Opportunities to improve university governance in England

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About the author

Dr Alison Wheaton was recently awarded her PhD in university governance at UCL's Institute of Education.[1] The Centre for Global Higher Education published her working papers on English university governing body composition in May 2021 and on English university governing body roles in October 2022.[2] The Higher Education Policy Institute published her discussion paper regarding payment for university governors in April 2019.[3]

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Acknowledgements

Opportunities to improve university governance in England

Contents

Opportunities to improve university governance in England

Executive summary

Recent research into how English university governors perceive their roles indicates opportunities to enhance university self-governance. At some universities, more interactive governance is taking place between governors and their executive teams. The best examples rely on clarity of roles, the capacity and capability of people involved and time – time in post and available time.

Those participating in more interactive governance were clear about the distinction between governance and management. These governors were also more likely to contribute to the context, content and conduct of strategy and to leverage oversight as a means to enhance performance. In effect, governors supported executive members who initiated and implemented strategic activities across their universities. Internal actors enabled governors to improve their work of approving and monitoring strategically significant activities.

This report commences with a brief introduction and overview of the research. It then sets out key findings with regard to how governors perceive their roles and influences on those perceptions. Sector-wide issues, along with examples of good practice arising from the research, are then explored. These are grouped into four main areas:

i.   clarifying governing body roles;

ii. considering governing body composition;

iii. addressing gaps in academic governance and performance monitoring and;

iv. improving governance-related training and development.

The report then briefly examines a final issue: sector-level issues arising from the changed regulatory regime. The report concludes with recommendations on these issues.

While conducted in England, the findings are potentially relevant to other countries, particularly those with similar governing body-level arrangements. They are germane given the global lack of research into governors' perspectives on their roles.

Background

English universities are seen as having more institutional autonomy, compared to most European counterparts, including the following rights:

- to self-govern;

- to own, buy and sell property;

- to employ and dismiss staff;

- to admit students on their own terms;

- to design curricula; and

- to grant degrees.[4]

Institutional autonomy is defined in the Higher Education and Research Act (2017) and includes 'the freedom of English higher education providers within the law to conduct their day-to-day management in an effective and competent way'.[5]

The Office for Students Regulatory Framework (2018) notes that 'in performing its functions, it will have regard to … the need to protect the institutional autonomy of English higher education providers'.[6] In general, the regulatory regime:

> *is designed to be principles-based because the higher education sector is complex, and the imposition of a narrow rules-based approach would risk leading to a compliance culture that stifles diversity and innovation.*[7]

With regard to institutional governance, the English regulatory regime is largely based on the concept of self-governance, without being prescriptive regarding the form and conduct of

governing body activities. The Office for Students says it:

> will not provide advice to providers about how they should run their organisation. Providers should look to other sources, for example to sector bodies, for such advice and support.[8]

The regulatory approach does reinforce governing bodies' significance in institutional governance. Registration conditions require providers have 'adequate and effective management and governance arrangements to deliver, in practice, the public interest governance principles', which include accountability, student engagement, academic governance and having a governing body whose 'size, composition, diversity, skills mix, and terms of office … is appropriate for the nature, scale and complexity of the provider'.[9]

The Office for Students also requires governing bodies to conduct regular effectiveness reviews.[10] The literature on effectiveness notes a lack of consensus regarding governing body roles against which this can be assessed.[11] The Committee of University Chairs provides a template Statement of Primary Responsibilities which universities can adapt.[12] However, there is very limited recent empirical research exploring governors' perceptions of their roles.[13]

The UK has historically been viewed as having relatively good practice regarding academic communities' involvement in institutional governance.[14] But scholars note the risk of this deteriorating caused by managerialism and 'boardism' – the incorporation of governance processes from corporate-like organisations in tension with academic self-governance – along with the corporatisation and laicization (lay members in the majority) of university governance.[15]

Research outside higher education indicates that a range of governing body attributes may influence governing body roles. These include governing body composition in terms of size, types of members and member characteristics, committee structures and information flows.[16]

This report is based on findings from doctoral research addressing two questions:

i. How are English university governing body roles characterised at a sector level?

ii. How do English university governing body members perceive their roles and why?[17]

At the sector level, the research aggregated and analysed university governing body attribute data, including overall size and member types along with governor characteristics. This resulted in a new English university governing body dataset, including over 2,200 governors across 120 English universities. Sector-level documentary evidence from 1985 to 2020 was also reviewed and analysed. Interviews with over a dozen UK higher education governance experts also informed the study.

At an institutional level, the research focussed on university governing bodies and included five university case studies, limited to English universities due to the new regulatory regime. An overview of the anonymised case-study universities is provided in Table 1 below, listed from oldest to youngest in terms of year of foundation as a university. The case studies represent a range of origins as universities, size in terms of student numbers, mission, changes in student numbers, location and location type. Specialist institutions were excluded as previous research indicated different governance dynamics.[18]

Table 1 Case study university profiles

Key features	University A	University B	University C	University D	University E
Nature of foundation	Russell Group	Pre-1992	Pre-1992	Post-1992	Post-1992
# of "faculties"	3	3	3	4	3
Total # students	20-25k	15-20k	15-20k	25-30k	10-15k
% change since 15/16	*29%*	*2%*	*35%*	*-2%*	*-10%*
Income £m	450-550	250-300	150-200	250-300	100-150
% teaching	c.50%	c.60%	c.70%	c.75%	c.80%
Governing body size	19-21	19-21	16-18	22-24	16-18
% female	50-55%	50-55%	40-50%	55-60%	35-40%
# GB meetings p.a.	4-6	4-6	7-9	4-6	10-12

Source: 2018/19 HESA data and researcher database

Over 60 governors participated in semi-structured interviews including each university Chair, Vice-Chancellor and Secretary / Clerk, many committee chairs, other lay members, staff and student members. Lay member participants represented a cross-section of sectors, including corporate, professional services, public and civil service, education and not-for-profits. Interviews were conducted between late 2019 and mid-2020.

The key findings from the case study research are set out next. They set the scene for the sector-wide considerations and recommendations provided later in the report.

Opportunities to improve university governance in England

How English university governing body members perceive their roles

Table 2 illustrates roles identified by governors at three or more case study universities. Those described by a majority across all five case-study universities are shown in **bold** and in three or four universities in plain text.

Table 2 Governing body roles by cluster

Culture and Values		
Strategy	Oversight	Support
Approve strategy	**Monitor performance**	**Provide expert advice**
Shape strategy	**Assure compliance**	Act as critical friend
Agree key performance indicators & targets	**Identify risks**	Support the Executive
Shape HR strategy	Understand student(s) experiences	Represent (internal) stakeholders*
Agree academic strategy*	Understand staff experiences*	Help understand external stakeholders*
Make senior appointments*	Agree Executive remuneration*	Make introductions*
Agree risk appetite*		Enhance legitimacy*

Source: Interviews with 61 governors across five case studies; bold = majority of governors at all five case study universities; plain text = majority of governors at three or more universities; * denotes fewer mentions at three or more universities

The roles align with the clusters identified in corporate governing body role research of 'strategy', 'control' and 'service'.[19] However, in the English university context, the second cluster is better described as 'oversight'. The third cluster is better described as internally focussed 'support'

rather than externally-oriented 'service'. A fourth emerging cluster was also detected at three of the universities, namely shaping institutional culture, behaviours and values.

Three overarching themes regarding governing body roles emerged from the study:

i. the concept of governance versus management in strategy and oversight roles;

ii. differing views regarding institutional support and service roles; and

iii. an emerging role relating to institutional culture and values.

Each is discussed below.

Governance versus management in strategy and oversight roles

All governors largely agreed on the distinction between governance and management as pertaining to their strategy and oversight roles. The concept of the governing body being responsible for decision control (approving and monitoring) and the executive for decision management (initiating and implementing) proved useful.[20] A University E lay governor observed, 'while strategy development and implementation are exec[utive] roles, you must have oversight of that to check that it's taking place'. University D's Vice-Chancellor noted:

> *It's easy to write a strategy and you find reality eats it for breakfast … The governance bit is very helpful in forcing Exec colleagues … to keep performance and implementation front and centre.*

Opportunities to improve university governance in England

University A's Chair said:

> *I'm passionate about the division between management and governance. And I don't think Council should overstep the mark.*

Governors identified a range of contributions to strategy, in keeping with previous corporate research. Regarding strategy, governors expected vice-chancellors to take the lead in strategy development. How they did so varied. At one extreme, University E's Vice-Chancellor noted it was 'crafted, well mostly by me' with the Chair observing, 'it wasn't [the Board's] strategy'. At the other extreme, University A's Vice-Chancellor led a strategy review with high levels of engagement across the University, based on what s/he learned at other institutions. University D's Board, based on negative staff feedback, actively encouraged the Vice-Chancellor to adopt a different approach to redrafting the University's strategy, encouraging a more inclusive approach across the institution.

Governors described a spectrum of strategy-related roles ranging from taking strategic decisions, through shaping strategic decisions, to shaping the context, content and conduct of strategy, again consistent with previous UK corporate board research.[21] Other than approving strategy and key performance indicators, few governors described additional strategically significant decisions, except for senior appointments. This partly reflected the temporal nature of such decisions. It differs from other corporate board research which identifies a clear governing body gatekeeper role.[22] As summarised by one University A lay member:

> *There are lots of people in the university … who do not really view the Council as being the most senior decision-*

making body in the university, in the way that in a public limited company or the Civil Service or other parts of the public sector [where] there is a clear sense of hierarchy and certain decisions going up to these people.

Governors gave many more examples of shaping strategic decisions, particularly regarding human resource strategies. University B's Deputy Chair described:

One of the things we have ramped up … is the whole people strategy. Some of us come from backgrounds where we would expect to see structures that enables you to say, 'if that's our vision, how do we translate that into who gets promoted, who gets more money, behaviours'.

Several examples of governing body involvement in shaping the content, context and conduct of strategy arose, in addition to University B's Board's intervention regarding staff involvement in strategy development. University E's governors suggested the University undertake an external stakeholder perception audit to inform their strategy. University C's governors participated in workshops with stakeholders. Further, University A's Council actively contributed to the University's data and information strategy.

The research also reveals a range of oversight-related activities. Governors identified four key oversight roles: monitoring performance; assuring compliance; identifying risk; and understanding students' experiences. Governors across all five case-study universities saw most compliance activities delegated to committees, primarily audit. Many governors referred to the committee structures and remits when describing governor roles. They also stressed the importance of the committees as they allowed time and expertise for

much of the governing bodies' work to be conducted. They also permitted time in the main governing body agenda for strategic issues.

Governors' emphasis on compliance and risk is heightened compared to previous university governing body research. Their involvement in risk was largely limited to identification. Many lay governors and vice-chancellors also noted the need to identify opportunities. University D's governors went further and emphasised the importance of identifying lessons learnt, including from near misses, as part of risk mitigation.

Overall, consistent with corporate research, governors identified a spectrum of oversight activities, from overseeing activities and taking assurances, monitoring outcomes and giving assurances and – in a few cases – facilitating performance enhancement.[23] University A's governors mentioned the use of the Audit Committee and internal audit as a means of facilitating improved implementation. University D's governors noted the use of the dedicated Performance Committee to sharpen the Executive's focus on outcomes.

Differing views regarding institutional support and service roles

Governors' views regarding support-related roles differed from expectations reflected in sector documents such as the *Regulatory Framework* and template statement of primary responsibilities. Sector documents indicate more externally-oriented activities, such as providing information to sector bodies, increasing transparency, engaging with stakeholders, adopting governance codes and conducting and making public their effectiveness reviews. These appear to be geared towards facilitating sector-level governance and enhancing institutional and, seemingly, sector legitimacy.

The majority of governors and sector experts identified more internally-focussed and instrumental support roles. These include, particularly for lay members, providing expert advice, acting as a critical friend and supporting the executive, not just the vice-chancellor. The nature of the support role varied by case. A University B governor noted:

> *We are very keen to recognise the journey we are on and we absolutely understand … the challenges of change … We want to be a kind of comfort and support to the VC and the Executive.*

University A's lay governors described different aspects of their support, including 'acting as an informal mentor', 'providing [the VC] with moral support' and 'giving them an element of air cover'.

Governors also noted the importance of the executive's receptivity to such support. University C's Vice-Chancellor noted, 'I have taken the Exec on a voyage, which is "we need to welcome the feedback and challenge that we get from Council"'. Both University A and D governors expressed views that the governing body should enable the executive to facilitate the delivery of strategy. Lay and internal governors alike cautioned against the governing bodies and executive teams becoming 'too cozy', with several citing recent sector scandals.

Internal governors also identified an internally oriented representational role, with both staff and student governors mentioning representing their constituencies whether or not they were formally elected. Lay governors do not see themselves as representing external constituencies, usually described as a service role, apart from at University A. There,

governing body composition was seen as adding legitimacy to Council decision making.

Fewer governors, primarily from Universities A and C, mentioned more externally oriented roles. These included helping the executive understand external stakeholders, enhancing legitimacy and making introductions.

An emerging role relating to culture and values

The current sector governance code specifies a governing body responsibility to 'set and agree mission, vision and values'.[24] With only two exceptions – University D's much earlier decision to reposition the post-1992 university towards research and University B's review of the role of research – the majority of governors took mission as given, often referring to charitable objectives.

An emerging role relating to institutional culture and values was detected at three universities. The nature of the roles varied. University A's Secretary noted a much greater Council focus on 'making [the values] real and making them lived'. University C's Chair described a role to 'look at the development of the culture and the staff voice'. University D governors helped set institutional values, including a focus on people and behaviours.

While a shift of governing body attention towards culture and values may be at odds with the existing higher education norm of academic self-governance, the study revealed a number of causes. Some governors mentioned influences from outside the sector as corporate and professional service boards are expected to consider culture and values. Others noted pressure from the regulator for the governing body

to pay greater attention to stakeholders, including staff and students.

Some vice-chancellors and secretaries wished to leverage governing body member skills and experience in this area. University D's Vice-Chancellor noted:

> *We've always benefitted when we've hired governors who have worked in big corporations, having gone through a phase of governors with small and medium-sized business experience thinking they've done culture.*

University A's Secretary added, 'The governing body can really help us … by bringing insights into how they shift culture in their own sectors and organisations'. Many lay governors, particularly in pre-1992 universities, expressed a desire to preserve essential aspects of academic culture and awareness regarding challenges of changing organisational culture.

Influences on English university governor perceptions

Table 3 illustrates influences on role perceptions identified by governors at three or more case-study universities, grouped by source. Those identified across all five case studies are again shown in **bold** and those in three or four universities in plain text.

Table 3 Influences on governor perceptions of roles by source

External	Internal	Individual
The Office for Students	**Vice-Chancellor's approach**	**Executive & non-executive experience of governance**
Tuition fees	**Organisational culture**	Personal characteristics
Competition for students	Governing body attributes	Available time*
The pandemic*	Chair's approach	Time in post*
Sector scandals*		
Practices in other sectors*		

Source: Interviews with 61 governors across five case studies; bold = majority of governors at all five case study universities; plain text = majority of governors at three or more universities; * denotes fewer mentions at three or more universities

The pandemic received fewer mentions because two case studies were conducted before March 2020. Three key cross-cutting themes pertaining to influences were detected in the study:

i. the importance of governing body member characteristics and overall composition;

ii. the emergence of new governing body stakeholders; and

iii. the significance of context.

Each is briefly discussed below.

The importance of governing body member characteristics and overall composition

Governors consistently mentioned governor characteristics as influencing roles. They noted a shift away from 'the great and the good' lay members towards those recruited for their skills and experience. Governors tended to describe previous lay members as older, semi-retired white men. Newer members were described as younger, often active executives including more women and a broader ethnic mix.

One University C academic member observed:

> *We had 40 on Council … including the great and the good, who were all the city fathers, mostly. … There wasn't diversity, and there weren't different perspectives.*

University D's Vice-Chancellor described the previous Chair's decision that the Board 'needed to be expert' but 'it also needed to sort a diversity problem'. However, a new University C lay member cautioned, 'don't hire me because I tick your boxes … Diversity is thinking, forget all these stupid characteristics and labels'.

The share of lay governors with corporate backgrounds has decreased over time, to just over half, with an increasing number from professional services, public services and education.[25] Numbers of lay academic governors remain low. In a corporate setting, the exclusion of such sector experts is

unusual. University D's Vice-Chancellor observed, 'if you were the Board of Rio Tinto, you would have some mining specialists on board as non-execs'.

The majority of lay governors made explicit references to how their executive and, along with vice-chancellors, non-executive experiences outside of universities influenced role expectations. Many made comparisons regarding culture, approaches to quality, the relative focus on internal stakeholders and regulation. University C's Chair noted 'an interest in the real parallels I see developing in the HE sector around governance that we've gone through, certainly in local government and in the NHS'. University D's Secretary observed, 'I thought local government were behind the times, but actually they are like 15 years ahead of [here]'.

Governors across all but University A also mentioned member types. Virtually all English universities have student members. Many lay members noted the importance of their presence. Although numbers vary, the types of staff members are fairly consistent across England's university governing bodies, including vice-chancellors and ex-officio / executive, academic and usually professional service staff members.[26] Some lay members noted the expert input of staff members. Even more described their presence as sometimes preventing open conversations.

Staff members themselves reported conflicts of interest between their roles as, often elected, representatives and as trustees with collective responsibilities. University E's Deputy Chair, who previously served as a staff governor at another university, described the staff governor role as the 'worst job ever'. Governors also noted staff members were unlikely

to contradict their vice-chancellors. University D removed executive members other than the Vice-Chancellor from the Board over time, although many remained in attendance. University C's Vice-Chancellor described the 'previous confusion of the roles of governance and management because on Council … there were a large block of people reporting directly to the VC'.

Some governors mentioned governing body size as influencing roles. University C significantly reduced the size of their governing body in an attempt to capture the benefits of greater agility while satisfying the time required for committee work. University E had historically radically reduced the size of its Board to oversee the delivery of a major capital investment programme. It subsequently increased the size in order to enhance lay member diversity and skills mix.

The emergence of new governing body stakeholders

Governors described the emergence of 'new' governing body stakeholders. Students were seen as the key stakeholder overall, having become more important recently, especially in research-led universities. The Office for Students and local communities were identified as the primary external stakeholders. The type and importance of local community stakeholders varied with university mission. In some cases, there was greater emphasis on funders, including Research Councils and debt providers.

Governors identified numerous factors contributing to students' increasing importance. The most obvious was the regulator's focus. Tuition fees, combined with the removal of student number controls, along with governors' own experiences of working with paying service users or 'customers'

Opportunities to improve university governance in England

in other sectors were also factors. One University C academic member noted:

> *Council [members] find it easier to listen to students. In their other lives, they are used to listening to customers.*

Some governors described a moral obligation to students. One University D lay member described a sense of 'student, if not as consumer, then somebody choosing to enter into debt between £40,000 and £70,000 … I feel a huge responsibility'.

Governors identified a number of consequences of students as stakeholders. The first relates to their participation in governance. Another is a greater focus by the governing body on understanding the student experience. A third is a knock-on consequence for staff. University A and University B lay governors noted the organisations needed support in human resources, strategic positioning and marketing to manage the consequences of this shift. University B's Deputy Chair observed:

> *Now there is a purchasing relationship going on that hasn't fully worked its way through, particularly for those working with the institutions … it is an important thing for governing bodies to be conscious of.*

Virtually all governors identified staff as key stakeholders, apart from University C and D's Vice-Chancellors who agreed the governing body has a responsibility to take account of the welfare of staff, but queried if that made them stakeholders. Lay governors distinguished between the status of students and staff as stakeholders. University B and University E governors expressed a view that staff were more an issue for the executive. At the other three universities, governors

expressed greater interest in staff experiences not from a managerial perspective but rather a cultural one.

The Office for Students was identified as the key external stakeholder by the greatest majority of, particularly lay, governors at four of the case-study universities. Governors also identified it as the greatest external influence on their roles. Governors often contrasted the Office for Students with the previous funding body. University B's Chair summarised this shift:

> *The role has fundamentally changed with the demise of HEFCE and the arrival of the Office for Students. With … the over-arching body now a regulator not a funder … examining governance … [including] who is taking decisions and skills available to the governing body in order to play its role responsibly, and whether it is asking itself these difficult and uncomfortable questions, if things go wrong, and challenging, or simply accepting what the executives say uncritically.*

University A's Chair described the previous Funding Council as 'always willing to talk' and decried the lack of 'regulatory sandboxing' which occurs in other sectors and permits organisations to discuss new concepts with regulators in confidence.

Some governors welcomed the increased focus on student outcomes and academic governance. A new University D lay governor described the Regulatory Framework as 'providing a degree of clarity about what the regulator expects us to do in relation to academic quality and standards'. University B's Secretary noted, 'the OfS will force [the academic community] to focus more on student outcomes'.

Many governors noted the legitimacy of the Government's and regulator's interests in university governing bodies / activities. A University A lay governor observed, 'It's justifiable for them [the Government] to try and ensure that we are spending our money in an appropriate way and achieving value for money'.

University B's lay governors described the regulatory approach as relying more on 'self-regulation' with a 'greater emphasis on accountability'. While the overall relationship is more arm's-length, the Office for Students now engages directly with the governing body. Several University C governors commented on the new relationship. One described:

> Blurring exec[utive] responsibility from what Council and its lay members are responsible for … you are being asked to accept responsibility, and in some cases, with potential liability associated with it. Which … kind of disempowers the exec[utive].

Others at the same University noted a 'trend towards making the governing bodies more accountable in a detail sense' but a 'risk of micro-managing through regulation'. Their Vice-Chancellor believes the Office for Students is acting:

> At the direction of Government … to, in some sense, engage with the governing body rather than engaging with the accountable officer … and to want to put more obligation and responsibility on Council members … inconsistent with the role of non-remunerated, non-executive directors.

Many governors, particularly at institutions which experienced performance and / or funding difficulties, described a palpable loss of any safety net, with the regulator unwilling to intervene

to sustain institutions. This heightened their focus on oversight and risk. University E's Deputy Chair observed:

> *They've made it quite clear they're not our friends … it's much more 'you abide by these things or you'll be in trouble' … which has put more pressure on the governing bodies.*

A University B lay member noted:

> *The Government was starting to say 'it's down to you as a governing body and the executive team to demonstrate you are operating properly. You're not part of the public sector. We're not going to step in and save you'.*

Another governor there put it even more bluntly, 'the key stakeholders … are the regulator, because they ultimately have sanction over whether we continue to remain in business or not'. Additionally, governors from three of the cases described an inability to learn from other institutions which had experienced similar issues.

The significance of context

The importance of environmental and institutional context is the final cross-cutting theme relating to influences. Lay governors and vice-chancellors described the external environment as volatile and less predictable, leading to greater risks and opportunities. Key drivers included the switch from a funding body to a regulator, the removal of student number controls and, latterly, the pandemic.

Governors from the three universities which had not experienced significant student number growth since the removal of the cap mentioned number controls. External and

internal contextual considerations interrelate, so different issues emerged across the three universities. University E governors noted the competition for students combined with their new campus resulted in the University seeking means to diversify income, which presented the University and Board with increased opportunities but also greater risk. University B's Vice-Chancellor noted the governing body:

> *Has to hold the university … to account for the ways in which they are responding to … marketisation … 'are we behaving ethically, morally, legally?'*

Increased volatility also made what was expected to be University B's straightforward debt refinancing much more difficult. University D governors noted increased Board-level focus on the overall positioning of the University, including different delivery models.

The pandemic increased uncertainty. Lay governors who mentioned the pandemic universally recognised it as both a challenge and an opportunity. One University A lay member observed:

> *The virus is going to be the biggest driver of change within HE because it has accelerated … a lot of stuff that people were talking about but not really delivering, like remote and distance learning … Governing bodies will be pushing very hard for innovation.*

The approach of the vice-chancellor was seen as the key institutional influence on governing body roles. Governors' focus on the vice-chancellors versus the chairs may in part relate to the fact that governors at all three of the pre-1992 universities contrasted the approaches of previous and current

vice-chancellors in terms of transparency and openness. The University B Council Secretary did not 'think the previous VC was unusual in trying to keep Council in a box, in its place'. University A, C and D governors described greater receptivity on the part of the Vice-Chancellor to governing body input. University C's Chair noted:

> When I first thought about a role as Chair of Council, many people would tell me the stereotype of a VC … You could never get near because the VC ran the place and wouldn't really be interested. But [our VC] has come in with a view that s/he respects the people on Council and wants to hear their views.

Primarily lay governors identified academic organisational culture as a key internal influence on their roles. They described the relatively slow pace of decision-making, the failure by some academics to embrace management responsibilities, a propensity for academics to make interest in graduate employability 'appear pedestrian or lower order' along with challenges of attempting to deliver change in what are, in effect, professional bureaucracies. A University C lay governor, a lawyer, observed:

> Change … it's especially difficult when it involves professionals and people who are experts. Whether it's doctors … engineers … academics … or lawyers. Nobody can tell us what we're doing … those people are the ones that are resistant to change.

Governors with a corporate or professional services background tended to voice a fairly high degree of frustration with certain aspects of what they described as academic culture. Those from the public sector were more likely to

compare practices they witness in universities with parts of the public sector, noting universities simply lag behind in terms of evolving practices.

Opportunities to improve university governance in England

Sector-wide considerations arising from the research

During this research two sector expert informants described different conceptualisations of governing body roles. One described governing body involvement as somewhere on a continuum of roles:

> *On the one hand, it's about accountability and this oversight-type function … Then it's about taking certain strategic decisions … then it's about engagement, discussion of options, discussion of possibilities, looking at and bringing other people to the table … and then, is future looking and scanning and thinking about long-term threats. [Finally], making and doing connections and being ambassadors for the institution; promoting the institution outside.*

The other described a spectrum of governance models, with inherently different governing body roles, which ran from:

> *'Board capture' where the executive dominate the governing body and … manipulate in terms of information and ability to make decisions to 'board domination of the executive' which is difficult to pull off because they are not around enough. Usually, governing bodies operate somewhere in the middle. … There are probably more instances of board capture than the sector would like to acknowledge.*

Findings from the case studies indicate an alternative spectrum pertaining to the engagement between the governing body and the executive, ranging from reactive to interactive governance. The best examples of interactive governance

relied on clarity of roles, the capacity and capability of people involved and time – time in post and available time.

Governors participating in more interactive governance were clear about the distinction between governance and management. Interactive governors were also more likely to contribute to the context, content and conduct of strategy and to leverage oversight as a means to enhance performance. In effect, they supported the executive to improve their decision management – initiating and implementing. Likewise, internal actors in governing body-level governance enabled governing bodies to improve their decision control – approving initiatives and monitoring activities.

This role clarity depended on several things. The first was the openness and willingness of the vice-chancellors to engage with their governing body members and to encourage their executive members to do so as well. They sought to develop mutual understanding and respect. Some vice-chancellors encouraged internal governors to gain non-executive experience outside of the university, for example. Governors were encouraged to gain better understanding of both students' and staff experiences.

Another enabler was the capability and capacity of governing body members to engage. Limitations here included elapsed time to 'get up to speed' and limited understanding of higher education management and time. Time was mentioned most often as a considerable constraint when relatively younger, busy executives were appointed as lay members, exacerbated by smaller governing bodies and / or more frequent governing body meetings.

Sector-wide considerations are presented with an overarching ambition to encourage universities and sector bodies to support the development of English university governing body-level governance towards a more interactive model. This is particularly important given the changes in the funding and regulatory regime which require the sector to, in effect, sponsor its own enhancement.

Sector-wide issues arising from this research are grouped into four areas:

i.   clarifying governing body roles;

ii. considering governing body composition;

iii. addressing gaps in academic governance and performance monitoring; and

iv. improving governance-related training and development.

Sector-level gaps created by the changed regulatory regime are discussed in the next section.

Clarifying governing body roles

Two aspects of governing body roles require clarification. The first pertains to lay governors' support and service roles. The second pertains to internal, particularly staff, governor roles.

Lay governor support and service roles

Most case study vice-chancellors were seeking more governing body support for the entire executive. Most governors were keen to provide it. These roles are not codified in existing Statements of Primary Responsibilities nor governor role descriptions. Further, at most universities the role of

the executive in university governance is not specified in governing documents. The informality of internally-focussed governing body support roles may undermine internal – and ultimately external, in the case of some sector scandals – perceptions of legitimacy.

There is also an opportunity for universities to revisit any type of service roles they may, or may not, wish their lay governors to play. Highly publicised sector scandals result in governors being very mindful of real or perceived conflicts of interest as they conduct their roles. This shift in emphasis may be eroding potential externally-facing service roles, such as making introductions. (Internal governors make greater mention of lay members' roles in making introductions on behalf of the university than do the lay members themselves.)

In corporate settings and US universities, governing body members may help secure resources, usually described as a service role. Case-study university governors do not see themselves as personally involved in securing resources *per se*. Registration and access to student loan funding appears to be taken for granted, unless a university experiences financial or reputational disruption. (Governors of new institutions seeking registration may take a different view.) Understandably, there is also little governor involvement in fundraising, with governors describing proactively avoiding conflicts of interest relating to donations.

With the exception of University A lay governors, the others do not see themselves as representing external stakeholders, typically another service role played by governing body members outside of English higher education. University A's Chair described the representational nature of lay governors

as enhancing the legitimacy of institutional governance. Governors across all the cases pointed to the Chancellor role, Court and advisory boards as other ways the universities achieved external engagement.

Many governors recognise a role of enhancing governing body effectiveness. Some noted their contribution to regular effectiveness reviews and, in some instances, membership of dedicated governance sub-committees, as critical aspects of this work. Apart from a few mentions at University D and more at University A, governors do not see themselves as assisting in the legitimation of institutional governance arrangements. Only one governor, a University C academic, described a role of contributing to the legitimacy of governance arrangements sector-wide:

> It is not widely understood that we're responsible for the quality of our own awards … UK universities are seen as high-quality institutions with good regulation, openness and trustworthy, and Council is one of the reasons that we're seen as that … It is a way of saying we're independent … it's very important for the reputation of HE.

One additional support / service role which warrants consideration is that of a Senior Independent Governor, as suggested in the latest Committee of University Chair's *Code of Governance*. Several case-study universities had recently appointed one. Generally, the Senior Independent Governor felt the role was not clearly defined and / or understood among the rest of the governing body. There was also some confusion regarding the role in relation to the Deputy Chair, where they exist.

Roles identified by universities within the support and service role clusters need not be juxtaposed. They are all institutional support roles, with some being more internally facing and others more externally facing. Based on the research findings, universities should clarify and codify any such roles.

Staff member roles

The roles of all types of staff members also warrant attention. Regardless of seniority, many internal members describe their roles as representational, whether directly elected or not. This can result in the inherent conflict in staff members' perceptions of their roles as both representatives and trustees with collective responsibilities. This conflict, coupled with the increased legitimacy of student members and enhanced skills and experience of lay members, may leave elected, appointed and ex-officio staff members marginalised.

Corporate research indicates a key benefit of internal governing body members being they provide insights into what is happening in the organisation.[27] In this study, some student governors queried whether staff members appointed due to their position and associated seniority had a good understanding of what was happening across their universities. Lay governors, in particular, identified other ways of gaining insights into staff experiences, including staff surveys, sitting on appeal panels and participating in senior appointments.

As most university oversight activities take place in committees, consideration should also be given to staff participation in governing body sub-committees. Across the five case-study universities, most of the committees had minimal staff membership.

Participating governors raised two issues regarding student governor roles. The first was raised by students themselves, and this related to potential conflicts between the stances taken by the students' union on certain issues such as Prevent and student fee policies and the university, given their role as trustees with collective responsibility. Student governors identified this issue as a source of difficulty in balancing their respective roles. The other was identifying ways to enhance the impact and influence of the student governors in their roles, including induction and time spent with the Chair and other lay members outside of governing body meetings.

English universities generally have specific role descriptions for Chairs, Deputy Chairs, Senior Independent Governors, and usually, committee chairs. Practices vary with regard to all other members. Some universities have generic governing body member role descriptions, while others have specific ones for lay independent members. Universities seldom have role descriptions for internal members, including students. This warrants review.

Considering governing body composition

Lay membership

Universities review the composition of their governing bodies from time to time. Case-study governors described a shift in lay membership from 'the great and the good' to those recruited for skills and experience, occasionally including higher education expertise. Every case-study university used lay governing body member skills matrices, particularly to support succession planning and recruitment. Newer lay governors are more likely to be younger, female, ethnically diverse, with active executive careers or busy non-executive portfolios.

A few areas pertaining to lay governor member characteristics warrant attention. The first relates to how well the universities are 'onboarding' and retaining new types of lay members. When explaining why new more diverse members do not need extra support, a University E governor worryingly observed:

> They've got to where they are because they've been potentially fighting this [prejudice] their entire career. They will want to make a success of it.

Governors identified a number of potential concerns which should be better understood: potential risks of tokenism; a focus on 'diversity you can see'; a lack of time to conduct the roles given their other work commitments (one case study university introduced probationary periods); the potential desire for relatively shorter term lengths than their predecessors due to ongoing career development and progression; and a potential need or desire for greater induction due to lack of extensive non-executive experience.

Another consideration relates to recruiting members with specific skills and experience. Governors described how university executives and administrators did not necessarily fully appreciate the contributions they could make. This led, on occasion, to frustration with their roles. This was exacerbated when governors sensed a type of two-tier governing body where the Chair, Deputy Chair and committee chairs made up the first tier, with other lay and internal members being the second tier.

Universities should review their skills matrices to consider governors' widening roles, including academic governance, performance monitoring, supporting the executive and contributions to culture and values work. Similarly, the matrices

could be extended to consider additional experiences / characteristics, which demonstrate features suggested by governors, such as 'diversity of thought' and 'critical and creative faculties'.

Internal membership

Changes to internal membership have also taken place over time. Numbers of internal, primarily academic, members have declined, particularly across the pre-1992 universities.[28] Governors across all of the case-study universities raised several considerations with regard to internal governing body membership. The first related to executive membership. Governors expressed concerns about blurring boundaries and the fact they seldom challenge the vice-chancellor. In general, governors did support executive members presence at some or all governing body meetings.

Several internal governors, staff and students alike, noted that the complexities of universities mean it is hard to represent even informally the myriad of internal interests through only a few governing body positions. Several lay members queried, given increasingly heightened interest in the student and staff experiences, whether governing body 'representation' was sufficient? University C's Secretary noted:

> *Council has come to the conclusion that having representatives … isn't necessarily going to deliver an understanding of what students actually are concerned about or want … there's a need to develop other ways in which to engage the students more effectively.*

Further, given the mismatch between lay members increasingly appointed for their skills and experience and internal members

who are in an actual or perceived representational role, universities could usefully review the means of appointing internal members.

Numbers of student governors have increased, with virtually every English university having one, and many two.[29] Many, particularly lay, governors noted the difficulties created by student governors' one-year terms. Governors at case study universities with two student members noted the opportunity to, in effect, create a two-year term by the same student filling two different student governor roles in their first and second years. One university, which was not a case study participant, recently appointed a very recent alumni as a lay member in order to capture his / her input over a longer tenure.

The increased focus of governing bodies on students' experiences, and increasingly staff in light of strike actions and the pandemic, highlights the opportunity to enhance student and staff engagement in institutional governance.

Addressing gaps in academic governance and performance monitoring

Academic governance

Of the roles identified by governors, the biggest gap between sector-level expectations and governing body members' assessment of actual activity relates to academic governance, a topic of increasing interest to the English regulator. Three issues arose: confusion regarding the scope of academic governance; existing norms regarding ownership of academic governance; and potential barriers to undertaking the role.

Many governors uneasily described differences between academic governance, including academic strategy, and

academic assurance, which was more of a monitoring role. Further, some non-academic members made specific mention of academic quality and degree standards, while others expressed frustration at a lack of understanding of what exactly was in scope.

Virtually all governors acknowledged, sometimes with discomfort, their remit with regard to overseeing academic governance. University B and University D's Vice-Chancellors expressed concerns about their governing body's sense of ownership of academic governance. Both cited the historic delegation to internal academic bodies. University D's Vice-Chancellor described the issue more broadly across the sector as:

> *The elephant in the room – if you accept that the Board fundamentally is custodian in law, then they've got to be in a position where they understand it.*

While governors generally accepted an ultimate responsibility to provide assurances regarding academic activities, and understood the norms of delegating academic strategy to the academic bodies, some expressed concern regarding the delegation and in effect separation of such a vital part of the overall institutional strategy. One University A lay member noted concerns regarding 'decisions about things like the balance of staff / student numbers, online teaching, etc, which aren't just about academic content but are actually about strategic direction and allocation of resources'. The Chair described the Council's role in academic governance as 'rather blurred' adding:

> *Council oversees whether or not the Senate is doing its job on academic governance … And yet, the reputation of the institution depends on the quality of its academic*

> *product … It's rather like a car manufacturer delegating the responsibility for quality to a subcommittee. I've never found that very satisfactory.*

Several governors likened gaining and providing assurances with regard to academic governance to any other assurance. There is a need for information and triangulation. Barriers to academic governance noted by governors included low levels of expertise among non-academic lay members, potential gaps in the development and implementation of institutional academic strategies and a lack of time and place to consider it. Almost every Audit Committee Chair expressed their concern regarding the inclusion of academic governance / oversight in the audit committee remit, citing a lack of expertise and time.

All of the universities had taken steps to support their governing bodies members' efforts to oversee academic governance. University D recruited lay governors with higher education sector experience. Universities C and E had appointed lay academic members. However, lay and internal members alike cautioned the need to recruit the 'right' sort of lay academic members, noting the risks echo internal perspectives and / or they lack sufficient understanding of organisational governance outside of higher education.

University E also established an Academic Assurance Board sub-committee to allow time and expertise to consider relevant issues and report to the Board. University D included academic performance in the remit of the dedicated Performance Committee. University C's Chair predicted:

> *Using an NHS example … in about 2-3 years' time, we will probably have a quality committee. That's not to second guess Senate … It's about the triangulation of what*

you hear at Council, what you monitor, [and] what you understand is being delivered.

Performance monitoring

Wider performance monitoring also emerged as a gap between sector expectations and governors' views of actual activities. A wide range of practices and levels of comfort with the performance monitoring role were detected. University D's governors, with its long-established committee focussed on strategic performance, along with regular updates on significant matters at the main Board, were most confident. The Performance Committee Chair noted:

Most years, there's something that doesn't turn out to be quite as expected … and where that occurs, the Board is absolutely on it.

University B and University E governors were least confident. At University E, which had more frequent governing body meetings but no finance committee, there was a lack of consensus regarding how performance was monitored. At University B, performance had significantly faltered under the watch of many of the lay governors. One member described how:

Council shared the same, perfectly natural, 'complacency' … that said we had a really good run, we had raised ourselves up the league tables, our finance position has always been strong … and theoretically all these bad things can happen, but they never have.

Governors at University A and University C agreed the governing body did not tend to delegate the responsibility to monitor performance to committees. Under relatively

new vice-chancellors, with relatively new strategies, there was a heightened focus on this role. University A's governors referred to building key strategic milestones into business as usual. However, governors at both, along with those at University B, expressed frustration regarding the setting of Key Performance Indicators, the availability of lead indicators and timely performance data, along with a lack of confidence that the executive team fully understood performance drivers. University A and University B governors identified the practice of undertaking 'deep dives' into strategically significant areas at both committee and Council level.

Governors also identified concerns regarding their reliance on the executive to provide information. Further, many internal governors, along with some lay governors, queried if lay governors had the necessary skills and experience to sufficiently sense check information provided. Internal governors across a few cases also noted governors do not always sufficiently challenge or interrogate information. University E's Secretary explained once disappointing outcomes were previewed, 'it's almost like a get out of jail free card … nobody bats an eyelid'. In parallel, lay governors expressed concerns that internal governors 'can't speak up'.

Governors noted a lack of skills, time and sometimes information to carry out their performance monitoring roles satisfactorily. Historically, sector documentation placed greater emphasis on the role of governing bodies in monitoring institutional performance. This change, along with the relative unease expressed by case-study governors may reflect, in part, the externalisation of performance metrics in higher education. This is consistent with corporate governance research findings that boards spend relatively little time on 'output control tasks',

Opportunities to improve university governance in England

largely external metrics, and more on what are described as 'input control tasks', attempting to control behaviours of top management.[30]

Improving governance-related training and development

Only one governor referred to induction as an influence on how they understood their role. Other governors described expectations they would 'know our role' and that it would take a long time – governors cited one, two and three years – to 'get up to speed'. Some Secretaries described a reluctance to insist on governors participating in initial induction let alone ongoing development as many governors have extensive governance experience and little spare time.

Generally, the sector has focussed on governor development via governor induction and training and governance enhancement via effectiveness reviews. Some, but not all, Chairs conduct annual formal or informal governor reviews.

Governors also described how shortcomings in the executives' work to initiate and implement decisions sometimes hindered their governance roles. These included: limited, if any, discussion of potential options; poor development of performance indicators and a lack of curiosity about what further data is required; and use of the same papers at committee and governing body level. To support a shift towards more interactive governance, a reconsideration of the induction and development needs of all involved in governing body-level activities is recommended.

Existing training and development is also largely based on assumptions regarding previous governance experience. More introductory induction and training may be relevant as

more incoming university governors have less accumulated governance experience.

In corporate settings, people often query whether candidates are 'board ready'. Based on governor feedback in this study, it takes time and dedication for even the most experienced governors to fully appreciate governance in an academic setting. The question for even highly experienced governors is whether they are 'HE Board / Council ready'. Opportunities exist to leverage sector scale, building on the work of Advance HE, and to enhance the focus on academic governance, performance monitoring and higher education management / academic culture.

Sector-wide issues arising from the changed regulatory regime

Three key sector-wide issues resulting from the changed regulatory regime arose from this study. These are:

i. less sector-level emphasis on driving institutional governance enhancement;

ii. a palpable, increased onus on governors; and

iii. the potential need for university governing bodies to become more visible, in part to underpin the legitimacy of institutional governance.

Less sector-level emphasis on driving governance enhancement

Governors noted that not only was the previous Funding Council more interested in supporting institutions, but it was also seen as promoting sector-wide enhancements, for example with regard to governing body gender diversity and academic governance. The Office for Students, on the other hand, encourages institutions to seek help and support from other sources, including sector bodies.

Shifts in governing body composition are taking place. They have shrunk in size overall, with pre- and post-1992 university governing body membership becoming more similar.[31] Universities publish information regarding their governors and governance arrangements on their websites and HESA collect anonymised governor data in their annual staff return, but the quality of university input to this reporting is mixed. Advance HE undertake high-level analysis (down to mission group level) of governor diversity based on this data.[32] However, there is no way to assess more detailed changes in composition (size and

member types) and member characteristics at the institutional level, let alone governor stability. Governors described stability as a double-edged sword. The fact it takes so long to get up to speed with how university governance works renders short tenures extremely challenging. On the other hand, long tenures might erode lay member independence over time.

Changes in governing body composition also interrelate with changes in other governing body characteristics, such as committee structures and frequency of meetings. Apart from information shared via sector organisations conducting effectiveness reviews, little cross-university work has been done to understand what changes are seen as beneficial. Some governors articulated a frustration with a lack of available information regarding sector-wide benchmarks of governing body attributes, including composition and committee structures, along with emerging good practice.

Members of sector bodies, such as the Committee of University Chairs, Universities UK, Guild HE, the Association of Heads of University Administration and Advance HE all participate in institutional-level governance. There is an opportunity for sector body executives to clarify their organisations' respective roles and responsibilities in the area of governance development and which, if any of them, might co-ordinate sector-wide development, including agreeing data and information requirements (such as governing body composition and member characteristics), setting long-term equalities, diversity and inclusion targets and identifying and sharing best practice and lessons from poor practice. Particular emphasis on governing body composition, academic governance and performance monitoring are suggested. Comparisons could be made to the role of the Association of

University Governing Boards in the US and other UK corporate and public sector initiatives.

Increased onus on governors

Governors at the universities which had run into difficulties involving the regulator highlighted removal of the historic safety net regarding institutional sustainability and an increased onus on governors. University B's Vice-Chancellor noted, 'governors don't realise their new responsibilities until the going gets tough'. Governors described feeling isolated when facing particular institutional challenges. Some governors noted chairs, vice-chancellors, finance directors and registrars / secretaries have their own sector bodies and Advance HE supports the development of governors and governance professionals. The Committee of University Chairs has recently instigated a network for audit committee chairs. The usefulness of such a network should be monitored and extended to other topical areas – finance, remuneration, governance and academic governance – as appropriate. Some governors suggested the idea of regional networks to facilitate the building of more local contacts, either by function / role or more generally.

A few governors articulated a mindfulness of the challenges of universities collaborating to enhance governance in what is perceived as an increasingly competitive arena. Sector facilitation can help overcome such concerns. Some governors also identified the opportunity to enhance sector-level support for governor induction and ongoing training and development, as noted above. This is particularly relevant given the gaps identified regarding oversight of academic governance and performance monitoring and opportunities

for all to better understand academic culture and higher education management.

While not explicitly raised by governors, sector organisations might also explore whether it would be appropriate for universities to offer any sort of micro-credentials or external qualifications to their governors. This may be particularly attractive for newer and less experienced governors. Governors noted the need for monies within university budgets to contribute to governor development in general.

Legitimacy of institutional governance

Governors' concerns regarding the current and future visibility of the governing body, along with knock-on considerations regarding the legitimacy of institutional governance, are considered here. Members generally described the governing body as either 'invisible' or 'not well understood'. The only exceptions to this related to University C's lay governors, who engaged with external stakeholders and University D's Chair, who attended all staff-briefings. This attendance was commended by academic and professional services governing body members. Interestingly, University D's Vice-Chancellor explained that, unlike in public limited companies, where Chairs speak for the companies, vice-chancellors speak for the universities. Yet, one of their lay governors described the need to 'take governance out of the boardroom'. Internal members cautioned internal visibility only makes sense if staff and students can engage with governors in a meaningful way.

Lay and internal governors alike raised concerns that the current limited visibility might actually be counterproductive. Several mentioned that meeting minutes do not represent the real levels of scrutiny and debate. A few lay members noted

participation in matriculation and graduations may make lay governors' contribution appear inconsequential, described by a University C lay member as 'froth'. Governors at two other universities noted staff and students may directly engage with governors, which is more difficult if the governance versus management division of responsibilities is not well-understood.

Several governors, including vice-chancellors, noted a relatively small amount of university governance work is, in effect, in the public domain, especially compared to public sector / service organisations. The continued coverage of confidential business / matters in meetings, governing body meetings not being open to the public and the failure to make effectiveness reviews public were given as examples.

Despite these concerns, University A and University C governors articulated expectations and benefits of increased visibility supporting enhanced legitimacy. University C's Chair noted, 'Councils will become more visible', while University A's Audit Chair predicted, 'governing bodies are going to need to stand up and be counted'. University A's Chair explained increased visibility should seek to 'build trust across the organisation' that it is not just 'untrammelled power in the hands of the [Vice-Chancellor]'. Recent UK university research advocates greater governing body visibility with staff, proposing a spectrum of governing body internal legitimacy ranging from 'apparency' to 'transparency' to 'engagement'.[33]

Only one governor, a University B academic staff member, described the governing body as any sort of 'buffer' body between the institution and the outside world. Given the evolving nature of governing body roles in the light of external,

internal and individual influences identified in this study, it will be worth observing if and how perceptions change over time. Regarding likely evolution, University C's Chair observed:

> *There are new regulatory demands … there are growing business demands and pressures around the funding of the university and its ability to attract resources; there's the whole quality agenda … All of those things are requiring a more … business-like is the wrong word. It does require a more modern governance, that's appropriate for the university, that looks at the experience of what's happening in other sectors.*

Summary recommendations

Recommendations for university governing bodies and sector organisations to address sector-wide issues arising from this research are outlined below. A shift toward more interactive governance is promoted in an environment where universities and sector bodies are left to champion its / their own governance enhancement.

University governing bodies should:

1. **Clarify and codify governing body member roles**, paying particular attention to lay governors internally and externally-facing support roles and internal governors' oversight roles. Decide whether different role descriptions are needed for different types of governors and consider how roles inter-relate to committee structures and governing body and committee membership.

2. **Review skills matrices to reflect experiences in general and widening roles**, including academic governance, data and performance monitoring, supporting the executive and contributing to institutional culture and values. Consider the use of skills matrices for internal governors.

3. **Review processes for 'onboarding', engaging and retaining governors and others involved in governing body-level governance**, including leveraging governors' skills and experiences, tailoring support to different needs, considering student governors' short tenures and using existing development and diversity and inclusion support provided by Advance HE.

4. **Consider how university governors deepen their assurance of academic and performance issues**, which could include appointing lay academic members and / or those with higher education sector knowledge, establishing dedicated committees or 'task and finish groups' to build institutional capacity, assessing the benefits of adopting a 'deep dive' approach and considering HEPI's recent Policy Note on academic governance.[34]

5. **Consider the need and ways to promote governing body legitimacy**, which should be done in the light of wider university civic / stakeholder engagement and value for money work.

Sector bodies should:

6. **Clarify their respective roles in university governance development support**, which could include identifying all relevant sector organisations, agreeing respective areas of responsibility and the means to coordinate activities and establishing review mechanisms.

7. **Identify ongoing governing body-related data and information requirements and decide how these are to be used and resourced**, which should include governing body composition and member characteristics and the setting of any long-term sector-wide ambitions, including equality, diversity and inclusion.

8. **Continue to develop the hub of resources for enhancing university governance** already provided by Advance HE.[35] This should include the identification and sharing of best practice and lessons from poor practice

both from inside and outside the sector, along with considering ways to enhance governing body legitimacy and wider staff and student engagement in institutional governance.

9. **Build regional and sector-wide networks of governors** based on geography or functional areas of interest to facilitate the sharing of ideas and good practice and help establish relevant collaboration. These networks should extend beyond Chairs and committee Chairs.

10. **Consider the appropriateness of a formal qualification for university governors to enhance governor development**. This would aim to ensure less experienced governors receive appropriate support and that all governors are 'HE board-ready'. It also reflects similar developments in corporate and Australian university governing bodies.

Opportunities to improve university governance in England

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Opportunities to improve university governance in England

In this HEPI report, Alison Wheaton presents new research into English university governance. The report sets out key findings with regard to how English university governors perceive their roles, the influences on those perceptions and the opportunities created to enhance university self-governance. Examples of good practice arising from the research are explored and the report concludes with recommendations for university governance and sector organisations to address.