



**REPORT TO THE BOARD OF GOVERNORS OF
GLYNDŴR UNIVERSITY**

**EFFECTIVENESS REVIEW OF THE
GOVERNING BODY**

JULY 2012

FOREWORD

The Board of Governors received the report of the external facilitator at its meeting on 6th July 2012 and accepted all recommendations made. The Board will receive regular reports until all recommendations have been implemented.

The Board is grateful to Mr Eddie Newcomb for his work in facilitating this review.

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Annex

CV of External Facilitator

Conclusions and Recommendations

This report on the current review of the effectiveness of the Governing Body reflects the responses to the questionnaire circulated in January 2012, draws on the interviews with members and others conducted in March and May 2012 and takes into account the workshop discussions held on 29 May 2012. The key fundamentals relative to effective governance are in place. A major part of the paper and most of the recommendations, however, concentrate on those areas discussed on 29 May where earlier there appeared to be some divergence of view. Ways forward on these issues are suggested with a view to further developing the effectiveness of the Board.

1. Introduction

1.1. In 2011 the Board of Glyndwr agreed to undertake a full effectiveness review. It decided to base the review on the framework for assessing Board effectiveness proposed in the CUC/Leadership Foundation Report of January 2009 entitled *What is an effective and high performing Governing Body in UK higher education?* It was further decided to split the review into two phases; this initial phase is concerned with the first two of the three key elements in the framework, with a final phase concerned with the third element being planned for 2013-14. Finally, since the internal auditors are examining the terms of reference and operation of Board committees, this aspect was excluded from the current exercise as were approaches to external stakeholders as it was thought these would be more appropriately undertaken as part of the final phase of the review.

1.2. The Board invited Eddie Newcomb to undertake the first phase of the review. For information a brief *curriculum vitae* of the Consultant is attached as Annexe A.

1.3. The three related elements referred to in 1.1 can simply be represented as follows:



The **enablers of an effective governing body** are the building blocks on which effective governance is based (for example, a governance structure that is fit for purpose). Without the enablers being in place it is highly unlikely that a governing body could be effective in practice. However, the enablers, by themselves, do not ensure effectiveness, but rather create the circumstances for it to be achieved.

Equally important to effectiveness is the quality of working relationships and of Board Room behaviour. Without a Board which works well together and supports the Executive as a 'critical and challenging friend', the final element in the framework – the outcomes – are unlikely to be optimally achieved.

1.4. It may be helpful to the Board to give an overall assessment at the outset:

On the basis of the review to date and judged by the best standards of UK higher education, governance at Glyndwr is fundamentally sound in terms of the foundations required for effectiveness and of Board Room relationships. The Board is highly effective in virtually all key respects. There are some areas which offer scope for development but the commitment of the Board to continuing improvement augurs well for the future generally and for the second phase of the review in particular.

The University has successfully recovered from the governance issues it faced three years ago and the Board can take great heart from what has been achieved since then. There has been an impressive turn-round.

2. Summary of recommendations

Within a context which is very positive in terms of the areas assessed, the following recommendations, none of which are fundamental, are made to enhance future effectiveness:

It is recommended that:

(i) steps be taken to enhance the current induction and mentoring arrangements (section 7.1.);

(ii) the particular needs of staff and students should be reflected in the induction arrangements (section 7.2.);

(iii) the University should give fresh consideration to ways in which independent governors can be provided with a good understanding of the institution's academic work (section 8.2.);

(iv) an Awayday be used to ascertain that the Board's financial, human resource and estates strategies are fully aligned with the academic strategy (section 8.2.);

(v) the Nominations Committee should consider the suggestions made in relation to the recruitment process (section 9.4.);

(vi) steps be taken to structure the one-to-one reviews with individual members so that all are covered within an 18 month period, the load being shared between the Chair and the Vice-Chair, and arrangements be made for members coming to the end of their period to have a one-to-one discussion with the Chair or Vice-Chair before re-appointment is considered: such reviews could be by telephone or skype if face-to-face is not possible (section 10.3.);

(vii) arrangements be made for the review process to include the Chair (section 10.3.);

(viii) as a matter of good practice, the Board and the Executive should keep under review the governance-management line (section 12.4.);

(ix) the Board should consider ways of ascertaining the views of internal stakeholders in relation to the degree of confidence they have in the governance arrangements (section (section 12.6.) ;

(x) the Board should devote a Strategy Day to consider future challenges (section 13.3.).

3. The Context

3.1. The current governance context is very challenging and is likely to remain so for the foreseeable future. The principal features are familiar and include:

- Competition: the higher education market is global and competition for students, staff and funding has become more intense: for institutions in Wales this competition comes from the rest of the UK as well as internationally
- Reduced resources: universities throughout the UK are experiencing a sustained period of severely reduced resources and governments - at the UK and devolved levels - are seeking a more strategic use of funding to meet policy objectives
- The pace of change: the rapidity of technological, pedagogical and financial change places demands on institutions to be agile and flexible
- Accountability: all stakeholders, both internal and external, are requiring greater accountability and corporate governance itself is under scrutiny in both the public and private sectors
- Political context: many of the above factors give new emphasis to universities' relations with the State, not least in the light of the Welsh Government's agenda for higher education: for Glyndwr there are the special challenges which may arise from the current Webb Review of higher education provision in North Wales
- Student expectations: these have risen significantly since the introduction of higher fees and the quality of the student experience has become a priority in higher education; allied with this goes the increasing diversity of the student body and different modes of study other than the traditional full-time route
- Staff concerns: in these difficult financial times there is inevitably concern among staff about institutional stability, the preservation of subject areas and job security
- Special factors for Glyndwr: the University has developed into a complex organisation with outposts in London, St Asaph and Northop as well as the Advanced Training and Development Centre at Airbus, not to mention the addition of the Wrexham football ground and a growing number of international partnerships; the more complex the organisation, the greater the governance challenges

3.2. This is not a comprehensive analysis but it does illustrate the complicated scenarios facing the Board and the need for all members to be aware of the context in which they are undertaking their responsibilities.

4. The Approach

4.1. This assessment of effectiveness was based on the following steps:

- An evaluation of relevant Board documentation (Agenda, Minutes and a range of governance papers)
- A detailed questionnaire issued to all members of the Board on the first two principal determinants of Governing Body effectiveness
- Interviews with the Chair of the Board, the Vice-Chancellor, 13 other members of the Board covering all categories, the Clerk to the Board and the Director of Finance; the convention used was that the conversations were non-attributable and that views would not be ascribed to any one individual
- Attendance at the Board meeting held on 23 March 2012
- A facilitated informal workshop for Governors held on 29 May 2012

4.2. The Consultant wishes to place on record his warm appreciation of the trouble taken by all who participated in the exercise. Particular thanks are due to the Clerk, Val Butterworth, for making the complicated logistical arrangements which made it possible to undertake the review in the minimum of time. The degree of frankness in the responses was refreshing and helpful. The immense commitment of members of the Governing Body and the spirit in which the review has been undertaken, in particular the very open and positive discussion at the May meeting, are highly commendable. **Effectiveness appears to be on an upward trajectory.**

5. The Questionnaire

5.1. The Working Group overseeing the review determined that, in addition to members of the Board, the questionnaire should also be sent to co-opted members of the Board's committees and members of the Executive who attended Board meetings. Thus 27 questionnaires were issued in January 2012:

- Independent governors – 11
- Staff governors – 3
- Student governors – 1
- The Vice-Chancellor – 1
- Co-opted members – 3
- Executive members - 8

In practice 18 respondents successfully completed the questionnaire, a very acceptable response rate of 67% given the pressures on time both governors and members of the executive face. An anonymous consolidated analysis of the responses, which did not differentiate between the various categories of respondent, was provided to the Consultant. Hence the interviews which the Consultant conducted were particularly important in seeking to identify any major divergence of view among the various groups involved.

5.2. The questionnaires completed by governors covered in detail both the elements under review. Each is considered in succeeding paragraphs and it is pleasing to note the wide

measure of agreement on key matters. The responses have been judged as follows: (i) general agreement – at least 70% of the replies agreed with the proposition; (ii) significant convergence – around 60%; and (iii) limited convergence – less than 60%. Where there is limited convergence of views ways forward are suggested, taking account of the 29 May discussion. A similar pattern is followed in section 13 on Board Room behaviour. The commentary also takes into account points made to the Consultant during the interviews – which sometimes modified the questionnaire answers – and the issues which arose at the workshop.

It is, in any case, important to note that a purely quantitative approach has its limitations and terms such as ‘Partly agree’ or ‘Partly disagree’ do not indicate the strength of feeling behind a particular answer. It should also be borne in mind that only one question (see 12.2. below) elicited 100% agreement; there are minority views on virtually all areas, including some ‘don’t knows’, and such views are mentioned from time to time in this report.

5.3. It is also worth stressing that although section 6 on the ‘enablers’ is more detailed than the rest of the report, the enablers are the foundation of governing body effectiveness and this part of the questionnaire is considerably longer than the rest. In addition, several of the issues which arise in terms of ‘Board Room behaviour’ (section 13) are inevitably inter-related with the enablers. To avoid artificial distinctions therefore such issues are considered in section 6 whenever that was thought to be appropriate.

6. The enablers of an effective Governing Body

6.1. The enablers of effective governance are the foundation on which the Governing Body works and without them it is highly unlikely that it can be effective in practice. The University’s questionnaire covered four areas:

- The commitment to effective governance
- Effective governance structures and processes
- Effective Governing Body membership
- Governing Body commitment to organisational vision, culture and values

6.2. The replies to questions in each of the four areas are analysed in the boxes below.

Commitment to Effective Governance:

General agreement	Significant convergence	Limited convergence
There is a genuine and shared commitment by both the Board and the Executive to ensure effective governance		
The quality of interaction between the Chair, the Vice-Chancellor and the Clerk enables good governance to occur		
The roles, responsibilities		

and accountabilities of the Board and its committees are well understood by both Board members and the Executive		
The Secretariat provides timely, informed and suitably independent professional advice to the Board		
The Board regularly reviews its own performance and demonstrates commitment to continuous improvement		

Effective governance structures and processes

General agreement	Significant convergence	Limited convergence
The Board's decision making structure is fit for purpose		
There is a clear system of delegation		
Arrangements for Board and committee meetings are fit for purpose		
Effective arrangements are in place for involving staff and students in the Board and relevant committees		
The Board has effective processes for meeting its responsibilities for determining educational character, including an effective relationship with Senate/Academic Board		

Effective Governing Body membership

Effective support, induction and on-going professional development exists for members and is valued		The size, nature, experience, skills and diversity of the Board membership are appropriate to meet its roles and responsibilities
Board members are motivated, attend regularly, participate actively and their		The recruitment and succession planning of Board members is effectively

skills and experience are used effectively		undertaken
		The contribution of all members, including the Chair, is regularly reviewed, using processes agreed by the Board

Governing Body commitment to organisational vision, culture and values

General agreement	Significant convergence	Limited convergence
The Board demonstrates an understanding of, and commitment to, organisational vision, mission and culture		
The Board is active in supporting, and where necessary defending, core institutional values		
The Board demonstrates an active implementation of the principles of good conduct in public life		
The Board is effective in encouraging corporate social responsibility with the achievement of public benefit		
There is trust and confidence in the Board amongst those staff and students who come into contact with it		

6.3. What conclusions can one draw from the above analysis and were the results of the questionnaire supported through the documentation, the interviews, the workshop discussions and other evidence available to the Consultant? The first and obvious point is that there is an extremely wide measure of agreement on so many issues. With the possible exception of two matters (aspects of (i) induction/on-going professional development and (ii) involvement in educational character and mission) on which there is comment below, all the other evidence strongly endorsed the results of the questionnaire. It is worth noting that many of the replies showed full agreement among well over 80% of respondents whilst the questions about the contribution of the Clerk and about the motivation and participation of Board members elicited a fully supportive response from nearly 95% - an exceptionally high figure. It is a formidable list of achievements and the Board can take great satisfaction from the sense of common understanding and common purpose it shows.

6.4. The second point to make is that the results of the questionnaire confirm pretty common agreement on the areas which need further development; that there were no entries in the middle columns of the above analysis is revealing. Thus the questions which arise for the Board include:

- Are there ways in which the current induction and on-going development could be enhanced?
- Is the Board fully satisfied with its knowledge and understanding of the core academic business so that it can undertake its responsibilities for the University's academic mission and character with complete confidence?
- Is the nature of the membership of the Board appropriate to meet its responsibilities?
- Can recruitment and succession planning be further developed?
- What other actions might be taken in relation to the review of the contribution of all members, including the Chair?

In succeeding sections these questions are examined in more detail.

7. Induction and on-going development

7.1. The current **induction arrangements** are widely welcomed and members paid warm tribute to the work undertaken by the Clerk in this respect. Many positive steps have been taken in recent years and the suggestions which follow should not be seen as criticism but as ways of enhancing what is already in place. Some tweaking is all that is required to reflect the needs expressed in the course of the interviews. A more significant aspect is the issue of **mentoring**. The University has rightly introduced mentoring and this is valued by those new to the Board. It appears, however, that the arrangements are not as systematic as they might be, despite the good intentions of all parties. Accordingly, it is **recommended that:**

(i) the Clerk consults with a group of newer members of the Board as to how the current induction arrangements might be made even more helpful;

(ii) on or shortly after appointment, a new governor be given a list of the proposed induction steps and an indication of the timescale involved;

(iii) In addition to the steps already in place, the University considers the following for inclusion in the programme:

- **A one-to-one discussion with the Chair or Vice-Chair and the Clerk after six months, in part to consider 'how things are going' and in part to determine the training and development programme required to fill gaps in the governor's skills/experience mix**
- **Encouragement to new governors to attend social and cultural events at the University**
- **A further one-to-one discussion with the Chair after twelve months on the Board**

(iv) with regard to mentoring:

- **A short note be prepared setting out what is expected of mentor and mentee**

- **Wherever possible, the mentor and mentee should be members of the same committee to increase the number of times they automatically meet**
- **A mentor should be identified immediately after a new member has been appointed to the Board.**

7.2. Staff and student members are a particular feature of Governing Bodies in the UK governance system and they have special needs in relation to induction. It is appreciated that the University is already using the Leadership Foundation programme for this purpose and is very ready to offer more. To quote from the 2010 report *Ensuring Excellence: Higher Education Governance in Wales* 'So far as staff representatives are concerned, it is important that induction arrangements cover such matters as:

- The role and responsibilities of members of the Board
- Compliance responsibilities
- Although staff may be elected to serve on the Board, they sit as individuals and not as representatives
- Conventions about confidentiality ('reporting back' is often a dilemma for staff governors)

The voice of students on Governing Bodies is an important one and, as the 'student experience' climbs the agenda, it will continue to be so. At the same time student representatives face particular issues when they join a Governing Body:

- They usually serve for only a year and so have a very steep learning curve
- Attendance - and speaking - can be a daunting experience
- The language – and volume - of papers and the use of acronyms can be confusing
- As with staff members, they may be elected but, as Board members, they sit as individuals (and have the same 'reporting back' dilemma)

It is recommended that the University reviews its induction arrangements to take into account the particular needs of staff and student members as set out above.

7.3. In general, more experienced governors considered that the degree of encouragement to attend Leadership Foundation and similar external events was about right. One or two would prefer a more 'directed' approach on the lines of 'you may find it useful to attend this' as opposed to simply circulating details of available courses. That said, however, the University's readiness to support governors' attendance at training and development seminars is exemplary.

8. Governors' knowledge of the core academic business of the University

8.1. Although the questionnaire answers showed a positive reaction as to whether the Board had effective processes in place for determining the University's educational character, including an effective relationship with the Senate/Academic Board, the interviews and the May workshop revealed some uncertainty on this score. Reference was made to the reports from Senate to the Board and to the Vice-Chancellor's regular briefing notes, both of which

are clearly valued, and it is obviously extremely helpful that one independent member of the Board is a former Vice-Chancellor who is in a position to assess and challenge academic proposals. There is also the essential element of trust between the Board and the Senate which supports an effective relationship.

At the same time there was evidence that members of the Board, especially those newly appointed, would like to have a better grounding in the core business – and it is, of course, an oddity of higher education governance that the core academic business is handled to one side of the Governing Body, so to speak. The Board has, however, a legal responsibility for determining the mission and educational character of the University and members cannot carry out this responsibility effectively without an understanding and appreciation of the academic activities undertaken in the institution. At the same time, of course, they have to maintain a degree of detachment and objectivity and must not interfere or become embroiled in the detail.

The University has made a number of commendable attempts in the past to rectify this gap in knowledge, for example, presentations from different academic senior officers were regularly on Board agendas before being crowded out by the pressure of other business and certainly the informal dinners for independent members on the eve of a Board meeting have proved very valuable in providing an opportunity for question and comment on academic (and other) items.

8.2. It is perhaps opportune to look afresh at this issue and a number of possible approaches were suggested in *Ensuring Excellence: Higher Education Governance in Wales*. It is **recommended that:**

(i) the University re-considers how best to provide independent members with a good understanding of the academic work, taking into account the following suggestions:

- **Arranging informal briefing sessions where a member of the Executive talks about a particular topic (such as academic quality, funding streams, how new courses are priced and market tested etc.)**
- **Further joint working between the Board and the Senate/Academic Board through common workshops and Awaydays, particularly in relation to strategic development**
- **Arranging for one or two independent members to observe meetings of Senate/Academic Board and report back with their observations (this could be done on a rotational basis to maximize the number of lay governors involved)**
- **Academic briefings could be re-introduced but before Board meetings rather than being part of the agenda**
- **Periodic tours of academic areas could be arranged**

(ii) as suggested at the May workshop, an Awayday might be used to test that the Board's financial, human resource and estates strategies are fully aligned with the academic strategy

8.3. In making these recommendation – and indeed those on induction and mentoring – the Consultant is very aware of the time pressures, both on the part of governors and the Executive. A counsel of perfection is perhaps advocated! Nevertheless, this is an area of importance and any steps to develop governors' knowledge of the University's academic work are worthwhile. It is, after all, what the University is about.

9. Membership of the Board

9.1. Given the nature of the responses to the questionnaire, it is no surprise that one member of the Board, experienced in terms of other organizations, said that this was the best and most unified Board the University has ever had, stronger indeed than others encountered outside higher education. Other members expressed similar sentiments. It is, however, a sign that there is no complacency that there are concerns about the experience, skills and diversity of the membership. This section therefore deals with the recruitment of members to the Board.

9.2. The first point to make is that the Board has approved an excellent paper on the process for recruiting governors which follows best practice as recommended by CUC and covers all aspects of recruitment. What was a little surprising was that some Board members appeared not be aware of (or had forgotten!) how the Nominations Committee approaches recruitment and its use of a skills matrix. Nevertheless, the interviews confirmed that the University follows a sound and transparent process in the appointment of new members. It is suggested that the process paper is circulated annually to all members of the Board for information.

9.3. The concerns expressed were not about the size of the Board or its committees – which most members felt was about right – but about the issues of experience, skills and diversity. The areas mentioned as being under-represented were estates/infrastructure, business, international experience and higher education (especially given the fact that the former Vice-Chancellor will shortly complete his period of office). It is understood that some at least of these are already under consideration by the Nominations Committee. In addition, like many other institutions, Glyndwr has found it difficult to achieve an appropriate gender and ethnic mix. It was pointed out at the May workshop that there was a striking contrast between the composition of the Board and that of the student body in terms of ethnicity and gender. The University is very conscious of this issue and efforts to address it will continue. A final area which might be further considered is the question of succession planning.

9.4. Accordingly, it is **recommended that the Nominations Committee:**

- **should circulate the recruitment process paper to all Board members annually**
- **should consider the comments made by Board members in relation to the skills and experience mix**
- **might consider whether, when particular expertise for Board membership is being sought, the current paper might be supplemented by a section specifying the nature of the skills required and why**
- **should consider the 2009 handbook *Governing Bodies, equality and diversity* published by the Equality Challenge Unit and the Leadership Foundation which**

suggests methods used both inside the HE sector and outside to encourage the recruitment of diverse members

- **should discuss its approach to succession planning**

10. Review of the contribution of Board members

10.1. The University is to be commended on its use of an annual self-evaluation questionnaire for all Board members and, in addition, some one-to-one individual discussions have taken place with the Chair. It is clear that many members of the Board would like to build on these steps and make them a more structured part of the review process. It is suggested therefore that the one-to-one meetings should be timetabled so that all members of the Board have an informal discussion with the Chair or, to spread the load, the Vice-Chair over an 18 month period. As noted in *Ensuring Excellence: Higher Education Governance in Wales*, this would be an occasion when governors could provide direct feedback on his or her experience. Thus the discussion could embrace a series of questions. Are their skills and experience being used to the best advantage? Would they like to serve on a different Committee? Do they feel able to contribute effectively at Board meetings? Are there areas in which they would welcome further training and development? Is attendance a problem? Ideally, these should be two way in nature so that the governor can comment on his or her perspective of Board meetings: Are the right issues being discussed? Are Board meetings run in an open manner or is there a feeling that issues are cut and dried beforehand? How easy is it to intervene in debate? It is believed many Board members would welcome this kind of approach so that the Board can assess what it has achieved and the value it has added. In one university in Wales where such an arrangement exists, a collective summary of comments is presented to the Board, so that there can be reflection among the group as a whole as to the working of the Board and its future direction; the Chair of the governing body concerned believes this helps the Board dynamics.

10.2. Parallel arrangements should be made for the Chair. This could be done in a number of ways: for example, by the Vice-Chair with a senior independent governor or the Chair of the Audit Committee. Alternatively, a senior member of the Board could be accompanied by someone external to the institution, possibly the Chair of another HE governing body.

10.3. Accordingly, it is **recommended that:**

- **towards the end of a period of membership and prior to any consideration of re-appointment, the retiring member should meet with the Chair or Vice-Chair for discussion of the member's experience on the Board and its committees**
- **the system of one-to-one informal review sessions should be structured to cover all members within an 18 month period; the load should be shared between the Chair and the Vice-Chair**
- **such reviews could be undertaken by telephone or skype if a face-to-face discussion is not possible**
- **arrangements should be made for the review process to include the Chair**

11. Other issues relevant to the foundations of good governance

11.1. Although not covered by the questionnaire, one other issue relevant to the foundations of good governance is worth a brief comment. It should be said that the general quality of the documents reviewed by the Consultant is high; they are well-structured and concise as indeed are agendas for Board meetings. Many improvements have been made in recent years but there is no complacency and further refinements are planned, especially in relation to the presentation of financial information. The Clerk is universally well-regarded for her preparation and support to the Board and its officers. One or two members would like to see less paper for the Board with more emphasis on substantive issues as opposed to procedure, whilst others see scope for the use of technology to allow shorter papers but with the ability of members to drill down if they need further information.

11.2. It should also be said that the University appears to be punctilious in considering all the national documents which are published on good governance practice, whether from the Committee of University Chairs, the Leadership Foundation, CHEW/HEW and so on.

12. Working relationships and Board Room behaviour

12.1. The second element of this review covers working relationships and Board Room behaviour, that is, the crucial interactions between those concerned with governance and what actually happens at Board meetings. The questionnaire covered six areas under this head and the responses were as follows:

General agreement	Significant convergence	Limited convergence
Board meetings are effectively conducted and chaired in a way which encourages an appropriate degree of transparency, openness and engagement and which has the general confidence of members	All governors are actively involved in discussion and demonstrate a shared purpose and commitment, whilst maintaining the distinction between governance and management	
The approach, style and contribution of the Vice-Chancellor supports effective Board meetings		
The approach, style and contribution of the secretariat supports effective Board meetings		
Working relationships between Board members and the Executive are good and a positive atmosphere exists to		

support effective governance		
The need for constructive challenge by the Board is understood and accepted by both members and the Executive, and is undertaken both appropriately and effectively		

12.2. This is a hugely encouraging response and reflects the strong and positive spirit among members of the Board. It is worth stressing a number of points which were made time and again in the course of the interviews:

- The Chair is very highly regarded for the inclusive, fair and open way in which Board meetings are conducted: his view that running the Board must be collaborative, challenging, overtly honest and transparent is to be warmly endorsed
- The working relationship between the Chair and the Vice-Chancellor is robust and effective; communications between the two appear to be excellent
- The Vice-Chancellor has vision and drive with an approach and style which supports effective Board meetings
- The approach, style and contribution of the Clerk support effective Board meetings (the only question where there was 100% agreement!)
- The Chair and the Vice-Chair nicely complement each other in terms of background, experience and geography
- Working relationships between the Board and the Executive are generally excellent and there is a positive atmosphere in providing support to the Vice-Chancellor
- Members of the Board display a strong and shared commitment to the success of the University

Again, this is an impressive and substantial list which demonstrates the considerable progress made over recent years

12.3. A comment should be made in relation to the ‘significant convergence’ box above which should not be seen to undermine what is said in relation to the shared commitment of members. Analysis of the replies to this question show that 12 fully agreed with the proposition and 4 partly agreed, 1 partly disagreed and 1 new member could not say. It was therefore close to coming into the ‘general agreement’ category. The interviews showed that the minority who did not fully agree had two concerns: first, that, despite the Chair’s best efforts (which were acknowledged) there was a feeling that a relatively small number of members tended to dominate discussion; second, that the distinction between governance and management was sometimes blurred. On the first point, it should be said that nearly all institutions have a core of ‘active governors’ – often those who chair major committees. They are a valuable resource and their work is key to an effective governing body. It is not surprising that they make a major contribution to debate. This in any case should be set beside the ample testimony of the Chair’s inclusive approach and the steps he takes to

ensure that all voices are heard in debate. No recommendation is therefore made on this matter.

12.4. With regard to the second point the distinction between governance and management is a difficult and sensitive one. The line between the two is not absolute. Rather there is a continuum and the boundary will depend on circumstances and issues. Three respondents to the questionnaire were concerned that the Board sometimes overstepped the line into management and the views of this group might be summarised by quoting from one of the replies: 'I think that occasionally we perhaps cross the line into management and it is right(!) that we are then reminded, and perhaps different individuals are more or less actively involved in some discussions; but there is, no doubt, a shared purpose and commitment, and the working atmosphere is excellent'. Quite apart from the confirmation this gives to other aspects of the Board, it also seems clear that there is not a major issue here. The important factors are, first, that Board members are clearly sensitive to possible problems, and second, that the Executive is sufficiently confident to indicate when they believe the line has been crossed. It is simply **recommended that, as a matter of good practice, the Board and the Executive keep under review the governance-management line and continue, as now, to have an open discussion whenever it is felt that the boundary is being inappropriately crossed.**

12.5. Related to the issues in 12.4. is the matter of challenge – does the Board challenge too strongly or not enough? With one exception, the view of members and the Executive was that the degree of challenge is appropriate and that the Board is ready to question where necessary; the proposals coming forward about RDAP was cited as one such example. A number of interviewees felt that 'the critical friend' phrase accurately described the stance of Board members. Certainly, there is on occasion a good deal of give and take between the Board and the Executive: the various debates on fees provide an excellent instance where in the course of the discussions various participants, both Board and Executive members, changed their views.

12.6. Two other matters concerning Board behaviour should be mentioned which are not covered in the questionnaire, the first of which may indeed be more appropriately considered in the second phase of the review. It is the question raised in the May workshop as to whether management, staff and students have confidence in the current governance arrangements. It was agreed that this was an area of uncertainty for the Board and it is therefore **recommended that the Board consider ways of ascertaining the views of internal stakeholders in relation to the degree of confidence they have in the governance arrangements.** This need not be done as a formal exercise and the suggestion was made that the previous practice of periodic meetings between governors and staff hosted by the Vice-Chancellor might be revived, with a similar arrangement to enable governors to meet groups of students. Such meetings would need to be informal but carefully managed. The second is quite different: several independent members referred in the interviews to the Board's concern about the intense pressure in current circumstances on staff, particularly the Vice-Chancellor and the senior executive team. Whilst this is clearly a responsibility of the Board, it is heartening to see the issue taken seriously. It is suspected that it is not the case at all institutions.

13. The Future

13.1. At the end of the questionnaire governors were invited to think about governance arrangements for the future. It is a truism to say that continuing rapid change faces universities and at the May workshop it was fully acknowledged that the Board needed to spend more time looking ahead. Some of the questions to be faced were identified on that occasion

:

- How best can the Board support the Executive in a rapidly changing world? It may not require more delegated authority but the Board needs to consider other mechanisms: special meetings and workshops , for example, so that rapid responses can be given
- What type of governor will be needed?
- How best to remain 'change adept' and move from 'survival adept'?
- What is the future of HE in the region and how best to secure Glyndwr's role and its direction of travel?
- How best to engage in succession planning at the senior executive level and how to minimise risk should the Vice-Chancellor leave, for example?
- What skills and experience will be required at the executive level to cope with the longer term requirements?
- How best to maintain trust, shared ownership and commitment during continuous change? Maintaining core values and vision will be important to give direction

13.3. It is not for the current review to propose answers but it is suggested that to be fully effective and fit for purpose, the Board needs to consider these and related issues. Accordingly, it is **recommended that the Board devotes a Strategy Day to consideration of future challenges.**

13.4. There is no suggestion that the present Board is at all complacent about the future but this is always a danger when there is a successful Vice-Chancellor and senior team. At the workshop reference was made to a 2011 article in the journal of the Association of Governing Bodies of Universities and Colleges in the United States which draws attention to the dangers *. Two quotations from the article may suggest how this pitfall may be avoided (bearing in mind the different context). First, 'To prevent complacency, trustees can demand transparency, create a culture of critical analysis and inquiry, deliberately assess academic outputs, continuously learn more about the changing world of higher education....and renew the Board often to gain fresh perspectives'. Second, 'Strong Board leadership, through the Board Chair and governance committee, can steer trustees away from complacency and toward a collaborative relationship with the President.' There are perhaps some watchwords here for every governing body.

14. Concluding comment

14.1. It is hoped that the Board will be encouraged by the general tenor of this report. The University has the basics for excellent governance in place and the trajectory is wholly positive. The recommendations, none of which imply fundamental change, are designed both to enhance the current effectiveness and to help the Board prepare for the uncertain future facing all institutions of higher education. As indicated earlier, the Board has put the difficulties of the past behind it, has learned from the experience and has developed approaches and ways of working that are to be admired. The Consultant wishes the University and the Board well both for the future generally and for the second phase of the review in particular.

Eddie Newcomb

June 2012

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- See *Board complacency and the experienced President* by Stephen C. Bahls, President of Augusta College, Illinois, in *Trusteeship*, the journal of the Association of Governing Bodies and Colleges in the United States, January/February 2011

Annexe A

EDDIE NEWCOMB OBE (2002)

BA (Hons) (Dunelm), Dip Ed (Dunelm), Hon LLD (Manchester)

Eddie Newcomb was Registrar and Secretary of the Victoria University of Manchester from 1995 until his retirement in 2004. Before that he held comparable posts at the universities of Leeds and Essex. He has been a member of many national groups concerned with higher education (including the Funding Group of the Dearing Committee of Enquiry into Higher Education) and has developed extensive links with universities abroad. From 1998 to 2004 he was Chair of the Association of Heads of University Administration.

Since 2004 he has worked as consultant or project manager on a wide range of national projects, particularly for the Committee of University Chairs, the Leadership Foundation and the Higher Education Funding Council for England, as well as undertaking studies for other national bodies and individual universities in the UK and overseas. This work has been largely in the areas of governance, organisation, structures and senior staff remuneration.

Between 2004 and 2010 Eddie Newcomb was Chair of the Board of Rose Bruford College, a drama and performance institution of higher education in Kent of which he is also an Honorary Fellow. He was awarded the OBE for services to higher education in 2002. In 2004 he was appointed the first Distinguished Fellow of the Association of University Administrators and in the same year was awarded an honorary doctorate of the Victoria University of Manchester.