



# University of Hertfordshire Governance compliance review

Good Governance Institute

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## University of Hertfordshire Governance compliance review

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# 1 Introduction

In April 2018 the University of Hertfordshire appointed the Good Governance Institute (GGI) to undertake a Governance Compliance Review and Forward Look.

The work is being carried out in two phases. The first phase, which is now complete, assessed whether the governance arrangements of the University are compliant with the Committee of University Chairs Code of Governance (CUC Code), with general good governance practice and with the expectations of Office for Students (OfS) around good governance. The second phase, to be presented separately, will look at “future-proofing” the University by assessing the implications for governance arising from a longer-term assessment of its future operating environment, both from a strategic and a commercial point of view.

This report outlines the key findings from the compliance review. It is deliberately concise, reflecting our overall conclusion that the University has a strong and well-established model of governance which works effectively for the type of University that Hertfordshire currently aspires to be. Over the last few years the University Board of Governors has, under the professional guidance of the University Secretary and the thoughtful and inclusive presence of the Chair, engaged successfully with the changing environment and the emerging regime of regulation, whilst retaining a clear focus on its core business and success criteria.

The University is, in our view, therefore unsurprisingly compliant with the seven primary elements of governance in the CUC Code (see appendix 1), and is performing solidly in terms of its core governance, compared to other similar organisations. That is not to say there are not issues which need reflection, especially at a time when there is an imminent change in the Chair of the Board and the institutional strategy is under review.

We make a series of observations and comments, rather than recommendations, for consideration by the Board as a whole at this time. The only substantive recommendation we feel needs to be made is that there should be commitment to a programme of Board development. This would use both reports and other material, as a means of growing shared intent and ambition, grounded in a realistic assessment of what the University can achieve in future. This theme will be developed further in the second report.

## 2 Methodology and limitations

### 2.1 Methodology

GGI used a well-established methodology to inform the Compliance Review, including the following activities:

- Observation of University Board (5/6/18)
- Observation of University Audit Committee (19/6/18)
- Observation of University Finance Committee (3/7/18)
- Interviews with Board members (for full list of interviewees see appendix 3)
- Document review (for full list of documents reviewed see appendix 4).

In addition, GGI used a governance maturity matrix, specifically designed for Higher Education in the UK, to ground the assessment (appendix 2). The report is structured on the basis of its themes.

### 2.2 Limitations

The majority of the review was undertaken during a specific period, including summer months, and was therefore limited by the availability of Board members for interview during this period, as well as the occurrence of meetings for observation.

The review is also limited to the documentation that was provided to GGI during the period described, and confined to the information provided by those the review team interviewed as part of this process, or observed at those meetings the review team was able to attend.

### **3 Overall findings**

The University of Hertfordshire has achieved significant success and recognition in achieving its strategic intent - doing what it is trying to do - establishing a sound reputation at a national level under the leadership of the current Vice-Chancellor, most recently in the achievement of Gold standard in the Teaching Excellence and Student Outcomes Framework.

The University has also achieved and maintained a credible level of performance against a basket of indicators and secured an underlying financial stability. However, it would be fair to say that the governance of the University has not been seriously tested in the way other Universities has been, in a period of rapid change in the overall operating environment in the sector.

The following sections set out observations and comments designed to provide stimulus and helpful challenge. They are intended to be directly expressed and developmental, focusing on issues which we believe should be highlighted, rather than providing a full assessment.

### **4 Culture and behaviour**

Business in both the Board and its main committees is conducted in a spirit of joint enterprise between all members in a collegiate, polite and formal manner. The interviews for the review showed a high level of seriousness of purpose, self-reflection and insight, together with an underlying respect for other members. The current formal, meeting-based approach is certainly effective, but going forward more space might be helpful away from the formalities, to allow members to work through different perspectives in the interests of the University, and in particular to explore complex and challenging issues earlier and more openly. The less formal approach may increase agility and connection between members.

### **5 Purpose and leadership**

The University has benefitted in recent years from a successful and effective triumvirate of key roles – Chair, Vice-Chancellor and University Secretary. The Chair has established a consistent and effective style of working for the Board which is based on inclusivity, with attention to members between meetings as well as in them, respecting their skills, contribution and time constraints. The Vice-Chancellor maintains a balance between internal and external activities, providing a balanced approach to strategic focus, authority and presence. The University Secretary is universally recognised as being essential to the success of the University - strong, competent and acting with understanding and impact.

The key issue for the University is succession. A core responsibility of a governing body is to ensure succession to central roles is managed proactively, if necessary reaching into the senior levels of the organisation and key leadership roles, and connecting externally with potential recruits to ensure continuity of leadership. We did not see enough evidence that the strategic risk created by loss of key roles was being treated in a way that was providing adequate assurance to the Board as a whole.

## 6 Structures and business flow

The Board is not out of line in terms of its size with sector norms. There seems little appetite to pursue a smaller Board, seen as potentially an enormous effort which might also result in compromising what is already working. Similarly, the sub-committees of the Board have sufficiently clear terms of reference and are conducted in accordance with them, judging from our observations and review of documents. Board business and its servicing overall can be considered a smooth operation.

We would make a few observations. There is a good flow of business across the year and between committees, but visibility and understanding of this flow amongst the whole Board is not consistent, nor was the rationale for allocation of relative time to items for each meeting. We found it difficult to gauge the depth of engagement on issues of importance as a result. This resonated with comments from some members that they felt a little unsighted on substantial issues and follow-up on decisions, with there being too much room for the Executive to avoid scrutiny if they wished to. As a corollary, more than one member commented that they felt on occasions that the picture presented to the Board might be a little engineered and over-positive, and that they felt under-engaged and under-used between meetings by the Executive both in the development of papers and involvement in issues in which they were interested. This perspective might be an issue to consider in the context of a board development programme.

The compact and well-run nature of Board business, focused on meeting statutory administrative and fiduciary responsibilities, also reduces the time available for debate and discussion, and discourages challenge at full Board, as members are concerned about completing "core business" in available time. One possible solution might be increasing the amount of business completed in committees with sharper reporting arrangements, to free more time in full Board for discussion. The underlying issue of available member time, however, also needs to be recognised. The attitude to time and expected contribution in a voluntarist model of Board, and alternatives to it, are again explored in the second report but some immediate reflection may be worthwhile by the whole Board on the way business is organised.

## 7 Skills and capacity

The Board already has a strong and varied group of committed members, but we wonder whether currently the balance in membership is right between what might be called the educational and the external. Given the changing environment, the Board could gain from further current senior higher educational knowledge, particularly with a global or international perspective. Business, policy and government are strongly represented, but further membership which reflects the University as a significant community asset and local employer might also be worth considering.

The time might also be right to consider a board development programme to sit alongside the current arrangements, respecting the issue of time and commitment involved. We explore this more in the second report where board development is linked to growing collective capacity around shared intent, ambition, risk and impact in a more challenging way. Here we would comment that there would be value in reflecting together on the culture of the way the Board operates, to address some of the issues in section 4 above and specifically to ensure the voices of staff and students are fully supported, building on the mentor arrangements for student members already commendably in place. Such a programme need not be onerous or time-consuming, but could help increase the active contribution from all members and their feeling of value.

The age profile and BAME balance of the Board must be flagged as a continuing issue, although we are aware that this has been actively engaged with by the University in recent months. The problem remains that the profile in terms of age and protected characteristics is a visible challenge, which the University should now regard as a strategic risk. It is clearly not enough to reflect that the Board contains a diversity of views. The potential impact of offering remunerated roles is assessed in the second report, but we suggest creation of associate members and more overt succession planning built around best practice elsewhere should be considered now.

## 8 Finance and resources

Our sense of the Finance Committee is that there seems to be robust challenge which is seen as of genuine value by the Executive. There is always a danger that too much time can be spent in the detail and operational, which can seem necessary to governors and play to their expertise outside the University, but which may be viewed as unhelpful by the Executive and cross the line into inappropriate behaviour. There might be value in testing whether the right balance is being struck explicitly in that committee.

## 9 Risk and agility

We feel strategic risk requires more time and consideration in Board business. We did not get a clear sense that the Board fully owned the main strategic risks, nor felt able to articulate the mitigations to them. There may be a good case for a Board Assurance Framework which would bring together the strategic risk, the risk appetite and the various mitigations and progress against them in one place which drives business between the Board, its committees and the University more transparently. In the Audit and Risk committee we observed the agenda was well-managed by the chair of the committee, but strategic risk and decisions around them did not feature as much as might have been expected.

We particularly welcome the support in encouraging all members of the Board to attend any committee they wish to, as observers. This is rare amongst Universities and increases shared understanding, adds to agility and reduces risk.

The pace of change and expectations around decision-making are only likely to increase. Whilst we feel current modes of operation are working we note concern from some members about whether the way Board business is conducted will prove agile enough in future to handle the changing environment and to accommodate uncertainty or disruption. This might require a more fundamental reflection on culture, assumptions around delegated responsibilities, flow of business, allocation of time, and committee structures which are covered in the second report.

## 10 Stewardship and standards

The joint meeting between the Board of Governors and the Academic Board is clearly very timely, given the additional responsibilities now placed on the Board, and its members, in terms of academic governance. We simply note that this relationship has not yet been tested. Although there is no need to assume it will be tested under duress in future, activities to grow shared understanding between Board members, the academic community and the student community on the various roles, responsibilities and contributions around academic governance would be a sensible investment of time and energy at this point. This could also add to overall organisational resilience and depth of understanding of a single system of integrated governance, as well as being both of immediate importance around the Research Excellence Framework and of longer-term practical benefit.

One area of growing importance in Higher Education, as a distinguishing feature in brand and in policy, is that of culture, people and the human capital of the organisation, to use an ugly term. It is not entirely clear where these issues, which are varied and range from duty of care to recruitment and retention, feature in Board thinking and business as connected items, linked to the University strategy. The time might be right to recognise the collective impact of these diverse issues in a more overt manner, in the work of Board committees. There are dangers in creating a further committee which requires populating and servicing, but the strategic importance of people issues might now necessitate this. The recognition of cultural issues for students and staff, as a critical dynamic for the Board to consider in relation to the strategic risk and sustainability of the University, may need more overt recognition in the prioritisation and organisation of Board business.

The University has a sub-structure of subsidiary companies fulfilling several roles. These do not feature comprehensively, consistently or clearly in the formal minutes of the Board and its committees. This is a matter which needs to be addressed to ensure issues of risk and performance are visible to the Board and its members. We were unable to track the formal reporting routes between the subsidiaries and the Board and suspect they are different for each company. The mechanisms for achieving transparency in a sense do not matter, as this might be via the Finance, the Audit and Risk committee or directly to the Board. But whatever route is used there should be regular and effective reporting on key performance issues and risk which provides necessary levels of assurance to the Board. We were unable to find sufficient evidence this was happening.

## 11 Engagement and voice

One recurrent theme, seen positively, is the active role the Vice-Chancellor plays in connecting the University into partners, strategic and civic settings, with a common comment about his being a superb ambassador for the University. The same comment was made around national political and policy engagement, with the Vice-Chancellor seen as playing an important, visible role. We suggest that Board members also need to play an active role in local civic and national activities in the name of the University, as part of growing connectivity and depth of reference points and expertise in the Boardroom. Some members already feel that they are not time rich and there is rightly sensitivity by the Chair and Vice-Chancellor to members' available time, but this should not be an obstacle to widening Board bandwidth and reducing risks through greater engagement and intelligence-gathering. The second report explores the nature of the communities and stakeholders which the University might consider as critical to its future profile and sustainability.

Some comments were made about the visibility of the Board in the University. This is a regular comment in governance reviews in Higher Education. In the University of Hertfordshire, Board members engage and are engaged in different activities and approaches, from buddying to participation in events and meetings across the University, but further discussion on whether this is enough to ensure the Board and its role is understood more widely in the University, and amongst key external stakeholders, might be sensible. Targeted invitations to attend the Board, as well as greater use of rotational meetings across the campus, could assist. More radical and fundamental models of active accountability, the value of public meetings and the use of integrated reporting are explored in the second report for future consideration.

## 12 Impact and reach

We did not see a wholly consistent approach to benchmarking played out in the Board. Comparisons were included in reports and in discussion, but read-across between different types of benchmarking of performance and approach seemed less clear. This is perhaps inevitable in a changing world, but time could perhaps be spent by the Board on working through which other organisations in Higher Education and beyond provide a range of suitable comparators for the University. These may well be regularly used by the Executive, but the narrative around benchmarking is not yet fully owned by the whole Board.

Gauging the impact and reach of the Board is inherently difficult, not least for the Board itself. There was an active discussion around Key Performance Indicators during the review period, which although healthy, seemed to reveal significant differences of opinion and approach amongst members about what the right measures of stretch and success for a higher education institution, and the University of Hertfordshire in particular, might be now and in future. This is an important discussion which should be kept open and encouraged, as it reflects a deeper discussion the Board will need to engage in, around future purpose, impact and accountability. There is some tension around different perspectives in the Board itself which is healthy and of value to governance, but the discussion might usefully be extended to include others within the University. In terms of future-proofing, the measures of impact and methods of ensuring active accountability chosen by the University will be of great significance. The second report is designed to help the Board to work these issues through and will sit alongside and help shape the consultative work on the new strategy, which is already underway.

## 13 Conclusion

This report provides a positive assessment of the underlying governance of the University of Hertfordshire. The observations and comments made are not intended to be negatively critical, but instead to encourage further development of sound processes and practices. Issues raised are generally within the gift of the Board to resolve quickly, without being disruptive of the way things are run.

These relate principally to succession and capacity planning, business flow and timing, strategic risk and benchmarking.

The adoption of a board development process to allow greater reflection on issues of strategy, risk and governance, as well as culture and capacity, is recommended, especially to coincide with the assumption of role by the new Chair of the Board of Governors.

This report refers to a second report analysing issues relevant to the future-proofing of the University. This will be available before the end of 2018.

We would like to thank everyone who has so willingly made themselves available for interviews and to those who provided project support and documentation for review.

**Good Governance Institute**

October 2018

## Annex 1. Council of University Chairs Code

We were asked to assess the University of Herts' compliance with the CUC Code. The CUC Code identifies the following seven primary elements of governance:

- 1.** The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.
- 2.** The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.
- 3.** The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.
- 4.** The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments.
- 5.** The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.
- 6.** The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.
- 7.** The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.

# Annex 2. Higher Education Maturity Matrix

## MATURITY MATRIX FOR GOVERNING BODIES in Higher Education

KEY ELEMENTS	PROGRESS LEVELS				
	1 FUNDAMENTAL	2 DEVELOPING	3 STRENGTHENING	4 SUSTAINING	5 EXCELLING
<b>CULTURE AND BEHAVIOUR</b>	<p>Consideration of culture of both institution and GB itself is a regular part of formal GB business</p> <p>Published Governance Code of Conduct sets out institutional values and behaviour expected of everyone involved in the governance of the institution</p> <p>GB members are inducted to understand their role in setting cultural standards for the institution</p>	<p>Effectiveness of Interface between Chair and VC, between GB and members, and between GB and senior officers is regularly assessed</p> <p>Value of student and staff voices is reflected in business processes; committee membership and GB conduct</p> <p>Formal cultural assessment process used to ensure compliance by GB and Executive with the Code of Conduct, individually and collectively</p>	<p>Steps taken to strengthen culture of governance at all levels of the institution routinely evaluated by GB</p> <p>Regular independent assessment made of GB effectiveness in increasing equality and diversity against external standards</p> <p>Ethical issues relating to the social, economic and environmental impact of the institution on the world considered regularly by full GB</p>	<p>GB tracks cultural alignment of the institution and that of stakeholders using measures agreed in advance</p> <p>Delivery of fairness and transparency in culture and operation of the institution is reviewed formally by GB</p> <p>Retrospective review by GB of decisions taken to increase learning, accountability and effectiveness, involves stakeholders</p>	<p>GB can evidence institution's influence on culture and effectiveness of governance in the HE sector by its advocacy and action</p> <p>Institution has reputation for ethical integrity and advocacy for its own clear values and integrity amongst peers, in the HE sector and in the world</p>
<b>PURPOSE AND LEADERSHIP</b>	<p>Collective purpose, values, priorities and key drivers of GB are set out in written form</p> <p>Annual cycle of induction and development supports member contribution to statutory obligations and strategic impact</p> <p>Leadership responsibilities and accountabilities for each key strand of the institutional strategy at GB and Executive level is set out publicly and kept up-to-date</p>	<p>Respective leadership roles and responsibilities of GB, Executive and other key elements of the institution are clearly stated in public and linked to institutional strategy</p> <p>GB ensures purpose and vision of institution is shaped and understood by key stakeholders, including students, staff and external stakeholders</p> <p>Delivery plans in place for both the institution and the GB, with progress against clear set of performance measures reported openly</p>	<p>The leadership role of members, their background and contribution to the University is promoted publicly and impact evaluated annually</p> <p>GB decisions are evaluated rigorously in terms of contribution to stated purpose and vision</p> <p>GB ensures strategic decisions made by Executive, and component elements of the institution, are aligned, measured and reviewed in accordance with agreed strategy and priorities</p>	<p>Assessment processes show all levels of the institution are aligned to priorities and values as a collective purpose.</p> <p>GB spends formal time together reviewing the changing operating environment and how this affects strategy, institutional leadership and culture</p> <p>Effectiveness of strategic communications and engagement in improving leadership, visibility and reach of GB regularly reviewed and assessments of GB role and impact received from stakeholders</p>	<p>Decisions have been reviewed retrospectively and learning from this process has been used to shape future strategic direction, plans, processes and relationships.</p> <p>GB demonstrates continued achievement of strategic goals over life-time of the strategy</p> <p>Institution receives consistent external recognition for the quality of its leadership and governance.</p>
<b>STRUCTURES AND BUSINESS FLOW</b>	<p>Formal governance structures and working arrangements between GB, Executive and Senate / Academic Council are defined, in place and publicly reported.</p> <p>Effectiveness of the structure and remit of GB and its sub-committees is subject to regular review and open to external scrutiny</p> <p>Annual cycle of business is agreed by the GB which sets out the expected contribution of GB and its sub-committees to the institution's strategic objectives</p>	<p>GB is able to focus its time on strategic issues as a result of effective delegation to sub-committees.</p> <p>Responsibilities and contribution between sub-committees is balanced and makes best use of members' skills</p> <p>All GB and committee papers include a short Executive Summary connecting their purpose to strategic purpose and risk</p> <p>GB is clear about how risk appetite and tolerance informs delegation to sub committees</p>	<p>Effectiveness, composition and size of the GB and its committees have been assessed independently as fit for current and future purpose</p> <p>Digital governance and technology are used effectively to reduce bureaucracy and enhance the impact and value of time spent on core business.</p> <p>A systematic review of decisions made is used retrospectively to refine business practices.</p>	<p>Investment has been made in technology to support joint working and integrated reporting across organisational and professional boundaries.</p> <p>Potential internal and external system failures are identified in an open and transparent way and used directly to improve the efficacy and integrity of the organisation</p>	<p>Audits consistently show that intelligent data is used effectively to drive strategic decision-making.</p> <p>Systems are in place which enable joint information-sharing, risk-assessment and assurance with key stakeholders and partners.</p>

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PROGRESS LEVELS

	1 FUNDAMENTAL	2 DEVELOPING	3 STRENGTHENING	4 SUSTAINING	5 EXCELLING
SKILLS AND CAPACITY	<p>Skills and capacity of GB is subject to full Board discussion on at least annual basis</p> <p>All appointments to GB are subject to open competition and due process</p> <p>Formal induction is in place for all members and completed quickly on assumption of role</p> <p>Register in place which identifies skills needed to create a balanced GB and to meet equality and diversity requirements</p>	<p>Oversight of development of skills, capacity and culture is formal responsibility of a sub-committee</p> <p>Structured governance development programme supports individual understanding and skills of members, and a wider culture of collective and equal contribution.</p> <p>Commitment of time by members reflects a balance between the demands of formal business, gaining understanding of the institution informally and making a wider contribution</p>	<p>Mix of skills to meet governance requirements of GB is kept under regular review, with formal processes in place for changing or removing members if required</p> <p>Members from all backgrounds spend time together away from formal business</p> <p>Skills and contribution of each member is periodically assessed using a recognised effectiveness tool</p>	<p>Clear processes for succession planning are in place for committee chair roles</p> <p>Governance is strengthened by well-established relationships with specialist sources of advice and expertise which are integrated effectively within governance arrangements</p> <p>Independent assessment shows that the skills of members of the GB are used to maximum effect</p>	<p>Members of the GB play an active role in improving the governance of the sector at a national and international level</p> <p>Institution is seen as setting a standard for equality and diversity, embodied in its GB</p>
FINANCE AND RESOURCES	<p>Roles and responsibilities of the GB, its committees and individual members in respect of financial performance have been identified to all members</p> <p>Financial training has been provided which matches these roles and responsibilities</p> <p>GB as a whole receives concise and complete financial information which allows members to fulfil their accountabilities</p> <p>Members understand accountable officer responsibilities in the institution</p>	<p>GB has developed a financial strategy with a clear link to service quality and potential future high-impact changes.</p> <p>Strategic and investment decisions are made by GB using objective assessment criteria set in advance</p> <p>Resources are transparently allocated in line with strategic priorities and audited accordingly</p> <p>Reporting by accountable officers to GB ensures its governance requirements are met, including delivery of value for money, sustainability of the institution as a going concern and effective asset management</p>	<p>All GB papers set out the strategic and financial consequences of decisions and proposed actions</p> <p>Investment decisions are considered by GB in a way that explicitly balances business considerations with wider academic, social and reputational criteria</p> <p>Audit is used strategically, with decisions on all audit reports made in a timely manner with timed actions</p> <p>GB is able to confirm long-term financial stability of the institution as a result of its effective oversight</p>	<p>Sustainability of financial regime and resources has been independently assessed</p> <p>GB has in place a shared approach to financial risk with external partners in order to deliver long-term sustainability</p> <p>GB has an agreed approach to its preferred competitive position in the education market</p> <p>Institution has maximised diversification of its financial base, including from international and other partnerships, alumni, fundraising and other sources</p>	<p>Impact of institution on the wider economy in terms of finance and resources is properly quantified and key stakeholders</p> <p>Institution is regarded as a sector-leader in its planning of finance and resources and has been rated accordingly</p>
RISK AND AGILITY	<p>Risk appetite statements which match the institution's strategic intent and ambition are used to guide the work of the GB and the Executive.</p> <p>Governance Code of Conduct sets out institutional expectations around risk-taking and innovation by individuals and teams</p>	<p>Sufficient time and space is allocated to focus on strategic risks collectively and in depth in full GB business</p> <p>Reputational risk consequences for all significant litigation involving the University are considered in formal GB business</p> <p>Business continuity plans and 'what if' scenarios are regularly used to develop greater understanding of collective responsibility for risk</p>	<p>Formal time of GB is devoted to considering risk as a driver of dynamic change, agility and sustainability, as much as an issue of compliance</p> <p>Development of overall governance of institution is audited as a long-term strategic priority at all levels of the institution</p> <p>Joint risks have been identified with partners and corrective action taken</p>	<p>GB uses audit strategically to assess that risk appetite has been set at the right level. Audit is used to support innovation and change, through improved institutional controls, forward scanning, preparedness and responsiveness.</p> <p>Risk culture based on anticipation and prevention is well-established at all levels of the organisation with GB receiving evidence this is so</p>	<p>There is evidence of strategic risk-sharing between the institution and strategic partners reflected in an agreed joint assurance framework.</p> <p>The GB and its partners take the lead in the sector on pushing back regulatory restrictions by demonstrating joint assurance, competence and effectiveness</p>

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# PROGRESS LEVELS

KEY ELEMENTS	1 FUNDAMENTAL	2 DEVELOPING	3 STRENGTHENING	4 SUSTAINING	5 EXCELING
<b>STEWARDSHIP AND STANDARDS</b>	<p>Formal acceptance of legal duties is recorded for all GB members prior to commencement.</p> <p>University Secretary formally reports to GB on the levels of understanding of both responsibilities and standards needed by members to meet responsibilities</p> <p>Register of interests is maintained and reported in public</p> <p>GB formally signs off governance arrangements for institution as meeting all statutory requirements, codes and standards, including estates and services, on at least an annual basis</p>	<p>Accountabilities for quality of academic provision including those of GB, are defined, captured, published and reviewed regularly</p> <p>Schemes of delegation and conflicts of interest are clearly defined and recorded in relation to formal and informal business conducted by GB members</p> <p>Processes which ensure compliance with statutory obligations placed on GB are subject to formal audit and reported openly.</p> <p>Agendas balance full GB time spent on core governance issues, strategic risk and business continuity with forward planning and investment decision-making</p>	<p>GB Assurance Framework is used to enhance governance of the institution, with agreement on the level of maturity aspired to, and clarity on measures of effectiveness and progress</p> <p>Work of both GB and Senate/Academic Council informed by a shared dashboard of measures of quality for academic standards and practice</p> <p>GB ensures all business cases and partnership agreements meet rigorous due diligence processes, agreed in advance.</p> <p>Benchmarks used for setting remuneration levels are for genuinely equivalent organisations</p>	<p>Connection between decisions of GB and effectiveness of the institution is tracked routinely in GB business</p> <p>Lessons learned from both success and failure is part of the culture of GB and institution as a whole.</p> <p>GB regularly reviews the effectiveness of staff and student engagement in quality assurance</p> <p>Potential internal and external system failures are identified and jointly mitigated</p>	<p>GB secures a consistent standard of stewardship with strategic partners from all sectors in the UK and internationally</p> <p>Institution contributes actively to the integrated reporting of its partners and visa versa.</p> <p>Stewardship of the institution is seen by stakeholders as having a positive impact on social, economic and environmental issues, as well as narrower measures relating to resources, teaching and research.</p>
<b>ENGAGEMENT AND VOICE</b>	<p>Membership, structure and conduct of business in GB and its committees enables voices of students, staff and other stakeholders to be reflected, respected and valued</p> <p>A strategic plan for the continuing engagement with internal and external stakeholders has been agreed by GB and is understood by all members</p> <p>Strategic direction of institution is shaped by transparent processes which ensure effective involvement of students and staff internally, and identified stakeholders externally</p>	<p>Stakeholder management, relationships with partners and reputational risk are standing items on the GB's agenda.</p> <p>Formal processes and agreements are in place with key stakeholders inside and outside the institution which support their effective involvement in governance responsibilities of GB</p> <p>A structured programme of activities outside formal business supports the understanding of members about the institution and promotes their connection to students, staff and stakeholders</p>	<p>Results of student and staff surveys consistently confirm visibility and connectivity of GB to the institution and its responsiveness to their concerns</p> <p>Processes for raising serious issues of concern about institutional intent and practice are open, clear and linked to formal GB business</p> <p>Role of individual members in execution of the stakeholder engagement strategy is agreed and reviewed periodically as part of GB goal-setting and member assessment</p>	<p>Integrated report is published setting out institution's social, economic and environmental impact and the GB's role in achieving that impact</p> <p>Joint governance arrangements are in place with key strategic partners, linked to shared objectives and management of major opportunities and risks</p> <p>GB minutes set out where and how its members, the Executive and internal and external stakeholders identify strategic needs and develop joint strategic responses to them</p>	<p>Members play a proactive advocacy/ambassadorial role with national organisations and regulators in support of the institution's strategic priorities and of transformational change in the local region and in the HE sector</p> <p>Institution is identified by national stakeholders, including academic and student representative bodies, as an exemplar in its approach to respecting and developing voice</p>
<b>IMPACT AND REACH</b>	<p>GB has a shared understanding of its contribution to the institution and what this means for what individual members do</p> <p>Impact and effectiveness of GB, individual members and those holding roles of office, including chairs of committees, are supported by a formal annual development programme</p> <p>Key indicators for all parts of the university business are in place</p>	<p>GB has established measures for assessing its reputation and that of the institution</p> <p>GB is able to provide evidence of grip on organisational priorities and control over the key assurance processes in institution</p> <p>GB sets standards of behaviour and conduct expected in the institution and plays an active role in monitoring them</p>	<p>GB uses a clear set of measures to assess and report its added value, performance and impact</p> <p>Due diligence of partnerships and business relationships, in which the institution is involved, include an assessment of consistency with the institution's stated values</p> <p>GB has developed relationships with others to increase its impact in measurable ways.</p>	<p>GB benchmarks its impact against other comparable organisations inside the sector and outside</p> <p>Levels of understanding of the role of GB and its visible leadership in the institution by staff and students are well-established</p> <p>Institution is recognised by external stakeholders as being an influential partner in achieving regional and national goals of social and economic value</p>	<p>GB commissions and makes public an independent assessment of its impact and reach, at least once during each strategic planning cycle.</p> <p>Overall impact of the GB and institution have been assessed against standards of international best practice beyond the sector, setting a recognised 'industry standard'</p>

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### **Annex 3. Interview schedule**

- G Morrison (2 August 2018)
- J Goodfellow (2 August 2018)
- T Goldlaing (2 August 2018)
- J Steel (8 August 2018)
- Q McKellar (8 August 2018)
- R Beazley (8 August 2018)
- T Hughes (8 August 2018)
- J M Knott (10 August 2018)
- J Blake (14 August 2018)
- D J Goodridge (15 August 2018)
- I Nisbet (31 August 2018)



## Annex 4. Documents reviewed

- 2009 Effectiveness Review - Final Report
- Effectiveness Review of the Board of Governors 2014
- Board of Governors Constitution (1/9/2017)
- Employment, Remuneration, Governance and Nominations Committee Constitution (1/9/2017)
- Audit and Risk Committee Constitution (11/7/2017)
- Finance Committee Constitution (1/1/2018)
- Board of Governors Structure Chart (11/7/2017)
- Equality and Diversity Policy (9/1/2017)
- Risk Assessment and Management (1/9/2015)
- Corporate Governance and Financial Regulation (8/7/2016)
- Articles of Government (1/9/2012)
- Statement of Primary Responsibilities' (1/6/2016)
- Strategic Plan 2015-2020
- Corporate Risk Register (10/7/2018)
- Finance Management Report (10/7/2018)
- University Board meeting papers (5/6/18)
- Audit Committee meeting papers (19/6/18)
- Finance Committee meeting papers (3/7/18)



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