Governance Effectiveness Review 2019: Executive Summary

Introduction

1. The CUC's *Higher Education Code of Governance* (2014) ('the Code') states that 'governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees, the starting point for which should be an assessment against this Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of primary responsibilities)'. Such reviews 'must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any actions arising from the last effectiveness reviews'.

2. This is an executive summary of the report of the Governance Effectiveness Review undertaken in spring 2019 at the request of the University of Wales Trinity Saint David (UWTSD) Council. The review was commissioned by the Council on the recommendation of the Nominations and Governance Committee.

3. The executive summary is accompanied by an action plan, covering both the UWTSD and the University of Wales, which was approved by the Council on 27 September 2019 and is updated periodically.

Terms of reference and methodology

4. The terms of reference for the review were as follows:

   a) To review the effectiveness of Council in undertaking its Primary Responsibilities, with particular reference to the benefits ('added value') that it brings to the University.

   b) To give assurance to Council and other stakeholders that it is fulfilling its role optimally and meeting the requirements of the Code.

   c) To make recommendations to Council to support the further development of its effectiveness and efficiency.

5. The Council identified the following broad areas for consideration:

   a) The extent to which Council members understand and shape the ethos of the University and support it to achieve its strategic priorities.

   b) The ways in which new Council members are supported to understand their responsibilities and to undertake them effectively.

   c) The extent to which independent Council members are (or should be) involved in the wider work of the University.

   d) The clarity of information provided for Council members.

e) The contribution of staff members of Council, including consideration of their role in relation to standing committees.

f) The contribution of student members of Council, including consideration of their role in relation to standing committees.

g) The dynamic between Council members and officers.

h) The effectiveness and value of Council as perceived by members and senior officers.

i) The management of duality of interests.

j) The optimum size of Council in the future.

k) Council members as Charity Trustees.

6. The review was undertaken by a small group appointed by the Chair of Council in consultation with the Chair of the Nominations and Governance Committee, comprising:

- Eirlys Pritchard Jones, independent member of Council (Chair)
- Stephen Prenter, Pro-Chancellor, Queen's University Belfast, external member
- Dai Rogers, staff member of Council
- Rob Simkins, student member of Council

Support was provided by Sarah Clark, Clerk to Council.

7. The review methodology comprised (in chronological order):

a) preparation of background documentation for the review group, including contextual information for the external member. The documentation included recent publicly available reports on higher education governance effectiveness;

b) observation of the meeting of the Strategy and Resources Committee held on 21 February 2019 by the external member of the review group;

c) an initial, short meeting of the review group on 13 March 2019 to discuss the review with the Chair of Council and thereafter to agree its approach and identify preliminary lines of enquiry;

d) distribution of a questionnaire, informed by the survey tools available from the Leadership Foundation, to Council members and senior officers, and subsequent analysis of the outcomes. 80% of members responded to the questionnaire;

e) meetings of the review group with members of Council and senior officers on 28-29 March 2019, and individual discussions between the review Chair and those members who were unable to attend on these dates;

f) a final meeting of the group on 29 March 2019 and subsequent discussions to agree its preliminary conclusions;

g) preparation of a draft report by the Clerk, for discussion by and the approval of the review group.

8. The review group is grateful to all Council members and senior officers who participated in the review through meetings and completion of the questionnaire, and contributed so constructively to the discussions.

Conclusions

9. In conclusion, and as a result of its meetings and deliberations, the review group:

    - confirmed that Council is undertaking its Primary Responsibilities effectively;

    - provided assurance that Council is meeting the requirements of the CUC's *Higher Education Code of Governance* (2018).

10. The review group noted the high level of commitment to the University and its mission, and the high level of confidence in the Chair of Council and the University's leadership, in evidence throughout its deliberations. In support of this conclusion, the external member of the review group commented:

    'It was a pleasure to serve as External Member on the Review Group appointed to undertake a governance effectiveness review of the Council of University of Wales Trinity Saint David. I am confident the review will have a positive and progressive impact on the University. I would like to pay tribute to the professionalism and thoroughness that was the hallmark of this review, so ably lead by Eirlys Pritchard Jones. Council members from every constituency clearly hold the Council in high regard and are proud to serve the University and to be associated with UWTSD. This positive spirit was evident in the way participants had prepared for the meetings and engaged freely throughout the process.

    As part of my external remit, I attended (as observer) a meeting of the Strategy and Resources Committee. There was an extensive agenda of significant matters for this meeting. During the course of the meeting, there was clear evidence of high quality challenge, comprehensive strategic planning and debate, and an appropriate level of tension between strategic oversight and operational accountability.

    In these times of severe challenge in the Higher Education sector, including uncertainty over financial sustainability, it is pleasing to reflect on the high degree of respect and confidence in the leadership at UWTSD that was conveyed during the process. I should also comment on the commitment and insight of each member of the review group, including the Students' Union President.

    In my capacity as Pro Chancellor & Chair of the governing body at Queen's University Belfast, I am presently engaged in biennial appraisal meetings with each individual member of our governing body. My experience as an "External" at UWTSD has helped to inform my approach at Queen's and I am grateful for the trust shown in me by the team at UWSTD.'

Recommendations

11. The review group made 17 recommendations to support the further development of Council's effectiveness and efficiency, as outlined below.

Recommendation 1: that the Nominations and Governance Committee reviews the standing and sub-committee structure, with a view to having a revised and reduced structure in place for the start of 2019/20.

Recommendation 2: that as part of the review, specific consideration is given to:

- the merits of presenting specified strategic items and other key items (such as KPI reports and the Risk Register) direct to Council, with dedicated agenda time allocated to the discussion;

- whether the business of the three existing sub-committees might be subsumed into the business of their parent committees, particularly if the workload of the parent committees was reduced through presentation of certain items direct to Council (see above);

- that, notwithstanding the desirability of reducing the number of standing committees, whether there would be benefits in establishing a standing committee to provide oversight of academic matters; and the benefits of seeking higher education experience as a priority for the next recruitment exercise for new Council members;

- whether greater integration with the governance structures of the University of Wales and the colleges within the UWTSD Group might be achieved;

- articulating the approach to bilingualism to be adopted by Council and the standing committees;

- the number of Council meetings that should be scheduled each year;

- the current membership of the standing committees, to ensure that members' skills and experience are being used to best effect.

Recommendation 3: that Council's schedule for 2019/20 includes specific slots for planning and briefing events.

Recommendation 4: that the Nominations and Governance Committee considers whether there would be benefit in articulating more formally the ways in which Council members might, or should, be involved in the wider work of the University.

Recommendation 5: that Council and standing committee agendas and supporting papers are organised so as to:

- differentiate between matters for discussion and those that will normally be approved without discussion;

- introduce each agenda item through a cover sheet which clearly:
    - provides a summary of the accompanying documentation (with reference to the location of any additional sources of information where appropriate);
    - sets out the decision required of Council.

- wherever possible, provide a written report in relation to each item, allowing members more time to absorb information in advance and refer to it after the meeting;
- in relation to Council, wherever possible commence each session with presentations, which are not a formal part of the meeting but provide opportunities for members to learn more about, and debate, developments in key areas of the University.

Recommendation 6: that the Nominations and Governance Committee considers whether, in the context of Recommendation 5, it would wish to:

- specify a maximum length for papers;

- adopt a system for high volume agendas whereby specific areas of scrutiny are allocated in advance to individual members.

Recommendation 7: that the Nominations and Governance Committee considers whether, in due course, an Ordinance amendment may be required to enhance the membership opportunities for staff from other locations.

Recommendation 8: that the Nominations and Governance Committee considers ways in which the contributions of staff members of Council might be further encouraged and supported.

Recommendation 9: that, linked to Recommendation 8 above and as part of the review of the standing and sub-committee structure, the Nominations and Governance Committee considers the merits of creating opportunities for staff members of Council to become members of key standing committees.

Recommendation 10: that as part of the review of the standing and sub-committee structure, the Nominations and Governance Committee creates opportunities for student members of Council to become members of key standing committees.

Recommendation 11: that Council permits an SU staff member to accompany student members of Council to Council and committee meetings (noting that the staff member would be permitted to attend only when a student member was also present).

Recommendation 12: that the Nominations and Governance Committee considers whether there would be benefit in scheduling more opportunities for members to hold discussions without officers present for appropriate items.

Recommendation 13: that unrestricted Council minutes are published from 2019/20 onwards.

Recommendation 14: that members are asked, at the start of each meeting, to identify any agenda items for which they have a duality of interest.

Recommendation 15: that Council considers incrementally reducing its size over time and through the planned retirements of current members, mindful always of the need to maintain a balanced skillset and to increase diversity.

Recommendation 16: that the next major effectiveness review is scheduled for academic year 2021/22, and on a three-year cycle thereafter; and that progress against review recommendations is considered by the Nominations and Governance Committee at its first meeting in each academic year.

Recommendation 17: that the biennial questionnaire-based self-evaluations by the standing committees are replaced by more holistic discussion focusing on the annual report drafted by the Clerk, with the outcomes and any recommendations reported in the final version of the reports prepared for Council.