and will take time to impact. We note a staff survey is to be conducted, after a break of several years. The outcomes will provide a good basis for monitoring the KPI and a baseline for measuring progress, combined with other data, which will help support the shared expectations of progress and performance in this area.

6.4 Performance and reporting

Governing bodies are responsible for oversight of the institutional strategy and therefore it is crucial for the Council to receive key performance indicators (KPIs) in order to help assess how well the University is performing. The Council is necessarily interested in understanding institutional performance as it relates to the strategic goals of the organisation. It also wants to understand the effect its feedback and input to the Executive has on the ongoing performance of the institution.

Outside of higher education, there are calls for more non-financial measures, assurance and credibility of information/data beyond the balance sheet. Non-financial data and information can provide useful milestones to help develop an integrated approach which would tell a more holistic and forward-looking narrative about performance and help to avoid silos in terms of strategic oversight.

Integrated reporting requirements includes representation of the institution's performance in terms of both its finance and its wider social capital and sustainability to internal and external stakeholders. QMUL has followed the recommendations in the 2019 review and have been building integrated reporting into the Financial Statements. The 2020/21 Financial Statements place reporting in the contexts of Public Benefit, significant strategic issues and identify value creation for stakeholders in delivery of the strategy and activities of the University. Environmental sustainability plans and benchmarks are also presented. This is identified as an area of ongoing development; however, the 2020/21 Financial Statements demonstrate holistic and integrated thinking and reporting.

As identified above, there are well-established strategic KPIs, regular and detailed reports to Council and appropriate scrutiny of performance at committee level. Overall, we found good levels of attention and rigour to performance oversight and significant strengths in reporting. This is not fully reflected in the survey, which again suggests a gap in awareness.

+ *The governing body ensures that planned outcomes agreed as part of the strategic plan are being regularly monitored, assessed and reported* (88% Agree, 1% below benchmark)

'Deep-dive' agenda items are on each Council agenda. These have included environmental sustainability, and civic and community engagement. The agendas for Council and committee meetings were reported to be full and busy, and time for deep dive discussion into specific areas, or more strategic thinking, constrained. The meetings we observed allowed time for discussion, and there was a full and detailed discussion of the Access and Participation Plan at the March Council meeting we attended.

Members of Council stated they would welcome time for broader, forward-thinking discussions compared to transacting day-today committee business and reporting. There was a recommendation in the 2019 review for more formative discussion on 'big ticket' items, which would support proactive engagement of Council members and added value for the Executive. Meeting agendas have been revised to ensure strategic/substantive items are taken early in the meeting, and we saw this operating effectively in the meetings we observed. In addition to the notes above on 'blue sky' thinking, an effective way to generate discussion on agenda items is to pose questions and options for Council to discuss and debate. For example, looking at a specific KPI, such as international student recruitment, and debating the income opportunities and risks of alternative models.

For strategy/aways days, we note that Council members are invited to suggest topics and areas for discussion. Taking this one step further, space could be offered on the strategy days for Council members to lead roundtable discussions, perhaps issues raised/captured in Council and committee meetings. This respects the management-governance boundary and makes the strategy events a truly joint endeavour; it also creates space for concerns to be raised and discussed, such as those identified to the review team at Section 5.

We **suggest** Council and committee chairs consider ways to encourage more forward-thinking strategic discussion time, building on the ideas in this report.

6.5 Risk

Risk encompasses systems of control, risk management, audit, including institutionally significant external activities and legal or regulatory obligations and organisational resilience to external shocks.

Identifying trends and issues in the internal and external environment which impact on the activities is critical to identifying risks *and* opportunities which can either create or destroy value. They are important and their inclusion in strategic discussion and reporting facilitates an integrated approach to thinking and the development of strategy.

QMUL manages risks through active monitoring of an institutional risk register, particularly through the work of Council committees. We found evidence of a strong focus on risk and risk management, regularly monitored and challenged by governors with experience of risk management in other sectors. In particular, the reporting of strategy KPIs against risk tolerance and trends provides a highly effective report for Council, with integration of performance and risk.

The survey responses relating to risk are positive:

+ *Mechanisms are in place to allow the governing body to be assured that the organisation has effective processes in place to enable the management of risk* (92% agree, 2% above benchmark)

+ *Mechanisms are in place to enable the governing body to be assured as to the organisation's financial resilience and overall sustainability* (100% agree, 3% above benchmark)

Interviews and focus groups were equally positive about the strengths; the University demonstrates pro-active management of corporate risks, and the skills and experience of many of those interviewed would be considered sector leading.

As with other institutions, Council relies on the Audit and Risk and Finance and Investment committees, the President and Principal, the Chief Finance Officer, and the Chief Governance Officer to lead and shape discussion around risk and assurance. There is evident engagement at all levels and awareness of the need to keep risk appetite on the agenda as strategic risks and the risk profile changes. From time-to-time 'deep dives' are both helpful and properly undertaken.

One recurrent theme in the review is the risks associated with responsibility for academic assurance, which are set out in Section 6.7 below.

6.6 Impact and engagement

Impact encompasses the overall effect of governance arrangements on the organisation's performance, success, resilience, and reputation. Engagement is the ability to communicate information regarding governance issues to all the relevant parties.

In this regard survey responses were mixed:

+ *The governing body has assurance that external and internal stakeholders have a high degree of confidence in the organisation* (88% Agree, 9% above benchmark)

+ *The governing body understands the institution's key stakeholders and what is material to each stakeholder group in the context of its strategy* (88% Agree, 2% below benchmark)

+ *The governing body communicates transparently and effectively with its stakeholders* (67% Agree, 12% below benchmark)

The review surfaced a high level of assurance that external and internal stakeholders have confidence in the organisation, primarily through the Executive and Chair of Council. While

there is an articulated commitment to stakeholder engagement by Council there is less clarity in how this might be practised in a complex stakeholder environment: '*as a board I'm not sure we would agree who our stakeholders are*' and '*not sure that the governing body has actively engaged with external stakeholders or whether it should and if so on what terms.*' We found high levels of enthusiasm and commitment from governors to engage with students and staff in the University, but less certainty around any role to support the Executive in external stakeholder engagement.

Our findings here are cognisant of the impact of Covid response, and Council members being necessarily remote from the campuses. We heard that Council, with the exception of the Chair, is not perceived to be visible to many stakeholders. Students reported a lack of transparency from Council, and from that a lack of confidence in Council's awareness and decisions. Some senior staff perceived Council members were 'remote' from the core business of the University.

There is consensus that governors would like more opportunities to hear the student voice, and to understand the experiences of staff, and an openness from the Executive to support this. The plans for student engagement, including around Council meetings, and topic-based discussions, have been impacted due to Covid restrictions and we understand there has been some resistance from students to meet with the Executive and Council. We suggest these plans are revisited and implemented.

One opportunity for Council to signal its commitment to student engagement would be to hold meetings at the Students' Union Hub from time to time, and hold time around these for discussions with the Sabbatical Officers, on site, supported by student member(s) of Council.

Where possible, Council may wish to consider other opportunities to meet in different areas of the University campuses or visit research and innovation projects, to build awareness for all governors, as well as those who will initiate engagements themselves.

The Values in Action initiative is recently implemented and will take time to embed and impact staff engagement; nevertheless, it is a positive and integrated approach and one area for a rich deep dive discussion at Council. Values in Action brings together institutional culture, staff engagement and assurance for Council for delivery of the 2030 Strategy, addressing a number of core Council responsibilities and matters raised through this review.

It can also be instructive for Council members to hear about the experience of recent graduates and to develop a relationship with the Alumni/ae (Alums) of the University. KPI 5 identifies the value of this engagement, and we note the specific link with the KPIs around student satisfaction and outcomes. This KPI will be reported to Council periodically, and we suggest it is also linked to the stakeholder mapping specifically, and cross referenced as below.

The question of governors as advocates for the institution within their own networks and potentially with key external stakeholders was raised in interviews and this is another aspect of engagement and impact that warrants further consideration and discussion by Council.

This could be part of the 'brand ambassadors' initiative, whilst being cognisant of the fine line that can exist between executive and non-executive roles around these relationships.

External engagement is an evident strength of the University, from the institutional mission enacted in the community outreach programmes to the Centre for Public Engagement work relating to public engagement (national and beyond) with research and teaching, which has been awarded a Platinum Engage Watermark. These strengths should feed in to the wider stakeholder mapping and engagement.

Post Covid, corporate boards have given careful attention to stakeholders and ESG has further risen up the agenda. For the University Council, the stakeholder expectations have evolved, some in relation to the 'significant issues' identified in the Financial Statements.

We **suggest** Council undertake a stakeholder mapping exercise, aligned with identified strategic priorities and KPIs for the University (1, 2, 5, 6, 13 and 14). This mapping exercise would inform a shared understanding of stakeholder engagement for QMUL and the outcomes for Council identified, including provision of assurance and reputational impact.

6.7 Academic Governance and Assurance

Expectation of the governing body's role and engagement with academic governance have increased in recent years; it is an important and integral dimension of the governance of the University. The key role in academic governance in a university is normally played by the Senate which, through its deliberations and the evidence presented to it and discussed by it, is then able to provide the University Council with the assurance of academic quality and standards for all aspects of its portfolio. Councils or governing bodies do not generally get involved but they require assurance that the academic governance structure of institution is fit for purpose.

In England the governing body's role in relation to academic governance has been made more explicit and many institutions are still getting to grips with this heightened relationship in the new regulatory era, where greater clarity of this assurance is required. The CUC Code states: '*The governing body must actively seek and receive assurance that academic governance is robust and effective*'. The CUC Code goes on to note that governing bodies are required to provide assurance on academic standards and other matters, as well as to seek and receive assurance that academic matters are managed effectively.

There are other external drivers for this assurance, including the ability for the institution to demonstrate compliance with its ongoing conditions of registration with the Office for Students (OfS). Conditions B (quality, standards and positive outcomes) and E (good governance), taken together with the Public Interest governance principles, mean that the governing body has explicit responsibility for the overall assurance of academic matters at the institution.

At QMUL, Council relies on an effective partnership with Senate for assurance of academic related matters: management of the curriculum, student admissions, assessment, quality and standards, management of programmes and the overall student experience. It also relies on the Senate for assurance that the University can fulfil its academic commitments

and mission. Council is responsible for the overarching 'corporate governance' of the University and *'all matters of fundamental concern'*, and must work with the Senate to ensure there is an holistic system of governance at the University. While respecting the role of the Senate, Council must seek assurance that the institution's system of academic governance is robust and effective.

Academic governance and assurance is an area of governance effectiveness that QMUL has identified for development. The CUC Code mapping against criteria 2.5 (see above) identifies *Partial* compliance and this is reflected in the findings of the review. While we saw evidence of appropriate, detailed regular reporting to Council, in compliance with the role and responsibilities of Council, the interviews and focus groups presented an apparent lack of clarity and transparency of roles and responsibilities for academic governance and assurance at QMUL for Council members (other than staff and executive). Evidence from the review highlights Council is less clear and confident about this aspect of its role than its more established 'corporate' governance responsibilities, although Council members are keen to become more informed and adept. Some commented that they had no idea what Senate does or hadn't considered statutory or compliance issues for Council in this regard.

+ *The respective responsibilities and relative accountabilities of the governing body and academic board/Council/Senate are appropriate, clearly defined and mutually understood* (71% Agree, 14% below benchmark)

This is the lowest benchmarked survey question for QMUL. Looking at the breakdown of responses, only 63% of Council members agree with this statement.

From those who were aware of Senate, it was reported that the body is not performing its governance role well. We have not had an opportunity to observe Senate meetings during this review.

We do not consider any of the above will be new information for QMUL governance; the issue is how to create effective, informed and engaged governance and assurance of academic matters. We offer a simple framework for assurance that academic governance structure of a university is fulfilling its purpose:

1. Is there clarity on where and by what body policies and academic decisions are made, such that there is a wide understanding of where responsibility lies?

2. Is there oversight of the outcomes of academic activity such that there is clarity on what is delivering on objectives and on areas of activity where enhancement is desirable?

3. Does the existence of the governance structure, and the results of its operation, provide assurance for all stakeholders that desired academic standards are being achieved and maintained?

The main consideration for Council is to ensure that the academic governance structures of the University are fit for purpose. The Terms of Reference of Senate, associated Academic Governance Framework, including the relationship to Corporate Governance and

responsibilities of Council are set out clearly, and we saw evidence of regular meetings and agendas aligned with the Terms of Reference. In this regard, there is clarity in relation to the first test above. The Delegation Framework sets out responsibilities for reporting to OfS (identified as HEFCE): '*Ensuring an effective framework to manage the quality of learning and teaching and to maintain academic standards*' is the responsibility of the President and Principal, as Chair of Senate, subject to *review* by Council. We **suggest** this responsibility for Council is strengthened to *scrutiny* by Council, to reflect the OfS Public Interest Governance Principle on Academic Governance[6]. This is one small suggestion as part of a proposed wider review – see below.

One of the positive aspects of the QMUL management structure is that Corporate and Academic Governance professionals sit in the same team, under the leadership of the Chief Governance Officer. We **recommend** an initial step towards a full review of academic governance and assurance is for this team to bring together the various roles and responsibilities of Senate and Council in one document, which can be shared with Senate and Council to provide additional clarity on roles and highlight the relationship between the two bodies. This will promote better understanding and awareness by Council and Senate, and support Council's confidence in enacting its responsibilities for academic assurance.

Senate has over 70 members; while it is not the largest Senate we have observed[7], and its constitution is consistent with many other similar institutions, it is arguably too large for an effective governance body. The membership of Senate could be reviewed, aligned to the role and purpose of the body, following the outputs of the recommendation below.

The ability for Council to test and take assurance is a vital component in demonstrating compliance. The key lies in Council's informed awareness of what it needs to be assured of, by the Executive and Senate and through inputs and outcomes across teaching, learning, research and scholarship, the educational and wider student experience. The inputs of the President and Principal and the Vice Principal (Education) were acknowledged as valuable for governors in the context of academic assurance. There have been Council development opportunities plus regular agenda items (including the minutes of Senate) and presentations to Council; however, it is evident through the survey and interviews that there are still both individual governor and shared Council concerns in this area.

We noted there is limited direct experience and competence in academic matters within the external membership of Council or committees that were part of this review. The capability and competence of Council is considered in Section 4. The inclusion of relevant content into the Induction process for both independent Council members and external co-opted members of committees would assist new members in their appreciation and understanding of Council obligation in respect of academic governance and associated academic matters.

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[6] Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)

[7] Comparable institutions Senate membership ranges from 35 - 191

We recommend in Section 4 that all members of Council attend periodic updates relating to the responsibilities of the role.

The Advance HE resources and support may provide a useful basis for establishing the requirements of the Board in gaining the assurance of good academic governance in the University: Academic Governance in Higher Education.

We **recommend** Council establish a task and finish group with several members (including, if possible, those with academic experience to provide an informed perspective, which could include QMUL Senate members, students and staff) to examine the effectiveness of the relationship between Council and Senate to provide an appropriate level of academic assurance for stakeholders. We suggest the inclusion of independent external expertise from suitably experienced and knowledgeable individuals in academic assurance and regulation to support the scope, focus and outputs of the group.

We also offer the following **suggestions** to build a more integrated approach to academic assurance:

+ Council fora with students (via the Students' Union or particular networks) and staff informal presentations on Schools, key developments, key issues (see Section 6.6).

+ A nominated Council member for academic assurance who attends Senate and speaks to the minutes of Senate and assurance reports provided to Council (separate from the current Senate staff member, Section 4.2.2).

+ Opportunities for members of Council to observe meetings of Senate (in small numbers and not on an ongoing basis).

+ Annual joint meetings, with a strategic focus, between members of Senate and Council, including members of the SET involved in academic matters. This will support the relationships between the bodies and support Council engagement and visibility (see Section 6.6)

+ formal dual assurance approach (the most well-known being at University of Exeter) whereby Council members take a lead role for specific governance areas and meet regularly with staff to explore and test these in depth.

These may not all feel appropriate for QMUL Council; however, we suggest that Council explores its appetite for trying new approaches and evaluates any chosen.

Section 6 Recommendations:

+ We **recommend** an initial step towards a full review of academic governance and assurance is for the governance team to bring together the various roles and responsibilities of Senate and Council in one document, which can be shared with Senate and Council to provide additional clarity on roles and highlight the relationship between the two bodies.

+ We **recommend** Council establish a task and finish group with several members (including, if possible, those with academic experience to provide an informed perspective, which could include Senate members, students and staff) to examine the effectiveness of the relationship between Council and Senate to provide an appropriate level of academic assurance for stakeholders.

Section 6 Suggestions:

+ We **suggest** Council and the Executive revisit and review its strategic ambitions and communication specifically around aspects of financial and environmental sustainability, perhaps as part of a mini strategy refresh, and create an additional KPI for environmental sustainability, building on the range of current indicators.

+ We **suggest** Council and committee chairs consider ways to encourage more forward-thinking strategic discussion time in committee agendas, building on the ideas in this report.

+ We **suggest** Council undertake a stakeholder mapping exercise, aligned with identified strategic priorities and KPIs for the University (1, 2, 5, 6, 13 and 14). This mapping exercise would inform a shared understanding of stakeholder engagement for QMUL and the outcomes for Council identified, including provision of assurance and reputational impact.

Annex One: Survey and Benchmark Results

See separate (PPT) file

Annex Two: Framework and methodology

Our review comprised of an analysis of documentation, an online survey of Council and Committee members (and others involved in the governance of the university) and one-to-one interviews, focus groups and meeting observations. It was overseen by a steering group with whom we discussed our draft recommendations before this report was finalised. This approach enabled us to triangulate and sense-check our findings to ensure that the most significant areas are clearly set out. The review based on Advance HE's *Framework for Supporting Governing Body Effectiveness Reviews in Higher Education*[8].

Figure 1. Five elements of governance practice
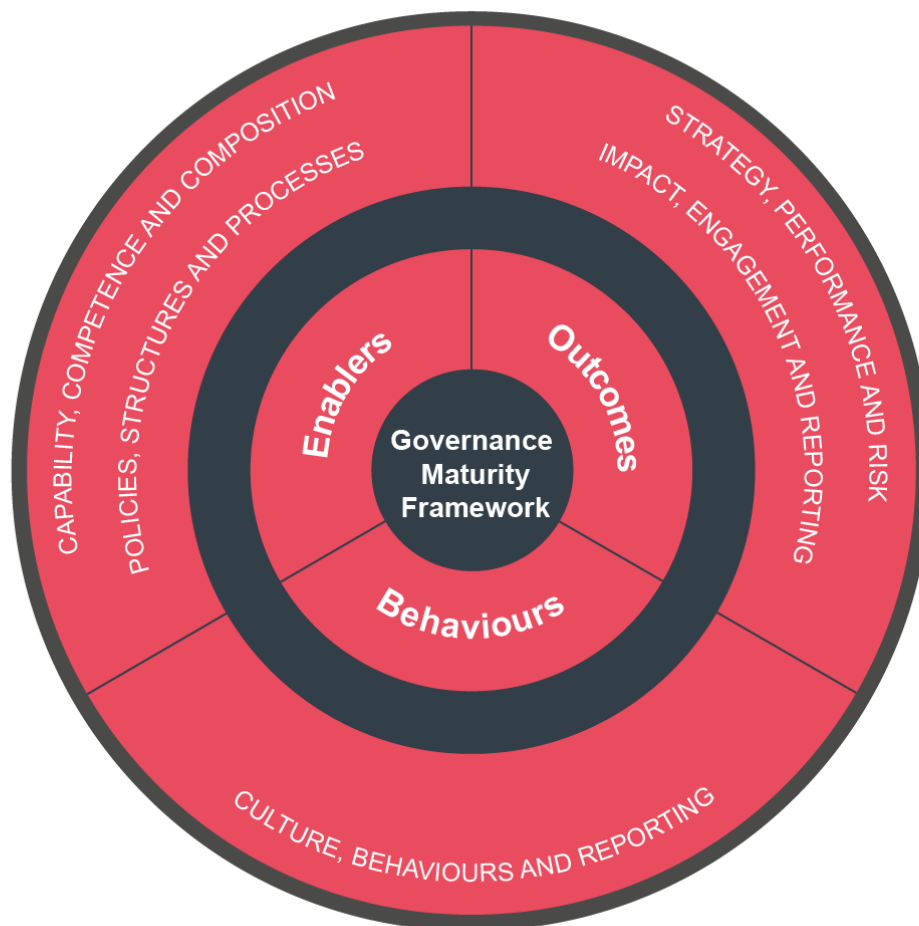
We also drew on the CUC's updated *Higher Education Code of Governance*[9] and related documentation, conditions for registered providers Office for Students (OfS), and our

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

[9] Committee of University Chairs. (2014, revised 2020). *The Higher Education Code of Governance*. Available at: https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-

ongoing research into governance effectiveness and experience of conducting numerous governing body effectiveness for a range of institutions.

Enablers

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

The elements of practice support this factor comprise:

+ Capability, competence and diversity.

+ Policies, structures and processes.

Capability, competence and diversity

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

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

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

Policies, structures and processes:

+ Policies: The policies required to support effective governance; clarity of accountability supported by schemes of delegation, protection of institutional reputation, compliance with laws and regulations and the application of relevant Codes of Governance (e.g. that published by the Committee for University Chairs).

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final.pdf. Committee of University Chairs. (2018, revised 2021). The Higher Education Senior Staff Remuneration Code. Available at: https://www.universitychairs.ac.uk/wp-content/uploads/2021/11/Remuneration-Code-Revised-November-2021-final-1.pdf

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

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

Behaviours

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

Culture, behaviours and values

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

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

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

Outcomes

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

+ Strategy, performance and risk.

+ Impact, engagement and reporting.

Strategy, performance and risk

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

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

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

Impact, engagement and reporting:

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

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

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

Methodology

The process and contributors of this review are identified below. 36 people participated in the interviews and focus groups; we acknowledge the positive engagement from all involved.

One-to-one interviews

1. Lord Tim Clement-Jones
2. Professor Colin Bailey
3. Jonathan Morgan
4. Melissa Tatton
5. Peter Thompson
6. Isabelle Jenkins
7. Stella Hall
8. Adi Sawalha
9. Karen Kröger

Focus Groups

Students x5
Staff Members x6
External Members x4
Co-opted Members x4
Senior Executive Team x9

Meeting observations

We observed four meetings, as listed below:
Finance and Infrastructure Committee 10 March 2022
Remuneration Committee 15 March 2022
Audit and Risk Committee 16 March 2022
Council 31 March 2022

And participated in a meeting of the Governance Committee (28 April 2022).

Survey

The survey was issued to 36 individuals comprising all current members (and some recent members) of the Council and Committees, including co-opted members, and Executive staff in regular attendance. In total we received 26 responses to the survey (72%), as below:

- 1 Chair / Convener
- 6 External / lay members
- 5 Executive / Senior manager (not a member of governing body)
- 2 Executive / Senior manager members
- 3 Staff member
- 1 Staff (not member of governing body)
- 1 Student member
- 2 Former member

–   2 External/lay member of governing body sub-committee
–   3 Other (not specified)

Document review

We reviewed a number of documents including:

Annual schedule of business and meeting arrangements

Strategic Risk Register

CUC Code mapping

External Effectiveness Review 2019

Committee Terms of Reference

Council Minutes

Skills Matric and recruitment documents.

And publicly-available information via the QMUL web site:

Charter and Ordinances, Strategy, Delegation Framework, Financial Statements and Council membership information.

Annex Three: Size of governing bodies

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

Origin	Avg # members	Avg # external	Avg # internal	Of these; avg # academics
Oxford and Cambridge	25.0	4.0	21.0	**17.0**
Earlies	19.0	11.3	7.7	**5.3**
Civic "Red Bricks"	21.1	12.5	8.6	**6.1**
Plate Glass/1960s	21.1	12.5	8.6	**5.3**
Former Polytechnics	17.8	12.5	5.3	2.8
Cathedral	18.0	13.3	4.7	2.8
Specialist	16.8	12.1	4.7	2.8
Other new	16.9	12.4	4.5	2.5
Total	**18.7**	**12.2**	**6.5**	**4.1**

Annex Four: Board remuneration

A discussion document

Pros and cons

Advantages of payment may include:

+ Signals that the University is serious about governance.

+ Allows the University to compete with other paid public appointments and non-executive director roles (e.g. NHS Trusts and Housing Associations) aiding recruitment of appropriately skilled governors, increasing choice and opportunities for more diversity on the governing body.

+ Recognition of service and acknowledgment of the increased time and demands on individual governing body members including non-board activities such as learning and development and appraisal.

+ Having a formal contract for services clarifies the role.

+ Heightens governing body focus on identifying and articulating to wider stakeholders the many contributions of the University.

+ Higher expectations of participation and ensure that university commitments take appropriate priority when set against other paid tasks - creating a culture of obligation strengthening the psychological 'contract.'

+ Reinforces the requirement for consistently good performance, provides support for the chair in managing poor performance, aligning payment with a more robust and formal appraisal process; easing the process of removing under- performing board members if necessary.

+ Reinforces the accountability of the board.

+ Increases board attendance, participation and performance.

+ Better quality challenge of the executive team.

+ Encourages the leadership team to consider more closely whether they have the right skills and experience on the governing body.

Disadvantages of payment may include:

+ It undermines the charitable ethos of university governance based on volunteerism; Those who support the volunteer model express concerns regarding a lack of understanding about higher education's important contribution to society in terms of public good and the removal of the opportunity for governors to "give back".

+ A belief that payment won't increase diversity and there are other way to improve diversity on governing bodies.

+ Creates a conflict of interest for governors and impinges on their independence.

+ Potential reputational damage (if not handled well in terms of the rationale for the decision and transparency).

+ Concern that the financial burden isn't outweighed by the benefit. Some Universities feel it isn't difficult to recruit new members.

+ The increased expectations associated with payment may have a negative impact on recruitment and diversity.

+ Inappropriate in the context of wider strategic aims and objectives.

+ Belief that payments won't increase engagement.

+ Perception governing body members will act in self-interest - a belief there is a risk of attracting board members interested in payment rather than those committed to delivering strategic objectives for the benefit of students.

Charity Commission

The Charity Commission emphasises the need for a charity board to review the effectiveness of its recruitment mechanisms before deciding to pay trustees, and the need for evidence which demonstrates that there is a lack of volunteers with the right skills.

The Charity Commission recognises that remuneration may help to attract candidates who would not ordinarily apply for trustee roles, thus improving the diversity of the board. However, it emphasises that "direct payment for being a trustee is not necessarily the best way to secure wider representation on the trustee board,"[10] and that the upfront payment of expenses (including the cost of transport or childcare) may be more effective in eliminating some of the barriers to participation.

The case for payment

The CUC Code of governance emphasises the need for institutions to operate in a transparent way, and the University may therefore wish to publish a public statement presenting a case for payment that addresses:

+ What steps have been taken to recruit Board members without payment - if none, then reasons should be given.

+ Why it considers there are clear and significant advantages to the University in paying a Board member rather than, for example, spreading duties among other Board members, or increasing the number of unpaid Board members.

+ Whether the functions to be carried out are genuinely those of a trustee - as distinct from functions of an employee or a consultant; has the University made the right balance between its executive and non-executive functions?

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[10] Charity Commission for England and Wales Trustee Payments and Expenses, (2017)

+ That the payment can be shown to be reasonable and affordable and will not affect the University's ability to carry out its objects.

+ What risks they have identified and how they will be managed.

+ How any unpaid Board members will be able to review performance (including dealing with poor performance), judge value for money and, if necessary, bring the payments to an end.

+ How conflicts of interest will be managed, so that the 'conflicted' member can still take an effective role in the governance of the University. The Charity Commission requires a charity to have clearly defined procedures for managing such conflicts of interest, ideally set out in governing instruments.

+ The extent of consultation with stakeholders.

Policies and procedures

If a University decides to maintain or revise remuneration arrangements, it will need to consider whether to introduce or revise:

+ Agreements for services and fixed term appointments; for all governing body and committee members.

+ Succession planning for board renewal.

+ Annual skills and performance appraisal assessments (at least for the first three years)

+ Policies and procedures for dealing with performance concerns. The Scottish Higher Education Code notes that members' individual contributions are expected to be reviewed at a minimum of every two years and meeting attendance should be reported publicly.

+ Governing Body Payments, Benefits and Expenses or similar policy.

+ Governing Body and Committee Member Recruitment, Selection, Renewal and Succession Planning Policies (open and transparent recruitment against the agreed skills matrix – recruiting to fill identified skills gaps).

+ Role Profiles – Chair, Deputy / Vice Chair, Committee Chair, lay member, Committee member.

In addition to the level of remuneration paid HEIs will also need to consider the frequency of payment e.g. monthly or quarterly, and which payment approach will be most appropriate.

These can include:

+ Loss of earnings allowance.

+ Fixed annual amount.

+ An hourly rate.

+ An attendance allowance.

Waiving payment

The reasons why governing body members chose to decline payment are many and varied. However, irrespective of the reason, HMRC / DWP may still deem the member to be in receipt of the remuneration for tax and benefit purposes. This is based on the principle that if a governing body member (non-executive) is entitled to receive the payment, the payment is taxable, regardless of whether the payment is declined.   The same applies if the governing body member asks for their remuneration to be paid to a charity.

If the University chooses to develop an "Agreement for Services" then it would be pertinent to include specific clauses in this Agreement clarifying that the specific role for these governing body members is unremunerated.

Useful Links

Ant Bagshaw, Regulation, Responsibilities and Rewards: Supporting University Governance, 2018https://www.minervasearch.com/userfiles/News%20and%20Events%20Images/Finalreport-Governance-Nov18.pdf

Charity Commission for England and Wales, Guidance – The Essential Trustee: what you need to know, what you need to do, 2018

https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3

Charity Commission for England and Wales Trustee Payments and Expenses, (2017)https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11

22 Committee of the Chairs of Scottish Higher Education Institutions, Scottish Code of Good Higher Education Governance (2017 edition)

http://www.scottishuniversitygovernance.ac.uk/2017-code/

HEPI Report 118 -Payment for university governors? A discussion paper (July 2019)

https://www.hepi.ac.uk/2019/07/11/payment-for-university-governors-a-discussion-paper/

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Queen Mary University of London Governance Effectiveness Review 2022

Survey February 2022

AdvanceHE

Survey Responses

Introduction

- 26 responses to the survey:
  - 1 Chair / Convener

  - 6 External / lay members

  - 5 Executive / Senior manager (not a member of governing body)

  - 2 Executive / Senior manager members

  - 3 Staff member

  - 1 Staff (not member of governing body)

  - 1 Student member

  - 2 Former member

  - 2 External/lay member of governing body sub-committee

  - 3 Other (not specified)

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Respondent profile

Theme	Category	Number of responses
Sex	Man	10
	Woman	10
	Prefer not to say	4
Gender identity	Male	10
	Female	10
	Prefer not to say	4
Duration of membership	Less than a year	3
	1 year	1
	2 years	1
	3 years	2
	4+ years	9
	Not a member	5
	Former member	3
Ethnicity	Asian or Asian British - Indian	2
	Asian or Asian British - Pakistani	1
	Chinese	2
	White	16
	Prefer not to say	3
Disability	No	19
	Yes	1
	Prefer not to say	4
Age*	Under 30 years	1
	40-49	3
	50-59	9
*(21 responses)	60-69	7
	70 plus	1

Summary of key sections

Questions related to the key sections

Section	Question numbers in survey
1. Commitment to effective governance	(Q2-Q3)
2. Effective governance structures and processes	(Q4-Q10)
3. Governing body membership, quality and diversity	(Q11-Q15)
4. Governing body commitment to organisational vision, culture and values	(Q16-Q17)
5. Effective strategic development and performance measurement	Q18-Q19)
6. Effective governing body information and communication	(Q20-Q21)
7. Future governance	(Q22-Q23)
8. Working relationships and board room behaviours	(Q24-Q27)
9. Outcomes of effective governance	(Q28-Q31)
10. Embedding equality, diversity and inclusion in the work of the governing body	(Q32-Q35)

The analysis

The analysis is divided into the following sections:

1. Results – all individual questions. The survey uses a 7 point Likert scale from 'Strongly agree' to 'Strongly Disagree'. The score for each measure is derived by calculating the percentage that responded 'Strongly agree', 'Agree' or 'Partially agree'.

2. Benchmarking – which compares Institution scores against the benchmark (providing the percentage above or below the benchmark) for each statement.

3. Priorities for improvement – from the survey responses, these suggested areas are based on the lowest scoring sections and core measures.

Results - all individual questions

Comparison across sections
(All questions)

This chart shows how each Section has scored (by averaging the Agree scores (Strongly Agree to Partially agree) for all questions in each section). Using a RAG system, Sections scoring above 80% are in green, Sections scoring 70% to 79% are in amber and Sections scoring 69% and under are in red. The same RAG system is used in the following tables for the individual questions (measures).
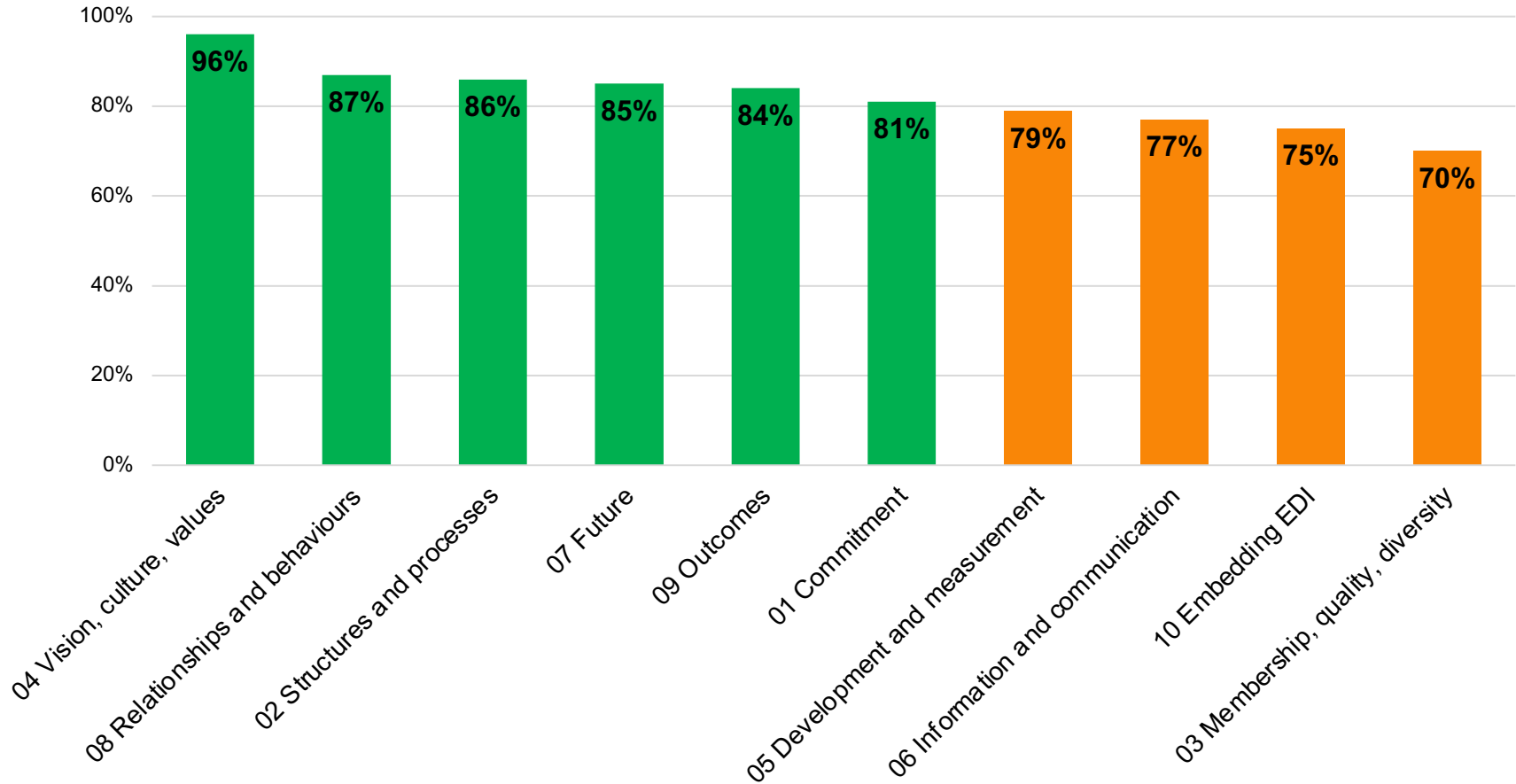
Best performing (1)

Q in survey	Measure	% Agree Score
6	Mechanisms are in place to enable the governing body to be assured as to the organisation's financial resilience and overall sustainability	100%
16	The governing body demonstrates an understanding of and commitment to the organisation's vision, ethos and culture	100%

High performing (1)

Q in survey	Measure	% Agree Score	% Disagree	% Don't know
23	The governing body is well informed about likely changes in the external environment and any major implications for governance that may result	96%	0%	0%
7	Mechanisms are in place to allow the governing body to be assured that the organisation has effective processes in place to enable the management of risk	92%	0%	4%
17	The governing body displays the values, personal qualities, and commitment necessary for the effective stewardship of the organisation	92%	8%	0%
26.1	The governing body in providing constructive challenge is: Understood and accepted by both members and the executive	92%	8%	0%
4	There are effective arrangements in place for involving staff and students in the governing body	88%	8%	0%
10	The governing body understands the institution's key stakeholders and what is material to each stakeholder group in the context of its strategy	88%	13%	0%
20	The governing body receives the clear and prompt information it needs to be fully informed about its legal and regulatory responsibilities. This includes, but is not limited to, the OFS (where relevant)	88%	8%	4%
24	Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making	88%	13%	0%
26.2	The governing body in providing constructive challenge is:. Undertaken effectively	88%	13%	0%
28	The governing body ensures that planned outcomes agreed as part of the strategic plan are being regularly monitored, assessed and reported	88%	4%	4%

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Where totals are less that 100% the difference will be those responding "neither agree nor disagree"
Please note percentages are rounded so scores may not add exactly to 100%

High performing (3)

Q in survey	Measure	% Agree Score	% Disagree	% Don't know
30.2	The governing body has a positive overall impact on the institution's: Resilience	88%	4%	4%
31	The governing body ensures that external and internal stakeholders have a high degree of confidence in the organisation	88%	8%	4%
2	There is a genuine and shared understanding about, and commitment to ensure effective governance by both the governing body and the executive	83%	13%	4%
5	Mechanisms are in place for the governing body to be confident in the processes for maintaining the quality and standards of teaching and learning and the standard of awards	83%	13%	4%
14.2	Governing body membership: Reflects the organisation's key stakeholders	83%	17%	0%
25	Working relationships between governing body members and the organisation's executive are transparent and effective	83%	13%	0%
27	The Chair actively establishes, promotes and sustains a governance culture that supports effective stewardship of the organisation	83%	13%	4%
30.1	The governing body has a positive overall impact on the institution's: Performance	83%	8%	4%
30.3	The governing body has a positive overall impact on the institution's: Reputation	83%	13%	4%
33	The governing body tests the institution's development and delivery of its equality, diversity and inclusion objectives	83%	8%	8%

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Where totals are less that 100% the difference will be those responding "neither agree nor disagree"
Please note percentages are rounded so scores may not add exactly to 100%

Medium performing (1)

Q in survey	Measure	% Agree Score	% Disagree	% Don't know
3	The governing body is effective in regularly reviewing its own performance	79%	13%	4%
8	The scheme of delegation is clear and well understood and applied consistently and correctly	79%	8%	13%
13.2	The induction of governing body members is: Relevant	79%	4%	17%
14.3	Governing body membership: Provides a range of approaches to problem solving?	79%	4%	4%
14.4	Governing body membership: Has an appropriate range of skills and experience	79%	8%	4%
15	Discussions at and decisions made by the governing body are informed and challenged by different perspectives and ideas	79%	17%	4%
18	The governing body ensures that effective performance reviews of the head of institution are undertaken	79%	13%	8%
19	The governing body has agreed performance measures incorporating leading and lagging indicators against which it receives assurance of institutional performance against the strategic plan	79%	4%	13%
32	Effective mechanisms are in place for ensuring there is assurance of equality diversity and inclusion matters for staff and students, across the governing body	79%	13%	8%

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Where totals are less that 100% the difference will be those responding "neither agree nor disagree"
Please note percentages are rounded so scores may not add exactly to 100%

Medium performing (1)

Q in survey	Measure	% Agree Score	% Disagree	% Don't know
13.1	The induction of governing body members is: Effectively managed	75%	4%	21%
22	The governing body is well equipped to support the organisation's long term strategic plans	75%	13%	4%
29	The governing body ensures that defined quality levels for the student experience are being achieved	75%	17%	4%
9	The respective responsibilities and relative accountabilities of the governing body and academic board/Council/Senate are appropriate, clearly defined and mutually understood	71%	17%	8%
11	Recruitment practices to fill board vacancies are effective, transparent, and enable a diverse pool of candidates to be appointed	71%	13%	13%
12	Effective reviews of governing body members' individual contributions are conducted periodically	71%	17%	13%
34	The governing body receives sufficient information to test the equality, diversity and inclusion implications of policy, approaches and initiatives that it decides upon	71%	21%	8%

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Where totals are less that 100% the difference will be those responding "neither agree nor disagree"
Please note percentages are rounded so scores may not add exactly to 100%

Lowest performing (1)

Q in survey	Measure	% Agree Score	% Disagree	% Don't know
21	The governing body communicates transparently and effectively with its stakeholders	67%	17%	8%
35	All governing body members demonstrate up-to-date knowledge and confidence in discussions of equality, diversity and inclusion matters	67%	13%	17%
14.1	Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity)	63%	29%	4%
13.4	The induction of governing body members is: Tailored to individual need	58%	8%	25%
13.3	The induction of governing body members is: Periodically evaluated	38%	8%	46%

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Where totals are less that 100% the difference will be those responding "neither agree nor disagree"
Please note percentages are rounded so scores may not add exactly to 100%

Summary – individual questions

- 1 of the 10 sections scored 90% or above.

- The highest scoring sections are:

  - Section 4 Governing body commitment to organisational vision, culture and values (96%)

  - Section 8 Working relationships and board room behaviours (87%)

  - Section 2 Effective governance structures and processes (86%)

- The lowest scoring sections are:

  - Section 3 Governing body membership, quality and diversity (70%)

  - Section 10 Embedding equality, diversity and inclusion in the work of the governing body (75%)

  - Section 6 Effective governing body information and communication (77%)

- Of the 43 measures 6 scored above 90% (and of these 2 scored 100%)

Summary – individual questions

- The lowest scoring measures are:

  - 13.3 The induction of governing body members is: Periodically evaluated (38% agree, 46% 'don't know')

  - 13.4 The induction of governing body members is: Tailored to individual need (58% agree, 25% 'don't know)

  - 14.1 Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity) (63%)

- The high percentage of "don't know" responses to the measures relating to induction suggests this may be an awareness or communication issue.

- The following questions have the highest percentage of disagree responses:

  - 14.1 Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity (63% agree, 29% disagree)

  - 34 The governing body receives sufficient information to test the equality, diversity and inclusion implications of policy, approaches and initiatives that it decides upon (71% agree, 21% disagree)

Benchmarking

In the tables in this section the final column shows the percentage the Institution scored above or below the benchmark for each core measure.

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Benchmarking – Comparison across sections (Core questions)

Bar chart comparing Institution % and Benchmark % across sections:

Section	Institution %	Benchmark %
Section 5: Effective strategic development and performance measurement	79	72
Section 4: Governing body commitment to organisational vision, culture and values	96	95
Section 3: Governing body membership, quality and diversity	70	70
Section 2: Effective governance structures and processes	86	88
Section 1: Commitment to effective governance	81	85
Section 8: Working Relationships and Board room behaviours	87	89
Section 9: Outcomes of effective governance	84	87
Section 7: Future governance	85	91
Section 6: Effective governing body information and communication	77	85

■ Institution % ■ Benchmark %

Benchmarking – Core questions (1)

Core Q	Measure	% Benchmark difference
12	Effective reviews of governing body members' individual contributions are conducted periodically	16
18	The governing body ensures that effective performance reviews of the head of institution are undertaken	14
14.2	Governing body membership: Reflects the organisation's key stakeholders?	10
31	The governing body ensures that external and internal stakeholders have a high degree of confidence in the organisation	9
13.4	The induction of governing body members is: Tailored to individual need	5
16	The governing body demonstrates an understanding of and commitment to the organisation's vision, ethos and culture	5
14.1	Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity)?	4
6	Mechanisms are in place to enable the governing body to be assured as to the organisation's financial resilience and overall sustainability	3
23	The governing body is well informed about likely changes in the external environment and any major implications for governance that may result	3

Benchmarking – Core questions (2)

Core Q	Measure	% Benchmark difference
3	The governing body is effective in regularly reviewing its own performance	2
7	Mechanisms are in place to allow the governing body to be assured that the organisation has effective processes in place to enable the management of risk	2
26.1	The governing body in providing constructive challenge is: Understood and accepted by both members and the executive	2
13.2	The induction of governing body members is: Relevant	1
5	Mechanisms are in place for the governing body to be confident in the processes for maintaining the quality and standards of teaching and learning and the standard of awards	0
19	The governing body has agreed performance measures incorporating leading and lagging indicators against which it receives assurance of institutional performance against the strategic plan	0

Benchmarking – Core questions (3)

Core Q	Measure	% Benchmark difference
4	There are effective arrangements in place for involving staff and students in the governing body	-1
14.3	Governing body membership: Provides a range of approaches to problem solving	-1
26.2	The governing body in providing constructive challenge is:. Undertaken effectively	-1
10	The governing body understands the institution's key stakeholders and what is material to each stakeholder group in the context of its strategy	-2
28	The governing body ensures that planned outcomes agreed as part of the strategic plan are being regularly monitored, assessed and reported	-2
13.3	The induction of governing body members is: Periodically evaluated	-3
24	Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making	-3
8	The scheme of delegation is clear and well understood and applied consistently and correctly	-4
13.1	The induction of governing body members is: Effectively managed	-4
17	The governing body displays the values, personal qualities, and commitment necessary for the effective stewardship of the organisation	-4
20	The governing body receives the clear and prompt information it needs to be fully informed about its legal and regulatory responsibilities. This includes, but is not limited to, the OFS (where relevant)	-4

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Benchmarking – Core questions (4)

Core Q	Measure	% Benchmark difference
27	The Chair actively establishes, promotes and sustains a governance culture that supports effective stewardship of the organisation	-5
29	The governing body ensures that defined quality levels for the student experience are being achieved	-5
30.2	The governing body has a positive overall impact on the institution's: Resilience	-5
30.3	The governing body has a positive overall impact on the institution's: Reputation	-5
25	Working relationships between governing body members and the organisation's executive are transparent and effective	-6
30.1	The governing body has a positive overall impact on the institution's: Performance	-8

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Benchmarking – Core questions (5)

Core Q	Measure	% Benchmark difference
2	There is a genuine and shared understanding about, and commitment to ensure effective governance by both the governing body and the executive	-9
11	Recruitment practices to fill board vacancies are effective, transparent, and enable a diverse pool of candidates to be appointed	-9
15	Discussions at and decisions made by the governing body are informed and challenged by different perspectives and ideas	-9
14.4	Governing body membership: Has an appropriate range of skills and experience	-10
21	The governing body communicates transparently and effectively with its stakeholders	-12
22	The governing body is well equipped to support the organisation's long term strategic plans	-13
9	The respective responsibilities and relative accountabilities of the governing body and academic board/Council/Senate are appropriate, clearly defined and mutually understood	-14

Summary – benchmarking (1)

- QMUL scored above the benchmark in 2 of the Sections and equal to the benchmark in one case. Section 10 is not benchmarked as there is not enough data to do this currently.

- The highest scoring sections in relation to the benchmark are:
  - Section 5: Effective strategic development and performance measurement (7% above)
  - Section 4: Governing body commitment to organisational vision, culture and values (1% above)

- The Section scoring equal to the benchmark is:
  - Section 3 Governing body membership, quality and diversity

- The highest scoring measures in relation to the benchmark are:
  - 12 Effective reviews of governing body members' individual contributions are conducted periodically (71% score, 16% above the benchmark)
  - 18 The governing body ensures that effective performance reviews of the head of institution are undertaken (79% score, 14% above)
  - 14.2 Governing body membership: Reflects the organisation's key stakeholders (83% score, 10% above)

Summary – benchmarking (2)

- These measures scored the lowest in relation to the benchmark:

  - 9 The respective responsibilities and relative accountabilities of the governing body and academic board/Council/Senate are appropriate, clearly defined and mutually understood (71% score, 14% below the benchmark)

  - 22 The governing body is well equipped to support the organisation's long term strategic plans (75% score, 13% below)

  - 21 The governing body communicates transparently and effectively with its stakeholders (67% score, 12% below)

Priorities for improvement

Priorities for improvement are based on lowest scoring Sections and measures

Priorities for improvement (1)

Section 6 Effective governing body information and communication

This Section scored 77% and is 8% below the benchmark. Both measures which make up this section scored below the benchmark:

- 20. The governing body receives the clear and prompt information it needs to be fully informed about its legal and regulatory responsibilities. This includes, but is not limited to, the OFS (where relevant) (88% score, 4% below benchmark)

- 21. The governing body communicates transparently and effectively with its stakeholders (67%, 12% below)

An agreed policy for communication needs to be developed

I suspect that if put on the spot very few council members would be able to articulate what their legal and regulatory responsibilities as members of council are.

I don't think staff or students properly understand what Council does, its purpose and the decisions it makes.

I think the legal and regulatory responsibilities could be better covered through the induction process and more care could be taken in appropriately inducting and allow new members to shadow or be mentored by a member with more knowledge and experience.

Council has no really understanding of the day-to-day work of academics.

Priorities for Improvement (2)

9 The respective responsibilities and relative accountabilities of the governing body and academic board/Council/Senate are appropriate, clearly defined and mutually understood

This measure scored 71%, 17% disagreed, and the measure scored 14% below the benchmark

The split between Senate and Council means that Council, as the ultimate responsible body (both collectively and individually) have little if any transparency into the academic governance and its effectiveness - or otherwise.

The assurance of the quality and standards of teaching and learning and the standard of awards is a work in progress as university councils now have much clearer accountability in relation to this area than before relative to academic senates

Handover arrangements to student representatives could involve SU long term staff

Council delegates significant responsibility for academic quality and standards to Senate. The interface between these two bodies could be strengthened.

We have a clear set of strategic KPIs which provide a focus to our discussions, but I do think there is a tension about the role of the governing body in respect of assuring itself re teaching quality

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Priorities for improvement (3)

Governing body diversity and embedding EDI

Section 3 Governing body membership, quality and diversity (70%, equal with the benchmark)) and Section 10 are the lowest scoring sections (75%)

- The following questions have the highest percentage of disagree responses:

  - 14.1 Governing body membership: Reflects the diversity of the organisation (in terms of gender, age and ethnicity (63% agree, 29% disagree, but 4% above the benchmark)

  - 34 The governing body receives sufficient information to test the equality, diversity and inclusion implications of policy, approaches and initiatives that it decides upon (71% agree, 21% disagree)

Priorities for improvement (3)

Supporting comments recognise the work being done

We have a good range of skills but there is still progress to be made on diversity, especially intersectionality of diversity.

A lot of work clearly goes into ensuring the diversity of Council. However, it is still not as diverse as the QMUL student body (especially in terms of ethnic diversity)

I believe one's knowledge and confidence in EDI discussion is a continuous "work in progress" one should commit to

While the Council fully embraces diversity, there could be an opportunity for greater international diversity in its composition.

The governing body is well represented in terms of gender, but greater diversity in relation to ethnicity would further enhance the breadth of experience on the Board.   It would be good to have representation from key local community stakeholders and other important business connections for East London and the Docklands.   Changes to the above two points could increase the range of different approaches to problem solving.

We have a good gender balance, but the Council is not as ethnically diverse as it should be and, perhaps I believe one's knowledge and confidence in EDI discussion is a continuous "work in progress" one should commit tops inevitably, most members are in their 40s-60s. There is a good range of skills and experience, which is reflected in contributions to issues with a finance, audit or legal component, but we do lack some relevant skills.

Considerable improvement in recent years but the test now is delivering on the fine words.

The issue is not membership so much as empowerment and effect.

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