JULY 2021

Governance Effectiveness Review

Halpin

Contents

Executive Summary

Since March 2020, when the Covid-19 pandemic hit, the changing environment has challenged every sector. The university sector has been required to respond to, reshape and support the continued delivery of academic, educational and research excellence, in a context where prior road maps for success may not apply. This has been challenging for all, but the size and complexity of University of Manchester has placed significant additional burden on the institution, its students, academic and professional staff, leadership team and Board.

Uncertainty adds tension, and inevitably relationships become more strained. Those charged with leadership and governance must make decisions in the best interest of the institutions they lead, within the constraints of the changing economic and social environment. In doing so, they exercise their best judgement at the time. On occasions, these judgements will enjoy widespread support. At other times they will not, and relationships can become strained. Some judgements have led to many positive initiatives being delivered, while others have not been as successful. In a well-governed organisation, all judgements contribute to effective governance learning. This is the context within which the Board of Governors and Senior Leadership Team have operated and is the backdrop to this review. The University has performed well in this most testing of years. Good practice has been identified which should continue, but also inevitably areas to progress have been identified which we pick up in this review.

Managing the immediate adversity cannot be the focus for the Board. Continuing to deliver organisational objectives and meeting the high standards set in terms of governance, regulation and outcomes should remain the focus. Post-pandemic recovery, alongside all the ongoing sector issues – pensions, equality, diversity, and inclusion (EDI), research and teaching, funding and governmental focus on 'low-quality' courses and outcomes - are all critical success factors to be addressed.

The Board at Manchester is aware of the risks for the institution and the challenges facing the sector. Members are keen to ensure they are equipped to respond; commissioning this Governance Review is part of that drive for improvement.

Our review has focused on:

- The University's culture of governance;
- How culture and processes of governance enable effective academic governance;
- Decision making and delegated authority;
- Stakeholder views of governance; and
- Further governance development to support strategic delivery, agility and resilience.

Overall, when measured against Halpin's Governance Maturity Framework which is included at Appendix 2, we conclude the University of Manchester's governance arrangements are **Good and effective** with some areas of leading-edge practice. We make a total of 34 recommendations [R] and 26 suggestions [S] for improvement.

The Governance Office and Secretariat Support Team are strong. The Annual Accountability Review process is sector-leading best practice, and captures what has occurred in the previous year. It also looks ahead, also capturing strategic direction and priorities for the year to come.

The lay Board member skillset is strong, and the Chair is viewed to be excellent. Equality, diversity and inclusion governance practice is on an improvement trajectory with some examples of good practice emerging. Recent appointments should increase the pace of improvement.

Stakeholders have expressed particular concern about Senate, and we consider the culture and processes of governance of the Senate to be of concern, with two areas assessed to be inadequate. Whilst we consider the culture of governance at Board level to be strong, the staff perception of the wider University governance culture is less positive. There is a need for the Board to address its wider profile and engagement with stakeholders.

In this report, we suggest a new constitutional settlement for the University whereby respective roles and responsibilities are clearly understood and accepted. Amongst other things, Senate should accept the authority of the Board to fulfil its regulatory responsibility to the Office for Students (OfS) for assuring academic quality and standards. The Executive and ultimately the Board should, subject to due process tested by audit, have confidence in the role of Senate as its key source of assurance on these matters.

Other issues have emerged in the review, and we have highlighted concern about behaviour, courtesy, and respect - and the impact this has on effective participation. This is sometimes normalised in Higher Education but would be viewed very differently in other sectors. This featured in our review of the Senate, but the institution must also guard against this behaviour translating into meetings and interactions in other parts of the University. People must feel able to challenge using the right channels but must also do that in a respectful way. There is a need to ensure acceptable standards of behaviour across the entire organisation. If not addressed, this has the potential to undermine effective governance and quality assurance in the future.

Our recommendations are not intended to be prescriptive, but instead offer the Board ways in which to strengthen its governance practices. It may be that the Board determines that there are other means to achieve the aims we have set out, and to support their discussions we have included examples of good practice throughout the report.

Dame Angela Pedder OBE
Chair of the Halpin Review Team

Methodology

1. The University of Manchester ("Manchester, the University") commissioned Halpin Partnership ("Halpin") to conduct an independent external review of governance effectiveness[1]. The University last conducted an external effectiveness review, focused primarily on the Board and its committees, in 2017.

2. The review scope, project plan and timescales were agreed between the University and Halpin at an initial 'practicalities' meeting, followed by a scoping meeting with the Steering Group on the 17th March 2021. The Steering Group consisted of the Nominations Committee with the Students' Union General Secretary invited.

3. Lines of enquiry (see Table 1) were agreed with the Review Steering Group. We note how our recommendations respond to them throughout the report and provide a summary and table in our conclusion.

   Table. 1: Lines of Enquiry (L)

L1	What is the culture of governance at Manchester, and to what extent does it reflect the mission and shared values of the institution?
L2	Do the governance structures, processes and culture enable effective academic governance?
L3	Are stakeholder views (staff, students and alumni) sought, heard, understood and effectively considered throughout the governance process? To what extent is transparency and inclusion the default position?
L4	How and where are decisions taken? Is there sufficient delegation of authority?
L5	How can governance practices at Manchester be developed to better support the delivery of the University's strategy and enable it to be agile and resilient?

4. Halpin Review Team (see Appendix 9 for biographies) followed the methodology outlined as follows:

   Table 2: Methodology

Board of Governors' Survey	20 responses
Senate Survey	36 responses
Open Staff Survey	395 responses

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[1] Halpin was selected through a competitive procurement process in early 2021.

Board of Governors' Interviews	17 interviews (see Appendix 3)
Senate Interviews	15 interviews (see Appendix 3)
Other staff interviews	2 interviews (see Appendix 3)
Desk Review[2]	Our desk review compares with the relevant requirements detailed in codes of practice or known good practice from the HE sector.
Observations	• The Board of Governors – 24th March and 19th May • Senate – 28th April and 2nd June • Briefing on Strategic Planning for Senate – 2nd June • Remuneration Committee – 21st April • Finance Committee – 21st April • Staffing Committee – 21st April • Audit and Risk Committee – 9th June • University-Students' Union Relations Committee – 6th May • Teaching and Learning Group – 12th May • SMS School Board – 18th May
Stakeholder Focus Groups[3]	• 2 x Student Sessions: 3 participants[4] • 4 x Open Staff Sessions (Academic & Professional Services): 10 Participants • 1 x Senior Staff on Senate Sessions: 6 participants • 2 x Senate Member Sessions: 8 participants • 1 x Chairs of School Boards Session: 5 participants

5. The Team assessed Manchester's compliance against the Higher Education Code of Governance (CUC Code 2020)[5], other relevant governance codes and Halpin's Governance Maturity Framework (Appendix 2) and have noted our findings in relevant sections and in the conclusion. We have also drawn on the Charity

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[2] It should be noted that our report does not intend to offer a line-by-line evaluation of strict compliance with all relevant regulations. Our agreed aim was to highlight key issues deemed worthy of further consideration.

[3] We believe that focus group sessions add value to a governance review and ensure the full incorporation of staff and student voices and feedback.

[4] There were 13 registrations for the student focus group but only 3 attendees. We credit low take-up due to the time of year, lack of publication on SU social media channels and SU officers going on leave.

[5] https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf

Governance Code (for larger charities)[6] and the UK Corporate Governance Code[7] as relevant throughout the report.

Constitution and Governance Structures

Legal structure

6. The University is an independent corporation established by Royal Charter dated 2004. The University was created by the amalgamation of the Victoria University of Manchester and the University of Manchester Institute of Science and Technology (UMIST). After working closely together for 100 years, both institutions agreed to form a single university. They officially combined on 22nd October 2004 and became the largest single-site university in the UK.

7. The University is an exempt charity under the terms of the Charities Act 2011 and is registered with and regulated by the Office for Students (OfS). Members of the University Board of Governors are the charitable trustees and are responsible for ensuring compliance with charity law.

8. The University's objects, powers and framework of governance are set out in the Charter, Statutes and Ordinances. The latest versions of the Charter and Statutes were subject to major review by the University and approved by the Privy Council in 2019. These changes arose from recommendations of the last Governance Effectiveness Review undertaken in 2017 and focused on moving much of the content of the Statutes into the Ordinances. The 2021 review of the Instruments of Governance was led by Shakespeare Martineau as part of this Governance Effectiveness Review, the full report of which has been provided separately to the Steering Group. They noted that the Standing Orders for the Board and its committees are particularly good, as is the Board of Governors' Handbook, although we also include suggestions to take this handbook even further later in this report.

9. The Charter identifies the Board of Governors (Board) as the governing body of the University. The Statutes describe the primary responsibilities of the Board as:

    - Keeping the strategic direction of the University under regular review;
    - Overseeing the academic management of the University;
    - Overseeing the financial management of the University including responsibility for the financial sustainability and viability of the University; and
    - Overseeing the human resource management of the University including the employment of staff by the University.

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[6] https://www.charitygovernancecode.org/en
[7] https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf

10. The Charter identifies Senate as the principal academic authority of the University subject to the authority of the Board. As the principal academic authority of the University, Senate has delegated authority from the Board for the regulation of education, teaching of students, research, and the enhancement of academic quality and assurance of academic standards.

11. The powers of Senate include:

    - Keeping the academic strategy of the University under regular review and making such recommendations to the Board as may be requisite for its implementation;
    - Making recommendations to the Board in relation to the academic structure and organisation of the University; and
    - Discussing and declaring an opinion on any matter relating to the University to the Board.

Review of Instruments of Governance

12. The desk review of the University's governing instruments has been conducted by specialist education lawyers, Shakespeare Martineau. The documents reviewed included:

    - Charter;
    - Statutes;
    - Ordinances;
    - General Regulations;
    - Scheme of delegation;
    - Membership of School Boards in the new University: notes for guidance;
    - Corporate governance statement (from Financial Statements 2019/20;)
    - Board of Governors (Board) handbook;
    - Terms of Reference for Board Committees;
    - Standing orders for Board/Committees;
    - Sample Board/Senate agenda/minutes; and
    - Governance information on the University's website.

13. The scope provided by the University for this Governance Effectiveness Review contained three points which specifically related to the constitutional documents of the University:

    - Noting [the OfS academic governance principle], to review the role, remit and composition of Senate. This includes reviewing *the role of Senate as set out in the Charter and Statutes; its role in assuring the Board on the efficacy and robustness of academic governance* (including enhancement of academic quality and assurance of academic standards) (2.10).
    - To review *the role of School Board and Faculty Committees* as set out in Statutes and Ordinances (2.11).
    - To consider the *nature and scope of the current Instruments of Governance* (Charter, Statutes, Ordinances and Regulations) and the extent to which

they enable and equip the University to deal with current and likely future governance challenges (2.12).

Senate

14. The review of the governing instruments relating to the role of Senate found that while Statute VII had been amended to reflect the changes in the regulatory framework, these amendments had not been carried through to the new Ordinance XXXI. This ordinance sets out the powers of Senate but does not contain specifics about Senate's role in assuring the Board on the robustness of academic governance. We **recommend** that Ordinance XXXI is updated to reflect this. **[R1]**

15. The Board has six members who are elected from Senate, and this is comparatively high in terms of sector benchmarking. There is no reference to the role of Senate members on the Board of Governors in the governing instruments. We are not recommending a change to those governing instruments in this area, but it is important for Board members to recognise that academic governance is the responsibility of the whole Board and that it is not 'dealt with' through the presence of Senate members alone.

School Boards and Faculty Committees

16. While Faculty Committees are established under Ordinance XI 'with the concurrence of the Board and the Senate', there is nothing in the Statutes regarding Faculty Committees. The Ordinance does not contain any detail about the role of Faculty Committees, except a statement that the Dean of Faculty shall be required to take full account of the advice offered by the Committee, and that the Committee has the right to express an opinion directly to Senate or the Board. On a brief review of a sample of Board and Senate agendas, we could not find any clarity around the reporting from Faculty Committees (or School Boards).

17. Regulation XXI sets out the procedures for election to Faculty Committees, although it is not clear which of the two categories for elected members they apply to (it is in fact categories 2 and 3, with category 1 being ex-officio and 4 being students). The Regulations are drafted in an old-fashioned style and there is considerable overlap with the Regulations for elections to a number of other governance bodies (Regulations I - VI); we **recommend** that these would all benefit from review/consolidation. **[R2]**

18. Statute XV was amended in 2019 to include some detail about the role and power of School Boards, although this replicates the provisions set out in Ordinance XII. Ordinance XII contains provisions regarding School Boards; it appears to have been lifted directly from a previous Statute and would therefore benefit from some amending. The membership of each School Board comprises all academics holding a post for more than one year within the respective School, and such other members appointed by the Board on the nomination of the School Board 'in accordance with guidance issued by the Board'. This is set out in Paragraph 4 of the document published on the University's website called 'Membership of School Boards in the

new University: notes for guidance'[8], we **recommend** that this is updated to refer to the amended 2019 Statutes/Ordinances. **[R3]**

19. The website also contains some information about School Boards, stating that their role is to "ensure that academic staff have a voice in the governance of their areas". There is no reference on the website to Faculty Committees.

20. The Ordinances state that Faculty Committees and School Boards will determine their own '*modus operandi*'. It is unusual to still see such language in governing instruments; we understand that there are no written procedures beyond the brief mention of the modus operandi in Ordinance XI.

21. While the detail set out in the Statutes and the Ordinances regarding the role of School Boards and Faculty Committees is fairly minimal, this seems to be standard in comparable universities. That said, as a matter of good practice, we would **recommend** providing clarity and consistency in detailing the role of both School Boards and Faculty Committees, and how they interact with each other, throughout the governing instruments. **[R4]**

The nature and scope of the current Instruments of Governance and their fitness for dealing with future governance challenges

22. The size of the Board (23 members including 13 independent members) is standard for a large, chartered university. Our benchmarking[9] against other comparable universities indicated that Manchester was in the median range for Board size. There are six members of academic staff elected by and from the Senate, one non-academic staff member, and two student members. The Board reduced its membership in 2017 from 25 to 23 members. While some members of the Board expressed a wish for the Board to be further reduced in size, this was not a majority view and most members considered that the size was necessary to ensure adequate representation across Board Committees.

23. The Board has five Committees, which again is standard. The Terms of Reference for each are published on the University's website. The membership of the Nominations Committee is set out in Ordinance II, and that of the Staffing Committee in Ordinance XXIII, but the membership of the other Committees does not appear to be set out in the governing instruments, except a brief summary in Paragraph 1 of Ordinance VIII, which is unusual.

24. Contrary to the impression given by the wording of Paragraph 1 of Ordinance VIII, the Planning & Resources Committee (PRC) is not a Board Committee but a 'key

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[8] http://www.manchester.ac.uk/medialibrary/governance/schoolboardmembership.pdf
[9] The benchmarking group agreed with the Steering Group included a range of UK and international universities of comparable size to the University of Manchester: University College London, University of Oxford, King's College London, Manchester Metropolitan University, Imperial College London, University of Nottingham, University of Cambridge, University of Edinburgh, University of Toronto, University of Hong Kong, University of Melbourne, LMU Munich.

management Committee' which reports to the Board through the President and Vice-Chancellor who chairs the Committee. It has no lay governors as members.

25. The governance structure of the University is standard for the sector. However, the governing instruments do not reflect the key roles of the Senior Leadership Team and the Planning & Resources Committee in the day-to-day governance of the University. With the exception of the brief reference in Ordinance VII and a couple of references to its role in the Board's Scheme of Delegation, there is no evidence in the governance instruments regarding the role or membership of the Planning & Resources Committee, nor how its role/powers relate to the Senior Leadership Team. We **recommend** clarifying the remit of Planning & Resources Committee to ensure it is clear and well understood and distinct from the remit of the Board's Finance Committee. Similarly, there is no reference to the Senior Leadership Team in the governing instruments, even though this is a body with considerable influence. This again is common, the assumption being that such a body operates through authority delegated by the President & Vice-Chancellor (see the reference in Statute III to the Vice-Chancellor establishing a management team to assist him or her in fulfilling the functions of the office). **[R5]**

26. The lack of detail in governing instruments regarding such management bodies may result in a perceived lack of transparency about their role. Some universities have amended their governing documents to include express reference to the role of the executive team. That said, we do not consider there is an intention to be opaque, and we are aware that the role of the SLT and descriptions of it appear in diagrams explaining governance structures: the agenda for Board meetings does include a summary report from the Planning & Resources Committee (and the papers are also available to PRC members on Diligent and a full report of PRC is given to each Board meeting), which does aid transparency.

27. Another body which is not mentioned in the governing instruments is the Chair's Committee, although its minutes are part of the Board papers which are available on Diligent. At other universities this type of body can have considerable influence, but we have not seen any formal Terms of Reference for this Committee, nor any other detail about its role. However, we understand that it usually meets once or twice a year to review the membership and priorities for Board Committees. We appreciate that this is not a formal committee, and that it meets infrequently (more regularly recently due to the pandemic), but Terms of Reference would aid transparency.

28. A large organisation, such as the University, clearly relies on a number of different bodies within its governance structure and there is a difficult balance to strike between agile decision-making and being transparent. However, we **recommend** reviewing the terms under which these three bodies (SLT, PRC, & Chair's Committee) operate and how they relate to the overall governance structure, and including some detail in the governing instruments, as a minimum the Terms of Reference and Membership. **[R6]**

29. Ordinance XVIII refers to provisions regarding reserved business. This contains a wide power for the Chair of a meeting to determine that a matter falls within the category of reserved business, and thus that student members of that body should not receive the papers and must withdraw from the meeting while it is discussed.

This requirement does not apply to staff members of the body in question (even though the reserved business might be a discussion of the appointment or personal affairs of another member of staff) and derives from an outdated view of student members as somehow a 'lesser' category of members. Paragraph 50 in the section below on compliance with CUC Code 2020 also refers to this. Our understanding is that this power is rarely used. Therefore, we would **recommend** that this is removed from the Ordinances. **[R7]**

30. While not strictly part of the governing instruments, we also reviewed the Scheme of Delegation approved by the Board in October 2019. The format of the Scheme is unusual in that it lists the primary responsibilities of the Board as set out in Ordinance XXX and how those are carried out, in some detail. This document would commonly set out the key areas of the Board's functions and the person/body to whom that is delegated. In our view, the Scheme of Delegation is not a user-friendly document in terms of quickly finding out to whom the Board has delegated particular functions. We understand from the Governance Office that the redrafting of the Scheme of Delegation is already under review, so we feel no further recommendation is necessary.

Section Summary

R1	Ordinance XXXI is updated to reflect specifics about Senate's role in assuring the Board on the robustness of academic governance.
R2	Regulation XXI which sets out the procedures for election to Faculty Committees is reviewed and consolidated.
R3	Paragraph 4 of the document published on the University's website called Membership of School Boards in the new University: notes for guidance' is updated to refer to the amended 2019 Statutes/Ordinances.
R4	Provide clarity and consistency in detailing the role of both School Boards and Faculty Committees throughout the governing instruments.
R5	Clarifying the remit of Planning & Resources Committee to ensure it is clear and well understood and distinct from the remit of the Board's Finance Committee.
R6	Clarifying the role of Senior Leadership Team, PRC & Chair's Committee in the governing instruments.
R7	Update Ordinance XVIII which refers to provisions regarding reserved business to remove mention of students.

Board Culture, Relationships and Operations

Governance Culture

31. The culture of governance at Board level is strong and Board members have a positive view of relationships as well as the environment for discussion and decision-making. Members frequently described the Board culture as 'open', 'transparent', 'no secrets', 'constructively challenging' and 'consensual'. Our observations of Board and Committee meetings support the positive views of Board members. Board members felt that the University's Values were reflected in the culture of governance – two-thirds of survey respondents said to a 'good extent', and one quarter to 'some extent'. Board members gave an even stronger endorsement in terms of whether behaviour in Board meetings demonstrated Values.

32. However, the staff view on the wider University governance culture is less positive. Whether through the staff survey, interviews, or discussion groups with staff, the view from the 'shop floor' was that the Board of Governors was 'disconnected' and 'invisible'. For staff who had no contact point or direct experience of the Board, there was little understanding of what the Board did and who the Board members were or how they were appointed. There was a strong perception that lay governors were largely from a corporate background and had no experience of higher education governance. Our review of lay governor backgrounds would suggest that this perception is inaccurate as 6 out of 13 are from a public sector/civil society background, and some lay governors have extensive experience of the HE sector. The staff 'Pulse' survey conducted during early 2021 also suggested a wider staff concern about 'honesty' and 'authenticity' in respect of leadership and governance. Some of the staff members interviewed who had direct experience of being a Board member, or attending Board to make reports, had a more positive view. As expected, they also had a more informed view of what the Board did and who the members were, although there was still a sense of an inconsistent flow of information reporting back from the Board via the Senior Leadership Team.

33. The openness, transparency and enabling engagement espoused by the Board which we observed are not recognised as organisational characteristics by staff in their daily experience of working for this complex organisation. There is strong evidence of information giving, but open active listening could be improved. In large complex organisations it is hard to communicate and engage on a human scale, but empathy, kindness, and appreciation need to be felt for trust and a sense of shared purpose to build. Effective governance requires this. It is a leadership function to create the environment to make this possible, regardless of how difficult it might be.

34. However, a concerning perception expressed by staff was that the Board did not provide sufficient challenge to the Senior Leadership Team, and that the Chair and President & Vice-Chancellor were 'too close'. Our observation of Board and Committee meetings suggested that constructive challenge and scrutiny were offered by all categories of Board members, although in our desk review of minutes from some meetings, we found that there could be better documenting of the alternative points of view raised.

35. The Manchester 2020 restructuring exercise, the proposals to replace the elected Chancellor and elected Professional Services staff member on the Board with appointments, and the recent student referendum on confidence in the President & Vice-Chancellor, were frequently cited by staff as sources for the lack of confidence and trust in the Board and the Senior Leadership Team.

36. We **recommend [R8]** that there is a refreshed focus on these areas below to improve the culture of governance:

   - Executive Leadership style and approach to communications and engagement – recognise the need to show that the University has heard feedback and that it has been taken into account.
   - Board Communications and Engagement – improve Board communications and visibility and profile of Board remit, members and decision-making processes – for example, narrative report of Board business after meetings (not just minutes), review and update Governance webpages, using plain language and non-defensive tone.
   - Board Engagement - see section on Stakeholders – but suggest as a minimum lay Board members have regular open meetings with staff and students without the SLT being present. This happens regularly and successfully in Further Education colleges and is an approach worth adopting for HE.
   - Internal Communications – active listening activities with "you said, we did" responses, demonstrating two-way communication.
   - Behaviour Management – ensuring mechanisms are in place to create a culture of respect and manage any poor behaviour that is identified across the institution so that all staff, students and stakeholders feel supported and able to speak up.

Compliance with HE Codes

37. The CUC Code 2020 is established on an "apply or explain" basis, where institutions are given a set of values and elements but are not mandated to comply with all aspects. Although they can choose which parts of the Code are applicable to their context, they are expected to justify the reasons behind their choices.

38. The University has recently conducted a self-assessment of its compliance against the CUC Code 2020. In general, the routine and prompt self-assessment against Codes of Compliance is to be commended. The self-assessment refers to only one area of non-compliance – in respect to the need to consider appointing a Senior Independent Governor. As the self-evaluation was conducted concurrently with this review there were some areas of the CUC Code 2020 where the University is awaiting the outcomes of this review – namely Academic Assurance. We have reviewed the self-assessment and offer additional comments below on our view of all areas where we feel compliance could be strengthened.

39. The University has also conducted self-assessments against the other two key HE Codes – for Senior Staff Remuneration[10] and for Audit[11]. We have reviewed both self-assessments.

40. The self-assessment against the HE Senior Staff Remuneration Code found the University to be compliant in relation to all substantive aspects of the code. There was one area which was not currently addressed but plans were in place to do so. This concerned the publication of the President & Vice-Chancellor's salary as a ratio of the median staff salary broken down by staff category (academic/professorial/professional). The University does currently publish the ratio against all staff in the Annual Financial Statements.

HE Audit Code of Practice and HE Code of Governance 2020

41. The Committee has self-assessed against the HE Audit Code of Practice. We agree with the view of the Committee that it is compliant against the Code. Two areas were identified for improvement in the self-assessment: (i) they will consider more regular private sessions with the auditors (which is currently an annual event) and (ii) they should undertake effectiveness reviews (self-assessments) of internal audit and external audit and establish KPIs. We would **suggest** that both points of improvement are implemented during the next academic year. **[S1]**

42. Section 3.7 of the HE Code of Governance 2020 states: "The governing body should also ensure there is an effective process in place for investigating disclosures under whistleblowing legislation." The University Public Interest Disclosure policy (Regulation VIII) states that the Registrar, Secretary and Chief Operating Officer will investigate complaints and make a report to the President and Vice-Chancellor whose decision will be final. All reports of disclosures are then made to the Audit and Risk Committee in accordance with Regulation VIII, Paragraph 16. There is no requirement, however, to report Public Interest Disclosure ("whistleblowing") or fraud cases to either Audit and Risk Committee or the Audit and Risk Committee Chair as they occur during the year. However, best practice from the sector would **suggest** there should be a standing item on the agenda of every Audit and Risk Committee meeting even if it is to show a nil return. **[S2]**

Senior Independent Governor

43. The CUC Code 2020, for the first time, requires governing bodies to consider the benefits of appointing a Senior Independent Governor (SIG) but does not require a Senior Independent Governor to be put in place. Instead, the requirement is to consider whether such a role is required and to explain the rationale for any subsequent decision.

44. The comprehensive self-assessment of compliance with the CUC Code 2020 undertaken by the University identified that the Board was yet to consider this. Many

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[10] https://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Remuneration-Code.pdf
[11] https://www.universitychairs.ac.uk/wp-content/uploads/2020/06/CUC-HE-Audit-Committees-Code-of-Practice-doc-FINAL-260520.pdf

aspects of the role may be carried out by the Deputy Chair of Governors, for which provision is made in Statute II. The self-assessment also referred to awaiting the outcome of this Governance Effectiveness Review for advice.

45. Senior Independent Directors/Governors/Trustees now appear, in some form, in the governance codes for most sectors. Across the University sector, we are aware of several institutions which have put such a role in place and others considering the role, as a result of the updated CUC Code. We offer an example role outline and advice on SIG in Appendix 4 and 5.

46. While the Instruments of Governance have provision for the role of Deputy Chair, Statute II does not detail the role and responsibilities beyond deputising for the Chair in their absence. We are not aware of any other role profile for the Deputy Chair. Therefore, it is difficult to judge whether or not the responsibilities of a SIG would be covered by this role. The Code refers to significant differences between the role of a Deputy Chair and a SIG:

> *"The role of the SIG is different to the Deputy Chair, who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them. The SIG should be a voice and a sounding board for other governors to sense-check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair)."*

47. In order to comply with the CUC Code 2020, we **recommend** that the University formally completes its consideration of whether the accountabilities of a Senior Independent Governor are required. In doing so, the Board should consider these accountabilities alongside the expected role of the Deputy Chair of the Board of Governors. **[R9]**

Academic Assurance

48. Section 2.5 of the CUC Code 2020 refers to the requirement for the Board to seek assurance on academic governance:

> *"The governing body must actively seek and receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards and the integrity of academic qualifications, and will work with the Senate/Academic Board (or equivalent, as specified in their governing instruments), to maintain standards and continuously improve quality. Governing bodies will also wish to receive assurance that specific academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed."*

49. The self-assessment against the CUC Code 2020 refers to the Annual Assurance Report which is approved and recommended to the Board by the Senate. It also refers to some aspects of academic assurance being within the scope of the Internal Audit programme. The self-assessment goes on to record that academic assurance is a specific aspect for consideration in this Governance Effectiveness Review. While

we believe the current arrangements of reliance on the Annual Assurance Report is compliant with the Code, and replicates the level of assurance that many other University Boards have historically relied upon, the recommendations we set out in our review of Senate (Paragraphs 156 –177) would significantly strengthen the University's compliance in this area.

Use of Reserved Business

50. Section 1.4 of the CUC Code 2020 specifies that *"All members of the governing body (including students and staff) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions."* While the UoM self-assessment considers that they are compliant with this section of the Code, the review of Instruments of Governance referred to in Paragraph 29 above highlights that Ordinance XVIII refers to the provisions regarding reserved business in relation to student members. This provision implicitly treats student members differently to other members and as such we would not agree that there is compliance with the Code at present. If the recommendation [R7] to remove this provision is accepted, then the University would be compliant.

51. If recommendation [R7] is not accepted, it is **recommended** that, consistent with the apply or explain" basis of the Code, the University needs to justify in its next, and subsequent, publications of its Annual Financial Statements this non-application of the Code. **[R10]**

Code of Conduct

52. Section 3.1 of the CUC Code 2020, sets out that there should be a Code of Conduct for Board members:

> *"Members of governing bodies must always act ethically in line with the principles of public life (the Nolan principles), the institution's own ethical framework, and in the interests of the institution, its students and other stakeholders. This applies whether the Board members are elected, nominated or appointed. If a governing body member falls short of these standards, they must be dealt with in accordance with the institution's constitution and Code of Conduct. Such cases must not be ignored."*

53. The self-assessment confirms that there is a Code of Conduct for Board members set out in Ordinance XVIII, which refers to the Nolan Principles, and that this is additionally referred to in induction and letters of appointment offered to members. However, the Code of Conduct is brief and *only* refers to the Nolan Principles and conflicts of interest; it has no reference to 'the institution's own ethical framework'. We suggest that the Code could be strengthened. Codes of Conduct used elsewhere[12] are more expansive and include reference to areas such as; general

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[12] https://www.gov.uk/government/publications/code-of-conduct-for-board-members-of-public-bodies/code-of-conduct-for-board-members-of-public-bodies-june-2019
https://www.northampton.ac.uk/wp-content/uploads/2015/10/Code-of-Conduct.pdf

conduct; responsibilities as Board members; responsibilities towards employees, communication and social media; raising concerns and the expected active participation of Board members. We understand that an amount of this is covered in letters of appointment to Board members, but it would be more helpful to clarify this via the Code of Conduct.

54. We **suggest** that the Code of Conduct is reviewed by Nominations Committee to assure itself, and the Board, that it is adequate to cover all eventualities and is therefore fully compliant with the 2020 Code. **[S3]**

Removal of Board Member from Office

55. Section 5.9 of the Code refers to the requirement to have a procedure for the removal of Board members from office:

   I.   *"The governing body needs a formal process to ensure that its members are fit and proper persons. The governing body also needs the power and process to remove any of its members from office, and must do so if a member breaches the terms of their appointment."*

56. The self-assessment confirms that, while no procedure exists, it would be the responsibility of the Nominations Committee to consider and make a recommendation to the Board on the removal of Board members from office. We suggest that this might be considered further in terms of adequacy. We **suggest** that while the circumstances requiring consideration of a removal of a Board member are rare, when it does occur the matter requires swift, consistent, and transparent application of procedure. If the issue was to be considered by Nominations Committee, such a procedure should include the process covering the eventuality that a member of Nominations Committee was subject to removal from office **[S4].**

Board Committees

57. 89% of Board members thought the Board Committee structure was fit for purpose. 80% of Board members thought that there was clarity of decision-making from the Board Committees. Overall, we considered that the Board Committee structure worked well, and that Committee Chairs were strong, with a robust grip on their respective Committee's brief.

Staffing Committee

58. We observed one meeting of the Staffing Committee (21.04.21) and reviewed past Committee papers and Terms of Reference. The meeting was extremely well chaired and managed, the papers were informative with concise executive summaries. All members of the Committee were active contributors to the items under discussion. Members asked constructive questions about risks and implications of proposals in relation to voluntary severance/compulsory redundancy and business transformation projects. The University's employment lawyer was in attendance at the meeting to provide the Committee with advice on employment law where it was required.

59. However, the Staffing Committee has a narrow remit, focused on the dismissal of staff by reason of redundancy, as its Terms of Reference state that:

> *"The Staffing Committee is established by the Board under Ordinance XXIII to give full and proper consideration to any proposals duly notified to it by or on behalf of the President and Vice Chancellor to dismiss members of staff by reason of redundancy pursuant to Statute XIII Part II."*

60. The other Committee that reviews policy and performance in relation to people issues is the Planning & Resource Committee (PRC), largely through its Human Resources (HR) sub-committee. For example, the report on the Staff Survey is considered by the HR sub-committee rather than the Staffing Committee. As PRC is a key management Committee reporting to the Board through the President, it does not have lay governors in its membership. There are no direct 'touch points' between the work of the Board's Staffing Committee and the work of the PRC HR sub-committee.

61. The Remuneration Committee has a focus on senior staff remuneration but also covers items such as the Pay Audits by Race and Gender. While this is entirely appropriate in the context of remuneration, some of the downstream issues articulated in staffing policies that are likely to impact on pay outcomes are not under the remit of Remuneration Committee or Staffing Committee.

62. As 'people issues' are likely to remain a key issue for the Board to manage – especially considering future challenges around EDI, Pensions and Financial Sustainability – we **suggest** the Board reflects on whether it should widen the remit of Staffing Committee to provide a better focal point for governance issues arising from a wider consideration of staff performance, feedback and wellbeing. We note that, following the pending retirement of the current Director of HR, the University is due to appoint a new Director of People and Organisational Development in late 2021. The refreshed title and remit suggest that they already considered a wider frame of reference for people issues and the Board's consideration in relation to the remit of Staffing Committee should build upon this. **[S5]**

Remuneration Committee

63. The Committee is chaired by a lay governor, which clearly meets the expectations of the HE Senior Staff Remuneration Code specifically Principle (e):

> *"Remuneration Committees, when considering HoI remuneration, must be chaired by a lay governor who is not Chair of the governing body."*

64. We observed one meeting of the Remuneration Committee (21.04.21) and reviewed past Committee papers and Terms of Reference.

65. The meeting was held in two parts to enable the attendance of staff and student representatives for the first agenda item on the President & Vice Chancellor's Performance and Development Review. The representatives also stayed for the

Committee's discussion of the recent Gender Pay Gap Report. The involvement of staff and student representatives in these discussions should be commended and considered good practice and the representatives themselves provided thoughtful and informed comments to the items under discussion. The other agenda items of the second part of the meeting were appropriately considered confidential and were only discussed by members of the Committee.

66. The self-assessment against the Code (referenced in Paragraph 40) indicates full compliance which we would concur with.

Nominations Committee

67. The Nominations Committee includes members from both the Board and the General Assembly. Its primary responsibility is the appointment of lay members to both bodies. Its Terms of Reference and membership are appropriate and compliant with the requirements of 5.3 of the CUC Code 2020. The Committee is chaired by the Chair of the Board of Governors – this is common within the sector.

68. We observed one meeting of the Nominations Committee (17.03.21) and reviewed past Committee papers and Terms of Reference.

69. In executing its responsibilities for the appointment of lay members, our review found evidence of the Committee giving consideration to the skills mix and experience of members, including the diversity of backgrounds. An audit of Board member skills is regularly reviewed for this purpose. See Paragraph 128 for comments on setting targets for diversity.

70. We **suggest** an area for future development is the development of an improved profile for the work that the Nominations Committee does, and transparency over how they discharge their duties regarding recruiting and selecting members who are recommended for appointment. One of the recurring remarks made in discussion groups with staff concerned the low profile of Board members and the perception that members of the Board were all from a corporate background without the right mix of experience and skills to govern a university. This is clearly not the case – with almost half of lay governors of the Board coming from a public or civil sector background. Further commentary on Board engagement is made in the section 'Students, Staff & Stakeholder Engagement'. **[S6].**

71. The Committee demonstrated evidence of consideration of succession planning in the context of members approaching the end of their term of office. The reappointment of the Chair of the Board was considered at the Nominations Committee meeting we observed and there was evidence of appropriate reference to the Statutes, as to be expected, but also reference to feedback from the Board's appraisal of the Chair, which is good practice.

Planning and Resources Committee

72. Planning & Resources Committee (PRC) is not a Board Committee but a 'key management Committee' which reports to the Board through the President and Vice-Chancellor who chairs the Committee. Paragraph 28 above (section on Instruments

of Governance) refers to our recommendation above to clarify the remit of the PRC [R6].

73. PRC has a number of sub-Committees which report directly to it:

- HR sub-Committee;
- Finance and Capital Planning sub-Committee;
- Strategic Change Sub-Committee; and
- International sub-Committee.

74. The Governance structure diagram refers to a number of other Committees and groups that 'report through to PRC'. These include:

- External Relations Strategy Group;
- Information Governance Committee;
- Research Compliance Committee;
- University of Manchester Research Institute;
- University of Manchester Worldwide Board; and
- Health, Safety and Wellbeing Committee.

75. Clearly PRC covers a very large agenda. Its remit is to *"serve as the primary source of advice to (i) the Board and (ii) the President and Vice Chancellor on matters relating to the development and allocation of the resources of the University"*, furthermore it should also *"serve as the primary source of advice to the Board on strategic planning issues"*. The scope of its authority is detailed in the Schedule of Delegation. It is notable that at the University the Senior Leadership Team is advisory, whereas in other institutions the Senior Leadership Team would be a decision-making body, but at Manchester this authority lies with PRC.

76. The Board receives regular written reports on the work of PRC from the President and Vice-Chancellor at every meeting. These reports appear comprehensive. PRC membership includes all members of the Senior Leadership Team with additional Directors of key Professional Services. It also includes a representative of Senate and a student representative.

77. A reasonable question raised in one of the staff discussion groups enquired why there were no members of lay governors included in the membership of PRC. Having reflected on this, we see this structure is designed with intent to clearly separate out a space for managerial discussion and decision-making. Unlike other university governance structures, Manchester is unusual in restricting the Board and Committee membership to only one senior manager – the President and Vice-Chancellor. Other staff members are only in attendance at the Board and Committees. Essentially managerial input to the Board's decision-making goes through PRC. As PRC includes a representative of Senate as well as a student representative, again unusual in the sector and to be commended, we consider that there is appropriate scrutiny and consideration of internal stakeholder interests.

78. It is common in other sectors to have a similar arrangement in terms of management Committees as part of the governance structure. Effective management of complex organisations is essential for strong governance; executive boards or operational

boards are a feature of many healthcare and commercial organisations. The inclusion of lay membership on such committees may blur boundaries and alter the nature of the work and discussion that takes place. Sound leadership, management, and coordination of the work and of the organisation is necessary, and is the remit of the President and Vice-Chancellor and her senior team. Importantly, the work of an effective management committee enables the necessary separation of executive (PRC) and non-executive (Board) responsibilities for performance and assurance. This separation supports the Board's role in seeking assurance and holding those charged with leading the organisation to account for performance.

Audit and Risk Committee

79. We observed one meeting of the Audit and Risk Committee in addition to reviewing past Committee papers, Terms of Reference, and interviewing the Chair of the Committee. We also reviewed the Committee's self-assessment against the HE Audit Code.

80. The meeting we observed was well attended, and members fully participated in discussions with insightful questioning that scrutinised not only management action but also asked context and scale questions, for example referring to timescale, amounts, and external comparisons. Management in attendance responded fully to questions without any defensiveness. This was the first meeting where the President and Vice-Chancellor had not been in attendance. While the Chair of the Committee thought that her attendance had enabled a helpful 'helicopter view' of context, there seemed to be an external view offered to Committee members that they should avoid any risk of 'undue influence' and not have the President and Vice-Chancellor attend. In our experience, it is normal practice for the Vice-Chancellor to attend Audit and Risk Committee meetings both to provide the 'helicopter view' context but also to provide additional assurance that the management response to audit actions is being implemented. However, we also recognise that independence on ARC is key, and this role could be shared with other Senior Staff members. We would **suggest** that if the President and Vice-Chancellor is not attending the Committee then it would be sensible to ensure that the Registrar, Secretary and Chief Operating Officer takes up this role. We understand this practice has now been adopted. **[S7]**

81. The agenda for the meeting was clear and included a short narrative explaining the agenda item. The papers for the meeting were of good quality and well-drafted, albeit sometimes text-heavy and could have been improved with more graphical representation of key points. There was good discussion of the internal audit update from Uniac (the University's internal auditors), with effective contributions from members of the Committee, Uniac and management. We **suggest** that the Committee secretariat consider adding an action tracker to the standard agenda. **[S8]**

82. The Chair managed the meeting well, timing was good, all members were invited to contribute, and he turned to the external auditors for a broader view on one matter. This was the last meeting of the current Chair and the arrangements for the new Chair are currently being put in place by the Nominations Committee in readiness for the next academic year.

Terms of Reference

83. The Terms of Reference for the Committee are quite light. For example, the paragraph on financial reporting states:

> *13. To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the OfS accounts directions.*

84. Manchester has based its Terms of Reference on the CUC Code for Audit committees[13] which ensures compliance. In order to push for best practice, however, we encourage the University to also look outside of the sector. For example, Terms of Reference of Audit Committees using the UK Corporate Governance Code (for a useful example see below[14]) would normally set out the areas the Committee should give focus in relation to financial reporting, including:

- The application of significant accounting policies and any changes to them;
- The methods used to account for significant or unusual transactions where different approaches are possible;
- Whether the company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements;
- The clarity and completeness of disclosures in the financial statements and the context in which statements are made; and
- All material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management.

85. Furthermore, in relation to financial statements, the Terms of Reference could usefully mention the Committee's responsibility to make sure the annual report is fair and balanced.

86. One of the other areas the Terms of Reference could be improved is in relation to "risk". For an Audit & Risk Committee, the Terms of Reference surprisingly do not set out the role of the Committee in relation to risk.

87. As identified by their analysis against the Audit Committee Code of Practice, the Committee Terms of Reference do not mention academic assurance, culture and behaviours or reputation, and these could also be usefully included.

88. We **recommend** that the next review of the Committee's Terms of Reference considers including the points of improvement suggested above. **[R11]**

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[13] https://www.universitychairs.ac.uk/wp-content/uploads/2020/06/CUC-HE-Audit-Committees-Code-of-Practice-doc-FINAL-260520.pdf
[14] https://www.cgi.org.uk/my_cg/download-resources/downloadt?fileId=3319

89. The Chair of the Audit & Risk Committee is aware of the review work ongoing in relation to the Terms of Reference of the Finance Committee. In finalising the Terms of Reference, there needs to be good consultation and dialogue between the Committees.

90. In line with the CUC code, the Audit & Risk Committee and the Finance Committee are kept separate but the CUC code does allow the University to have occasional attendance from Finance Committee members as required at Audit & Risk Committee to enhance coordination and reduce the risk of gaps arising. The gap analysis against the Audit Committee Code of Practice suggests this is possible subject to safeguards, such as not having the same member attending regularly. We **recommend** that this is considered in the context of the current review of the Finance Committee Terms of Reference. We would note that there is already practice of holding joint meetings of the Audit & Risk and Finance Committees – for example for the consideration of Financial Statements – we consider this to be a feature of good practice and in line with the need for Audit & Risk Committee independence outlined in the CUC code. **[R12]**

Public Interest Entity Status

91. The University has taken on Public Interest Entity (PIE) status and the Chair of the Committee was aware of the importance of this in terms of it requiring a higher standard of governance. PIEs are defined as (i) entities whose transferable securities are admitted to trading on a UK-regulated market, or (ii) credit institutions, or (iii) insurance undertakings. The University has bonds that are admitted to trading on the London Stock Exchange and therefore qualifies as a PIE.

92. The newly appointed external auditors PKF Littlejohn have brought in a partner with significant experience of PIEs to support the audit team. We **suggest** that the Committee should make full use of this expertise to ensure that all obligations are met. We have provided an additional note on PIE status at Appendix 7. **[S9]**

Finance Committee

93. We observed one meeting of the Finance Committee, reviewed past Committee papers, Terms of Reference and interviewed the Chair of the Committee.

94. The meeting we observed was well organised, well attended and well Chaired. The participation from members was positive and there was clear evidence of challenge and alternative points of view expressed. The Chair was aware of the need to draw quieter members of the Committee into discussion. The Chair also paid attention to the accessibility of the subject matter, understanding that some aspects could be difficult for those members who did not have a finance background.

95. The papers for the meeting were detailed and very long. One particular issue for this Committee is that many of the Committee's agenda items are on topics that build up over time (e.g., capital projects and change projects) and it is not easy for new members to pick up on the discussion without comprehensive induction. We recommend in the section below on Board papers (Paragraph 107) that more work is done to improve Board papers more generally.

96. We understand that the Chair is working on an annual agenda to assist forward planning; we agree that the Committee would benefit from this. We **suggest** the development of a longer-term plan for specific items which run over a period of time/ For example, for a project aligned to the project plan, identifying at which points reports will be made to the Committee, the plan could indicate when deep dives will be undertaken, as well as what management information and reports will be provided on a regular basis. **[S10]**

97. The Chair was keen to know more about the frequency and length of meetings at other higher education institutions – there is no standard benchmark as the remit of Finance Committees can vary. Our experience would suggest that an average would be between 4-6 meetings per year and of 2-3 hours duration – but frequency and duration of meetings should be driven by business needs. The frequency of meetings has increased during the pandemic and the Committee has shown itself to be responsive to business needs.

Terms of Reference

98. The Committee's Terms of Reference are currently under review. The Chair of the Committee asked for Halpin's view about whether the proposed additions are more appropriately responsibilities of the Audit & Risk Committee. We have provided our view below. However, we would stress that there needs to be discussion and engagement between the Committee Chairs of Audit Committee and Finance Committee (and members) to work out which Committee does what. As recommended [R12] above in Paragraph 90, a joint meeting of both Committee Chairs should be convened to discuss and third-party advice can then be better considered.

99. Item 4b *(maintenance of proper financial accounting records)* seems, appropriately, to be an Audit & Risk Committee matter.

100. Item 4c *(material issues identified by Audit & Risk Committee relating to Finance Committee are addressed by management)* also seems to be an Audit & Risk Committee matter but we would **suggest** that Internal Audit is invited to the Finance Committee when there is work it has undertaken that is directly relevant to the work of the Finance Committee (except if there are no particular concerns raised) **[S11].**

101. Item 4d *(integration and operation of the University's budgeting and operational planning)* seems to straddle the Audit and Risk Committee and the Finance Committee and, on balance, seems to be more appropriately within the expected remit of the Audit & Risk Committee insofar as this focuses on the efficacy of the processes (so the Finance Committee should be aware of issues with the process but more properly concentrate on the development and outcomes of budgeting and operational planning rather the systems that develop the budget and operational plan).

Board papers and use of technology

Board Papers

102. When asked about how they described the papers received from Board meetings most members (90%) reported that they thought Board papers were of good quality. They also responded positively in terms of the timeliness of papers (89%) and the accessibility of papers (83%). The length of papers was identified as a problem, with a majority of members (57%) rating them as 'average' or 'poor'.

103. The Governance Office has developed guidelines for the production of papers for the Board which are clear, constructive, and helpful, and there is also a standard governance Committee template. Our review of Board papers found that the template was generally used but not consistently well used. An example would be the difference in executive summaries – some were a helpful precis of the paper's key issues, highlighting what the governance implications were for the paper proposals, and then clearly identifying what the Board (or Committee) were being asked to do. Other executive summaries were more akin to a contents page and consequently did not add any real value. We also saw some examples of papers that had been produced for other university Committees or management purposes and had not been adapted to suit the needs of the Board.

104. The Governance Office shared with the Halpin team its own review of the length of Board paper packs covering the period 2018-21. This demonstrated that the length of Board packs had not noticeably increased over the period but that there were times of the year – notably the autumn meetings – where the Board packs were twice the length of the average. This is understandable given that the November meeting will always be a heavy meeting in terms of annual reporting information that requires Board approval prior to external submission. The key is to set expectations and to ensure that there is good use of executive summaries and appendices.

105. Good practice from elsewhere in the sector that would add to the guidance provided by the Governance Office could include adding word counts and expected reading time to the cover page and starring appendices to papers, thus focusing both the author's and the reader's attention on the short paper.

106. A principal matter for concern that needs to be addressed is why paper authors are not adhering to the guidelines provided and why executive sponsors of papers are not providing a check on the papers before they reach Board. It may be issues of capability or capacity or both. We doubt that it is wilful ignorance. Therefore, we **recommend** as a developmental activity, establishing a small group of lay members, possibly Committee Chairs, and executive members to work together on exemplar models of the type of papers they want to see. **[R13]**

107. Areas are **suggested** below as being the future focus for improvement of the papers. **[S12]** These are:

   I.   Ensuring that the executive summaries are really executive summaries. There were many good examples, however, there was some evidence of papers where the summaries were a few short

sentences or simply listing contents. These examples were not seen as being particularly helpful to members. The importance of clearly expressing the strategic context of the issues raised in the paper and the governance implications was stressed by several members. Work on executive summaries would aid this, as would further use of appendices.

II. Mapping the route of the proposal's development and identifying which other Committees or forums have reviewed or had input to the proposals. Then being very precise about what Board is being asked to Approve in papers by posing specific questions of Board. "Does the Board agree that…….?"

III. For reports to the Board from the sub-committees, there are summary reports sponsored by the Committee Chairs (rather than just providing the Board with the minutes of the meeting). This is good practice. However, the reports are of varying quality and we would highlight the need for consistency, and to model your own existing best practice. For example, the Finance Committee report to the May 19th Board meeting is a very good summary report – which includes an overview from the Chair.

Use of Technology

108. The University uses the Diligent platform for the provision of Board and Committee papers and background information. The platform is widely used within the sector. It is geared towards enabling the reader to use the information in an online format, whereas some platforms are more geared towards a repository approach which still enables readers to download papers. Some members did comment that they did not like the online reading format and instead relied on downloading a pdf version of the papers. There are reading rooms which appear well-stocked with background information.

109. We have not had access to the platform's user analytics but would advise that the Governance Office regularly reviews these to ensure there are no blind spots on usage, and that it also regularly solicits feedback on the user experience. One issue raised by a few members was the signposting of information – they did not always know exactly what was available and sometimes found the multiple folders confusing to navigate. Like any library system, the reader will need to enter a well-organised and signposted space where extraneous and 'outdated' materials are pushed into the 'stock room'.

110. During the last 18 months meetings have been held online using the Zoom platform. Most members felt that the remote meetings had worked well but that they would not want to lose the opportunity for face-to-face meetings some of the time. In the future 75% of members said that they would prefer a hybrid model approach to meetings.

111. When asked what other technological or software developments would support member engagement, some members suggested that live streaming of events such as staff meetings and ceremonial events should be continued.

112. Minutes of Board meetings are published on the University's website in addition to the minutes of all Board Committees except the Remuneration Committee (which instead publishes an annual report). This is good practice in addition to being an OfS requirement but is surprisingly often not done in the HE sector.

113. We have added a general guidance note on holding online meetings at Appendix 8.

Section Summary

R8	That there is a refreshed focus on the areas listed to improve the culture of governance.
R9	In order to comply with the CUC Code 2020, the University formally completes its consideration of whether the accountabilities of a Senior Independent Governor are required. In doing so, the Board should consider these accountabilities alongside the expected role of the Deputy Chair of the Board of Governors.
R10	If recommendation R7 is not accepted, then, consistent with the "apply or explain" basis of the Code, the University needs to justify in its next, and subsequent publications of its Annual Financial Statements this non-application of the Code
R11	The next review of the Audit and Risk Committee's Terms of Reference considers including the points of improvement suggested.
R12	Consider how best to ensure coordination between Audit & Risk Committee and the Finance Committee and reduce the risk of gaps arising without compromising ARC independence.
R13	As a developmental activity, establish a small group of lay members, possibly Committee Chairs, and executive members to work together on exemplar models of the type of papers they want to see.

S1	There are two areas that were identified for improvement in the self-assessment: (i) they will consider more regular private sessions with the auditors (currently an annual event) and (ii) they should undertake effectiveness reviews (self-assessments) of internal audit and external audit and establish KPIs.
S2	There should be a standing item on the agenda of every Audit and Risk Committee meeting even if it is to show a nil return on disclosures.
S3	That the Code of Conduct for Board members is reviewed by Nominations Committee to assure itself, and the Board, that it is adequate to cover all eventualities and is therefore fully compliant with the 2020 Code
S4	While the circumstances requiring consideration of a removal of a Board member are rare, when it does occur the matter requires swift, consistent, and transparent application of procedure.

S5	The Board reflects on whether it should widen the remit of Staffing Committee to provide a better focal point for governance issues arising from a wider consideration of staff performance, feedback and wellbeing.
S6	An area for future development is the development of an improved profile for the work that the Nominations Committee does and transparency over how they discharge their duties regarding recruiting and selecting members.
S7	Revisit the issue of President and Vice-Chancellor attending Audit and Risk Committee. If not attending then you should continue to ensure that the Registrar, Secretary and Chief Operating Officer takes up this role.
S8	That the Audit and Risk Committee secretariat considers adding an action tracker to the standard agenda
S9	The Audit and Risk Committee should make full use of the expertise of the member with significant experience of PIEs, ensuring that all obligations are met.
S10	The development of a longer-term plan for specific items which run over a period of time, e.g., for a project, aligned to the project plan, identifying at which points reports will be made to the Finance Committee,
S11	Internal Audit is invited to the Finance Committee when there is work it has undertaken that is directly relevant to the work of the Finance Committee (except if there are no particular concerns raised)
S12	Consideration is given to our suggestions for the future focus for improvement of Board papers.

Student, Staff and Stakeholder Engagement

External Stakeholders

114. From the survey of Board members, 69% felt that external stakeholder voices were limited or not heard at all. From interviews, there was no great sense of ownership from the Board on external stakeholder engagement. This surprised the Halpin team as the University has an external reputation for being very strong on civic engagement. For example, the biannual survey of stakeholder views is undertaken and reported to the Board, and also it has recently commissioned a survey of public opinion on the University which will also be reported to the Board.

115. The General Assembly is the key forum for external stakeholder engagement, and we noted that it was in the process of refreshing the membership. Two lay members of the Board are now able to attend the General Assembly. Prior to reforming the membership of the General Assembly, all Board members were automatically members, but attendance was sporadic. The format and frequency (twice a year) of its meetings will be retained, but there is an intention to support further engagement with General Assembly members outside of formal meetings. The Board member survey found that only 21% felt that the General Assembly was currently an effective forum for stakeholders to express their views.

116. The CUC Code 2020 states: *"Governing bodies will need to consider how they engage stakeholders in decision making and how they publish information and report performance to stakeholders."* The University's self-assessment against the Code refers to the General Assembly acting as a two-way channel of communication through which the University presents its achievements to its broader constituencies and receives feedback and advice on matters relating to University business. This provides clarity on the key process for engagement with external stakeholders but as the reconstituted General Assembly is formed and begins to meet, the Board will want to test the impact of the Assembly in terms of informing the Board's decision-making.

117. We **recommend** that a Board-level stakeholder engagement strategy is developed which articulates what the Board is trying to achieve through its stakeholder engagement, how the Board will take account of stakeholder views, how it will use the General Assembly and how it manages engagement with its key internal stakeholders, namely staff and students. We understand that a new university communications engagement strategy is in development and **recommend** that there is parallel work initiated to develop a bespoke Board-level Stakeholder Engagement Strategy. **[R14; R15]**

Internal stakeholders - Staff and Students

118. There are 7 staff representatives on the Board – 6 Senate members and 1 member of Professional Services staff. The proportion of staff members compared to the selected benchmark group shows that the University is in the median range.

119. From the survey of Board members, 63% felt that the extent to which staff voices were considered in governance was limited to the staff represented on the Board, and only 38% of Board members regularly engaged with staff outside of the Board. Many members, especially lay governors, commented that they would welcome the opportunity for more regular open meetings with staff to complement the input of the staff members on the Board.

120. From our discussion groups and the survey of staff views, we found that there was a perception that there was not enough Board engagement with staff and students that is 'open and free of management control'. Some suggested it would be good to have more open meetings between Board and staff and students.

121. At the moment there is limited regular two-way communication between the Board and the staff and students. It is mostly one way currently, through publication of the unreserved minutes supplemented with a reference to key decisions which are reported in the President and Vice-Chancellor's weekly email to all staff.

122. There are two student representatives on the Board – this number was increased as a recommendation in the last Governance Effectiveness Review. The student members of the Board are articulate, committed, and contribute very well to the meetings which we observed. In the survey of Board members, there was a more positive view of engagement with students beyond the two student reps on the Board, with 56% of Board members regularly engaging with students outside of the Board.

123. To further support effective consideration of the student voice through engagement with students across all campuses and online, we make the following **recommendations**: **[R16]**

    I. The Board student voice report from the Gen Sec should be a standing agenda item dedicated to the SU student representative and the contents of the report should be up to the discretion of the officer.
    II. At Board there are annual reports of student experience produced by the SU (from the SU CEO and SU Gen Sec). In return, a member of the executive and a governor should give a presentation at the SU Board on the university strategy.
    III. Ensure the chair of Committees always seek out views from student members present to encourage their participation.

124. To address the engagement points above in relation to staff and students we suggest that the Board considers more open meetings with both staff and students. We understand that the practice is now to engage the wider student body once per year, which the Students' Union has helped to facilitate. The intention has been to do the same for staff. This might serve as a good model to build upon. We have included some **suggestions** below to consider improving the transparency and communications related to governance throughout the university. **[S13]**

    I. In-person visits to campus are reinstated and there is an 'active' invite, as soon as it becomes practicable to do so.

II.   Organise informal "coffee and chat" sessions between board members and staff and another with board members and students. These could be a hybrid model, in-person and online, meeting at the campus on a termly basis.
III. Introduce an annual 'Meet the Board' town hall-style event. These are used frequently in corporate settings. With the move to online events, large numbers of employees have the chance to attend, and the event can be recorded.
IV.   Be clearer on how to communicate to your stakeholders (especially students) on decisions that are made at Board.
V.   At the end of each board meeting, the board members should decide on 3 important pieces of information to share via social media and in staff and student newsletters.
VI.   A member of the Board could be invited to write a termly blog on governance activities.

Section Summary

R14	A Board-level stakeholder engagement strategy is developed which articulates what the Board is trying to achieve through its stakeholder engagement, how the Board will take account of stakeholder views, how it will use the General Assembly and how it manages engagement with its key internal stakeholders, namely staff and students.
R15	We understand that a new university communications engagement strategy is in development and recommend that there is parallel work initiated to develop a bespoke Board-level Stakeholder Engagement Strategy.
R16	Further support effective consideration of the student voice through engagement with students across all campuses and online.

S13	Consideration is given to our suggestions for improving the transparency and communications related to governance throughout the university

Equality, Diversity and Inclusion

125. Equality, Diversity and Inclusion (EDI) is viewed as an important issue at the University and there seems to be a relatively good awareness of EDI issues at Board level. From our survey of Board members, 79% felt the Board gave sufficient attention to EDI issues. Over the past year, there have been presentations, reports, and discussions through which members are able to contribute to the development of the EDI ambitions of the University. The recommendations and suggestions we have made below are based on our desk review of Board and Committee papers and procedures, as they relate to EDI issues as well as the Annual Diversity and Equality report and the EDI Strategy and Action Plan.

126. An overarching observation from our review would be that policies, procedures and plans are in place and there is good awareness of where there are rightly issues of concern. Members have expressed some level of frustration at progress made. There are high hopes that the appointment of a new Director of EDI, and internal restructuring to create a separate EDI Directorate, will significantly aid the pace of progress, allowing for clear targets to be set, actions implemented and progress monitored by the Board.

Member Selection/Recruitment

127. We know that the Board has a stated ambition to increase the diversity of its members to ensure it better reflects the diversity of stakeholders, society and the skills required.

128. A majority (67%) of Board members felt that the Board membership was a fair representation of the communities it served, but only to a limited extent. The audit of Board members' skills demonstrates that the University considers diversity in relation to protected characteristics. We endorse the self-assessment and analysis of under-representation, and **recommend** that future recruitment practice prioritises targets for specific characteristics for disability, gender and ethnicity. Setting targets means that the University will become increasingly aware of what success looks like. When reporting ethnicity statistics, the collective term BAME is used, and we **suggest** the Board should reduce the use of the acronym and have more granular targets for Black, Asian and other ethnic minorities in recruitment. **[R17; S14]**

129. See Appendix 6 for our guidance note on building more diverse boards.

Equality, diversity and inclusion (EDI) awareness

130. To better demonstrate the Board's leadership on EDI to the wider University community, we **recommend** that the University's EDI action plan should include what the responsibility of the Board is and have a set of KPIs so it can monitor EDI performance and hold the senior leadership to account more effectively. The Board EDI Advisory Group has been established as a task group which offers support and advice to the Executive leads. This is valued by all members, but it has a feel of impermanence, and we would further **recommend** the Board considers whether EDI should be assigned as a portfolio of responsibility for a lay member. **[R18; R19].**

131. To further support the Board's leadership role in relation to EDI we would make the following **suggestions**: **[S15]**

    - When appointing someone to Committee Chair positions, EDI considerations (in terms of protected characteristics) should be considered as well as skills to ensure that Board leadership is a diverse group.
    - The dynamics of the Board and relationships work well as evidenced by feedback and evaluation of the Chair. As a point of good practice, we would further advise ensuring that when Board member views are heard, the Chair should make sure all voices are heard in the meeting (see Paragraph 169 for our recommendation on speaker protocol).
    - The Board EDI Advisory Group should provide updates to the Board, so all governors are aware of progress made.
    - When EDI discussions are had at the Board, it should be ensured there is follow-up at Board meetings, so all governors are aware of progress made.

132. Once you recruit your members it is important that you ensure you retain them and that they feel comfortable within the group dynamic. In any sector, there may be a time when there is a problem at Board level, particularly in relation to how minority groups may be treated. At the moment we note that there is no specific procedure for EDI complaints, but in practice this would either be through the Registrar, Secretary and Chief Operating Officer, or the Deputy Secretary. We **recommend** that there is a robust complaint-reporting mechanism developed for complaints relating to EDI (and indeed complaints in general) for governors to use. This mechanism should ensure there is access to support for the person who has expressed the problem, if they need it. Handling this process could form part of the remit of a future Senior Independent Governor. There should be a culture of encouraging Board members to give regular feedback so that report mechanisms only need to be used as a last resort. The opportunity to do this needs to be continuous, rather than waiting for a formal feedback mechanism. This process should be considered for other Board Committees and Senate too. A statement at the end of key meetings encouraging members to feedback on how the meeting has gone can be helpful. Some Boards also have a closed session at the end of key meetings with selected members. **[R20]**

133. As remote meetings are likely to continue to some extent, it is important for the Governance Office to be aware of digital poverty and exclusion issues when planning future meetings. Some people may not have home offices or strong Wi-Fi connections, and some may struggle with having long screen time. It is **suggested** that when planning what Board meetings should look like in the future, the difference in digital engagement should be considered. **[S16]**

Induction processes

134. Only 22% of Board members reported that they had received EDI training as part of their induction. We did not find any EDI resources available to members as part of ongoing support and development. We believe that equipping governors with the tools and ongoing support will help drive the EDI mission at Manchester. We **recommend** that EDI training is provided for Board members, which considers areas including active bystander, allyship and anti-racism. Further EDI support/resources could be signposted in the Governors' Handbook. **[R21]**

Section Summary

R17	Future recruitment practice prioritises targets for specific characteristics for disability, gender and ethnicity.
R18	The University EDI action plan should include what the responsibility of the Board is and have a set of KPIs so they can monitor EDI performance and hold the senior leadership to account more effectively.
R19	The Board considers whether EDI should be assigned as a portfolio of responsibility for a lay member.
R20	That there is a robust complaint reporting mechanism developed for governors to use.
R21	EDI training is provided for Board members, which considers areas including active bystander, allyship and anti-racism.

S14	The Board should reduce the use of the acronym 'BAME' and have more granular targets for Black, Asian and other ethnic minorities in recruitment.
S15	Consideration is given to our suggestions to support the Board's leadership role in relation to EDI.
S16	When planning what Board meetings should look like in the future, the difference in digital engagement should be considered.

Strategy, Performance and Risk

Strategy

135. The CUC Code 2020 states that the Board must be engaged in development of the institution's strategy and formally approve or endorse the strategic plan in accordance with its constitution and the expectations of stakeholders, including students and staff.

136. The Code recognises that the Board will need assurance and that the strategic plan is supported by detailed plans or sub-strategies which ensure the required financial, physical, human and information resources are in place to achieve strategic intent.

137. Manchester reflects this in the Board's statement of primary responsibilities (Ordinance XXX) to:

> "A*pprove and keep under regular review the mission and strategic direction of the University. As a consequence, to determine, review and approve short, medium and long-term strategic objectives, ensuring that these meet the interests of stakeholders"*.

These go on to require the Board to:

> *"Establish a process to monitor and evaluate the performance and effectiveness of the University in achieving strategic objectives within operational limits (and where appropriate in consultation with Senate) using approved key performance indicators benchmarked against other comparable institutions"*.

138. The Board approved a new University strategy, 'Our Future', during 2019-20 and it was clear from interviews with Board members that they felt they had been consulted and had 'extensive input' to the refresh of the strategy. More generally, in the survey of Board views, members expressed confidence in their ability to contribute to discussions on strategy, with 82% reporting they felt appropriately involved in the development of strategy. Compared to other similar survey work we have done recently with Boards, this is a particularly high score.

139. Given the changes over the last 18 months, many universities are reviewing their current strategies. Indeed there is an upcoming Strategy Day for the Board at Manchester which we commend. The University has embarked on a *Foresight* exercise using its own academic expertise. The report will be shared with Board and there is currently a staff consultation on the first report outcomes. The report highlights 6 areas: Future of Teaching & Learning; Future of Work; Research and Funding Model; Consequences for Estate; Changed Relationship with Local Community (Levelling up); Size and Shape of University. The report asserted that the University would need to be agile and flexible to cope with future challenges. We consider this to be good practice.

Performance

140. In relation to oversight of university performance, again Board members reported very positively – 95% said they had sufficient oversight 'always or mostly', and that they had sufficient information in order to make informed decisions. Most members also felt that the Board made good use of benchmarking data and were generally confident about their own knowledge of the wider higher education sector including market trends and government policy.

141. Many Board members referred to the quality of the two-day Accountability Conference, held online this year. While we did not observe these meetings, we had access to the papers and could see the depth and breadth of strategic discussion that took place. In addition, many members told us about the 'pairing' arrangements between lay governors and staff that took place at the conference. This pairing enables a particularly deep and focused look at the topic discussed. This appeared to make exceptionally good use of the contrasting knowledge and skill base of lay governors and staff members. Both the conference and the pairing arrangements struck us as very good practice and not something that happens routinely across the sector - and as such should be commended.

Risk

142. The University's Risk Register has recently been revamped and a special meeting of the Audit and Risk Committee was convened to focus on this. The Chair of the Audit and Risk Committee believed that the changes would make the register more impactful. The Board regularly reviews the Risk Register.

143. Best practice indicates that Boards should "determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives."

144. Therefore, once key risks are agreed upon, good practice is for "deep dives" to be undertaken and for the Board to ask, "How might these risks be interrelated?" (see Table 3 below). We commend the practice of the Audit and Risk Committee, and the Board itself, undertaking "deep dives" into specific areas and for building this into agendas for future meetings.

Table 3: Typical Questions for a Risk "Deep Dive"

1. What level of risk are we prepared to take?
2. Is the risk fully understood?
Are all root causes and consequences clear?
Are any significant risks missing?
3. Is the risk is being properly managed?
Are there clear risk owners so that responsibility for managing risk is clear?
Are controls and mitigating actions clear?

Who assures the controls and how often?
What are the assurance findings?
4. What incidents have occurred?
What has been learnt from incidents and put in place to prevent reoccurrence?
5. Is the current risk level too high?
6. Are we taking enough risk if we are well within appetite?
7. What plans do we have to reduce the risk level?
Are they on plan and reducing the level of risk?
When will the residual risk level be achieved?
8. Are we prepared if the risk were to happen?

145.   While we believe that risk is currently well managed by the Board, as stated in the Audit and Risk Committee section (Paragraph 144), we **suggest** the Audit & Risk Committee's Terms of Reference should be expanded to contain a more explicit reference to the role of the Committee in relation to risk. **[S17]**

Section Summary

S17	The Audit & Risk Committee's Terms of Reference should be expanded to contain a more explicit reference to the role of the Committee in relation to risk.

Governor Induction and Training

146. Board induction was described as good or excellent by 75% of Board members. However, members were less positive about Committee induction: over 50% of Board members either didn't receive an induction to the Committee they had joined, or they could not remember it. We **suggest** that the Governance Office ensures that all members receive an induction when they join a Board Committee, supported by an offer of annual refresher training. **[S18]**

147. Some members mentioned that they had been assigned a mentor when they joined the Board. We understand that mentoring of new Board members has now been adopted, but are not clear whether this is a fully worked-up Board mentor scheme. We are encouraged to see this practice and would **suggest** that mentoring is a good practice tool to offer Board members. This is particularly the case for student members of the Board or those who have not had prior governance experience. **[S19]**

148. Over half of the Board members had spent between 1-3 days on training or briefing sessions in the past 12 months, while a quarter of the Board had spent more than 7 days on training/briefing.

149. 87% of Board members reported that they had a conversation with the Chair of the Board about their development at least annually and 75% of Board members said they felt able to provide or receive feedback on performance. There is a Board appraisal system in place for members and the Chair of the Board. The Chair of the Board conducts reviews with members, and the Deputy Chair of the Board conducts the review with the Chair and Board members feed into this.

150. When asked how regularly they were briefed on their legal obligations, only 19% of members reported that they had been briefed annually. 67% of members reported that they were only briefed in relation to specific agenda items and 13% said they had not been briefed since their induction. We **suggest** that there is a briefing on members' general legal obligations at least annually, as well as a reminder of any legal obligations in relation to specific agenda items. **[S20]**

151. There is a Governors' Handbook available on Diligent which contains some useful information including meeting dates, Board membership and contact details, Board Committee Terms of Reference and membership, the Board Statement of Primary Responsibilities, and the policy on conflicts of interest. We would suggest that while this handbook is good and the basics are well covered, this could be an area for further development, and we would draw attention to other examples[15] within the

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[15] https://www.brookes.ac.uk/about-brookes/structure-and-governance/board-of-governors/governors-handbook/ and https://www.solent.ac.uk/about/our-policies-and-legal-information/public-information/governors-handbook

sector which are more extensive. The Glasgow Caledonian Governors' Handbook[16] is particularly good in providing a range of information about different areas of University business – for example, Finance, Student Affairs, the Estate, Equality and Diversity, Health and Safety – and the role of governance within that context. The other feature of good practice in relation to other handbooks is the signposting to sources of external information about the sector generally, for example policy networks, and HE governance specifically.

152.   Some Board members said that they had been invited to visit different parts of the University following induction, and that this had been a valuable and insightful experience. They stressed how generous people had been with their time on those visits and how the visits were encouraged and facilitated. There seems to be an open invitation for Board members to visit different parts of the University, which is great, the only reservation being that open invites can become passive, and people sometimes forget or may need reminding or prompting.

153.   Most members, almost 80%, come to the Board with prior governance experience, and this is particularly the case for the lay governors. This means that their general governance skills and knowledge is high, and our observations of the Board and Committee meetings very much supported this where we routinely saw high quality, skilful chairing and considered contributions from members. In terms of their assessment of their own sector-related knowledge 87% described their knowledge of the CUC Code 2020 as excellent or good, 75% described their knowledge of the OfS guidance as excellent or good, 82% described their knowledge of the University's Instruments of Governance as excellent or good. Overall, 94% of members felt very or reasonably confident in their knowledge and understanding of the University.

154.   A review of the Board members' Skills Audit was last conducted in Autumn 2020 and the audit outcomes were reviewed in the context of the high-level priorities they had previously agreed to focus on. These priorities included ensuring diversity of Board membership (gender and ethnicity); having half the lay membership based in the region; ensuring lay members were able to make sufficient time for Committee attendance. In considering the skills mix needed for the Board to effectively discharge its responsibilities, it was clear from the papers produced for the review that there was a good breakdown of the skills needed for individual Committees, as well as members with experience and backgrounds that would ensure a balanced Board to meet future challenges. We would commend the analysis and reporting in relation to the Skills Audit and would highlight this as a feature of best practice.

155.   The induction and ongoing support for student representatives could be improved and we offer some **suggestions** below: **[S21]**

   - As part of the induction, new members should have a session about the Students' Union and learning how to work with student representatives and get the most out of them. Student representatives are equals on the Board; their contributions will be different because of the unique experiences they

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[16] https://www.gcu.ac.uk/media/gcalwebv2/theuniversity/centresprojects/chairofcourt/Governors-Handbook.pdf

have compared to the lay members. They are there day to day, so their insights might appear 'operational' at times. It's up to Board to help support their contributions so they can be embedded in a strategic way.

- There should be a follow-up meeting with all new student representatives on the Board after their first Board meeting to see if there need any additional areas for support. This should also be done at Committee level.
- Give support to student representatives sitting on the Board and Senate on how to write papers.

Table 4: Good Practice in Board Induction and Training

1	Pre-meeting between the new Board member and the Governance Officer to go over papers and prepare questions to ask at the Board or see if anything needs clarifying prior to the Board meeting.
2	Identifying a mentor from the Board with whom they can immediately build a strong relationship with and seek advice and guidance from.
3	A briefing on the Board business calendar so that they are able to better plan and organise how they can gather student views to feed into Board discussions.
4	An introductory meeting with the Chair to talk about the vision and strategy for the Board.
5	An early opportunity for new Board members to meet students and their representatives.
6	New members of Board committees should receive an induction that is specific to the remit of that committee and their individual role.
7	New members should have a follow-up meeting after their first Board meeting to identify areas for further support.
8	The introduction of a Board 'mentor' or 'buddy' system. This is particularly supportive for the student representative members of the Board and who have usually had no prior governance experience.
9	EDI training to enable the Board to feel more comfortable talking about EDI matters, to learn about the lived experience of others with different characteristics and to enable them to provide constructive challenge to the Executive on these matters.

Section Summary

S18	That the Governance Office ensures that all members receive an induction when they join a Board Committee, supported by an offer of annual refresher training.
S19	Consider mentoring as a good practice tool to offer Board members. This is particularly the case for student representatives.

S20	That there is a briefing on members' general legal obligations at least annually as well as a reminder of any legal obligations in relation to specific agenda items.
S21	Induction and ongoing support for student representatives could be improved.

Review of Senate

156. Based on the observations of Senate meetings and the interviews and focus group sessions undertaken with staff, Senate's role is in urgent need of clarification. To quote from interviews and the survey, "Senate seems to have lost its way". The culture is perceived by many as "confrontational" and most staff are not aware of what Senate's role is. At such a large university it is crucial to ensure that staff and students feel that they are heard. This is a big job as the issues around Senate are both complex and long term.

157. In the light of this, our key recommendations for Senate are for a reset of Senate. The reset will clarify the role of Senate and change the culture. There is widespread acknowledgement that Senate ought to be at the heart of academic governance while building a sense of common purpose and community at department/subject level, as this can easily be lost within very large Schools. It is worth noting that some university Boards are setting up their own academic assurance committees - in our opinion this would lessen the academic voice of Senate.

158. To deliver both the clarification of Senate's role and improve the group dynamic we propose a series of changes.

159. At the outset we need to recognise the relationship between the Board, Senate and the President and Vice-Chancellor (frequently referred to as the three legs of the governance stool). The Board is the ultimate authority of the University. Senate is the key forum for providing academic assurance to the Board and overseeing academic quality and standards. The President and Vice-Chancellor is the Chief Executive Officer (and as such the Accountable Officer reporting to the Office for Students) as well as the Principal Academic Officer of the University.

160. The academic governance principle set out in the Office for Students Regulatory Framework refers to the governing body receiving assurance that academic governance is effective "through explicit protocols with the senate/academic board (or equivalent)". We would **recommend** that the Board should agree a specific protocol document with Senate which sets out what is meant by academic assurance (for example, including management of the quality of the student learning experience, teaching quality assurance, academic awards) from the Board's perspective and the various means of achieving that assurance, for clarity. **[R22]**

161. There is a poor understanding of the various roles of Senate and the Board. We **recommend** that relationships between the Board and Senate could be strengthened by joint meetings between Board and the Senate, once a year, to discuss strategic topics or challenges for the year ahead and to share the forward business agenda of both committees. Largely, this meeting would be an opportunity to build better relationships and understanding of roles between respective members. Members of the Board sometimes attend Senate, but we **suggest** there is a more consistent arrangement with a Board member observing every Senate meeting. **[R23, S22]**

162. Given the key role of Senate in academic assurance, there must be clarity around this decision-making. Currently the role of academic assurance resides within

portfolio holders (for example, Teaching and Learning, Research etc.), and the portfolio holders, or Groups set up to support these, prepare a written report for the Senate. The degree of scrutiny of academic quality and standards via such routes or indeed its own role within that process is not always clear to Senate.

163. While members of Senate felt they understood the broad remit of the Senate, they did not understand the process for academic assurance: *"It isn't clear how Senate has any oversight of academic assurance"*, "*No sub-committees of Senate – e.g., the TLS Group is not a Senate Committee*". We **recommend** making this much more explicit by establishing a small number of formal sub-Committees of Senate that are tasked to undertake the detailed scrutiny of academic quality and standards. These sub-committees (such as one covering Education and one covering Research) can then make recommendations to Senate based upon their detailed scrutiny for Senate to consider. This would allow Senate to fulfil its function of providing second-line assurance – second-line assurance is provided by a body that is part of an institution, but not directly responsible for the activity (first-line assurance is the responsibility of the Executive). If Senate is satisfied with what it receives from its subcommittees, then it can in turn give assurance to the Executive on these matters. This process (along with internal and external audit) then provides assurance to the Board. From our benchmarking exercise against comparable institutions the University is the only one to not have Senate sub-committees, and indeed is the only University in the Russell Group not to have some form of Senate Subcommittees. We know that there is a suggestion that Manchester could use the current Teaching and Research Strategy Groups for assurance by having them report into PRC. How Manchester adopts this recommendation will be up to the organisation, but we would encourage you to ensure that whatever the structure is, it allows Senate to provide clear second-line assurance. Other universities have recognised that the best way to do that is through Senate sub-committees. **[R24]**

164. We appreciate that there will be extra work initially to establish these sub-committees, and that there might be reluctance to create further committees. Ultimately, however, these groups save considerable time in various ways, not least by providing a space for in depth analysis which is then summarised for Senate. This might alleviate some concern about the workload in establishing a sub-committee structure. We also **recommend** Manchester achieves strong governance of these sub-committees by developing Codes of Practice for academic governance using good practice, for example, that of the University of Surrey[17]. **[R25]**

165. The Faculty Deans sit on the Senate as full members, whereas the Heads of Schools are in attendance. The benchmarking we have done shows that most other universities include Heads of School in their Senate membership. Often this is seen as essential to improve the chain of accountability. It would strengthen the link between Senate and the School Boards to formally bring the Heads of Schools onto the Senate. We **recommend** that Heads of School are added to the full membership of the Senate. We understand that this may require amendment to the Statute. This would give a much greater voice to the Schools and School Boards. Currently the reporting *from* Senate *back* to the School Boards is patchy. We **recommend** that this

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[17] https://www.surrey.ac.uk/sites/default/files/2021-02/code-practice-academic-governance.pdf

is formalised and that the regularity, content and format of reporting is agreed, so that there is a formal reporting relationship between Senate, School Boards and Faculty Committees. **[R26, R27].**

166. Also, regarding the School Boards, we **recommend** the Professional Services staff within the Schools should be members of School Boards too and have a voice, alongside the academics. This will clearly show the partnership working between the academic and Professional Services staff within the Schools. Benchmarking data shows that the University is in line with its comparator universities in scale and we make no recommendation to reduce the size of Senate at this point. In terms of the composition for Senate, Manchester is at the higher end of its comparator group for the proportion of elected membership. Both size and scale could be considered after the above recommendations have bedded in. **[R28]**

167. This issue regarding a lack of diversity of voices at Senate was raised many times by many people during the surveys, discussion groups and interviews. Some people also felt that the environment for open debate had become *"unnecessarily confrontational"* and they felt reluctant to participate. Discussions during Senate appear to be largely from a small group of people and online meetings seem to have exacerbated this. Mechanisms to bring in many more voices, and opinions, would greatly strengthen decision-making.

168. The role of the Chair is clearly critical in managing the group dynamic, ensuring diversity of voices and providing boundaries for discussion of topics to ensure Senate remains on-task in relation to its academic assurance remit. In our observations of Senate, we could see that the President and Vice-Chancellor's chairing role was somewhat challenged. We **recommend** the Chair of Senate adopts a more facilitative approach to help focus the group and assist in steering the group back to the agenda if the discussion begins to wander. Asking questions and paraphrasing conclusions to seek common understanding and bringing participants back to the topic at hand might assist the group if discussion is moving off-topic. At times the Chair was being drawn into too much of a managerial role attempting to respond to questions, some of which could be directed towards other members of the Senior Leadership Team and in particular the Vice-Presidents that hold academic portfolios. **[R29]**

169. We **recommend** that the reset of Senate is supported by the development of a Code of Conduct to cover expected standards of behaviours of members, protocols for speaking or asking questions during Senate, etc. Such a code would be directed to much greater self-regulation of members' behaviour at meetings so that others who are intimidated from asking questions are enabled to feel more confident in doing so. This should also enable the Chair to facilitate and manage a healthy group dynamic and would reflect good practice we have seen elsewhere. For example, the University of Sheffield has Standing Orders for its Senate that include protocols for the conduct of meetings and decision making[18]. One suggestion made during the discussion groups was for the use of confidential voting *during* Senate meetings and

[18] University of Sheffield, Senate Standing Orders

this has been discussed at recent Senate meetings – this could be included in the Code of Conduct. **[R30]**

170. We **recommend** that student representatives on Senate are offered more active support. This could be achieved by assigning a mentor and providing policy development support through either the Governance Office or through the staff members in the SU. Student officers could be offered professional coaching to support their development and allow them a space to reflect and deal with the inevitable pressures that come with these roles. As referenced in the Section on Governor Induction and Training (Paragraph 147), student representatives need more specific and in-depth training at the start of their office and access to wellbeing support throughout their term of office. **[R31]**

171. New members of Senate receive some induction, but we **recommend** that there is a more comprehensive induction programme to ensure members, regardless of their length of service, take part. This might be through an annual refresher for all members on the role, remit, and the forward agenda for the year ahead. One issue that should be picked up on is ensuring there is training for members of the Board and Senate on how to work with student officers and representatives to maximise their best contribution and be more sensitive to the context in which they do their representative work. **[R32]**

172. Equality, diversity and inclusion is not thought to be reflected as needed or expected in either Senate leadership positions or in discussions, and many felt there was no visible action. With the new Director of EDI soon to join, we **suggest** that consideration is given to the development of an EDI Academic Action Plan that Senate 'owns' and monitors the successful implementation of. **[S23]**

173. The business of Senate would benefit from having a clear and effective agenda and a forward plan, with a focus on items for Senate discussion and decision, with fewer papers which are for 'noting'. The agenda needs to allow for much greater discussion of *draft* policy and getting input from Senate for this. For the papers where a Senate decision is required, we **recommend** using executive summaries with clear recommendations of what is required of Senate; a timed agenda would help too with this. Streamlining Senate paperwork is key, with fewer reports, and more time for discussion, which would also increase the diversity of voices for Senate. **[R33]**

174. Senate meetings are very short (2 hours scheduled), and many spoke of feeling rushed with some questions not answered, and how this put additional pressure on discussions; "*There is not enough time to discuss academic assurance. This is concerning*". We **recommend** longer Senate meetings with timed agendas that enable both the presentation and full discussion of agenda items. There is value in keeping the strategic briefing session before Senate (which is currently one hour long), to set the tone for more strategic policy discussion. **[R34]**

175. There are issues with the workload expected for members of Senate (and other University Committees). We **suggest** allocating time within the workload model would show that Senate (and Governance more broadly) was properly valued. A comment from one of the discussion groups illustrates this: "*If they could show that Senate is useful then more people would want to be on Senate*". This may also work

to attract a broader range of staff to seek or accept nomination onto Senate too. **[S24]**

176. Related to the point above, raising the profile of Senate elections may similarly encourage much wider academic staff engagement in Senate. We are not aware that there are any existing guidelines to support Senate elections, and we **suggest** as part of widening engagement and profile of Senate elections that consideration is given to the adoption of clear and well-promoted election guidelines. Sheffield University[19] provides a good practice example for this. **[S25]**

177. We **suggest** Senate communications can be improved by producing a narrative report of Senate meetings for both staff and student audiences about what happened at Senate rather than relying on the publication of the meeting minutes. The Senate website for Manchester is very poor and has no information beyond Senate membership. For an example of good practice see Lancaster University's website.[20] **[S26]**

Section Summary

R22	The Board should agree a specific protocol document with Senate which sets out what is meant by academic assurance from the Board's perspective and the various means of achieving that assurance, for clarity.
R23	That relationships between the Board and Senate could be strengthened by joint meetings between Board and the Senate, once a year, to discuss strategic topics or challenges.
R24	Establish a small number of formal sub-Committees of Senate that are tasked to undertake the detailed scrutiny of academic quality and standards.
R25	Develop Codes of Practice for academic governance using good practice.
R26	Heads of School are added to the membership of the Senate. This would give a much greater voice to the Schools and School Boards.
R27	Reporting *from* Senate *back* to the School Boards is formalised, so that there is a formal reporting relationship between Senate and School Boards
R28	Professional Services staff within the Schools should be members of School Boards too and have a voice, alongside the academics.
R29	The Chair of Senate adopts a more facilitative approach to help focus the group and assist in steering the group back to the agenda.

[19] https://www.sheffield.ac.uk/media/22379/download
[20] https://www.lancaster.ac.uk/strategic-planning-and-governance/governance/senate/

R30	Develop a Code of Conduct to cover expected standards of behaviours of members, protocols for speaking or asking questions during Senate, etc.
R31	Student reps need more specific and in-depth training at the start of their office and access to wellbeing support throughout their term of office.
R32	Training for members of the Board and Senate on how to work with student officers and representatives to maximise their best contribution and help them be more sensitive to the context in which they do their representative work
R33	Streamlining Senate paperwork is key, with fewer reports, and more time for discussion, which would also increase the diversity of voices for Senate
R34	Longer Senate meetings with timed agendas that enable both the presentation and full discussion of agenda items.

S22	There is a more consistent arrangement with a Board member observing every Senate meeting.
S23	That consideration is given to the development of an EDI Academic Action Plan that Senate 'owns' and monitors the successful implementation of.
S24	Consider that allocating time within the workload model would show that Senate (and Governance more broadly) was properly valued.
S25	As part of widening engagement and profile of Senate elections that consideration is given to the adoption of election guidelines.
S26	Senate communications can be improved by producing a narrative report of Senate meetings for both staff and student audiences about what happened at Senate, rather than relying on the publication of the meeting minutes.

Conclusion

178. In reaching a conclusion about the overall effectiveness of governance at the University of Manchester, we have assessed our findings against OfS requirements, the CUC Codes and the Halpin Governance Maturity Framework (see Table 5 below).

179. Our assessment, as demonstrated by our Maturity Framework in Appendix 2, is that overall the Board of Governors exercises good and effective governance. Some aspects of this governance are leading-edge, particularly in the key relationships at Board level. There is also room for improvement in areas such as EDI, interaction with students, monitoring culture and values, and the length of Board Papers. There is an important and significant need to clarify the role and supporting structures of Senate.

180. With many examples of good practice and by adopting the recommendations in this report, the Board can be assured that it is meeting its governance obligations and is continuing on its journey to be at the leading edge of governance practice.

Table 5: Review Findings

OfS Requirements	Meets requirements
Higher Education Code of Governance (CUC Code 2020)	Complies, subject to planned consideration of SIG
Higher Education Senior Staff Remuneration Code	Complies
CUC Audit Code of Practice	Complies
Halpin Governance Maturity Framework	See Appendix 2. Good overall, with leading edge areas and a limited number of inadequacies that need addressing

181. Our review offers 34 recommendations [R] and 26 suggestions [S] which we believe will address areas of weakness and strengthen further areas of good practice. We have identified 10 recommendations as priority recommendations in the report. These are outlined in Table 6 below:

Table 6: Priority Recommendations

Number	Recommendation
R1	Ordinance XXXI is updated to reflect specifics about Senate's role in assuring the Board on the robustness of academic governance.

R7	Update Ordinance XVIII which refers to provisions regarding reserved business to remove mention of students.
R8	That there is a refreshed focus on the areas listed to improve the culture of governance.
R18	The University EDI action plan should include what the responsibility of the Board is and have a set of KPIs so it can monitor EDI performance and hold the senior leadership to account more effectively.
R22	The Board should agree a specific protocol document with Senate which sets out what is meant by academic assurance from the Board's perspective and the various means of achieving that assurance, for clarity.
R24	Establish a small number of formal sub-Committees of Senate that are tasked to undertake the detailed scrutiny of academic quality and standards.
R26	Heads of School are added to the membership of the Senate. This would give a much greater voice to the Schools and School Boards.
R29	The Chair of Senate adopts a more facilitative approach to help focus the group and assist in steering the group back to the agenda.
R30	Develop a Code of Conduct to cover expected standards of behaviours of members, protocols for speaking or asking questions during Senate, etc.
R33	Streamlining Senate paperwork is key, with fewer reports, and more time for discussion, which would also increase the diversity of voices for Senate

182. Our recommendations and suggestions can be grouped against the lines of enquiry as set out in Table 7 below.

Table 7: Lines of Enquiry Findings

Lines of Enquiry		Halpin view	R	S
L1	What is the culture of governance at Manchester, and to what extent does it reflect the mission and shared values of the institution?	The culture of governance at Board level is strong. The staff perception of the wider University governance culture is less positive and there is a need for the Board to address its wider profile and engagement with stakeholders.	R8, R22, R23	S3, S18

L2	Do the governance structures, processes and culture enable effective academic governance?	Whilst we believe Manchester is compliant with regulatory requirements, the culture of academic governance is sub-optimal. We believe improvements to governance structures and processes will support culture change.	R1, R2, R4, R22 - 30	S22-26
L3	Are stakeholder views (staff, students and alumni) sought, heard, understood and effectively considered throughout the governance process? To what extent is transparency and inclusion the default position?	Stakeholder views are sought, heard and understood – a Board level strategy and engagement plan would aid effective consideration of those views and make overt the clear commitment the Board has to transparency and inclusion.	R15-R21, R31-32	S6, S13-15, S19, S21
L4	How and where are decisions taken? Is there sufficient delegation of authority?	The governance structure for making decisions is robust and there is sufficient delegation of authority. Greater clarity and transparency in published information on how/why/by whom decisions are taken would provide further support.	R5-6, R11-12	S5, S11
L5	How can governance practices at Manchester be developed to better support the delivery of the University's strategy and enable it to be agile and resilient?	Governance practices to support delivery of the University strategy are strong including future horizon scanning.	R13, R33	S4, S7-8, S12

183. Finally, we would like to thank all members of the team at Manchester for their preparation, cooperation and constructive challenge throughout the process of this review. The Steering Group has demonstrated a clear commitment to the review and to adopting leading-edge practice.

Appendix 1: Summary of Recommendations and Suggestions

Recommendations

Priority recommendations (Table 6) are highlighted.

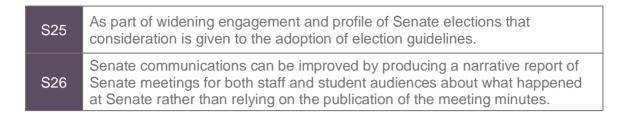| R1	Ordinance XXXI is updated to reflect specifics about Senate's role in assuring the Board on the robustness of academic governance.
R2	Regulation XXI which sets out the procedures for election to Faculty Committees is reviewed and consolidated.
R3	Paragraph 4 of the document published on the University's website called Membership of School Boards in the new 'University: notes for guidance' is updated to refer to the amended 2019 Statutes/Ordinances.
R4	Provide clarity and consistency in detailing the role of both School Boards and Faculty Committees throughout the governing instruments.
R5	Clarify the remit of Planning & Resources Committee to ensure it is clear and well understood and distinct from the remit of the Board's Finance Committee.
R6	Clarify the role of Senior Leadership Team, PRC & Chair's Committee in the governing instruments.
R7	Update Ordinance XVIII which refers to provisions regarding reserved business to remove mention of students.
R8	That there is a refreshed focus on the areas listed to improve the culture of governance.
R9	In order to comply with the CUC Code 2020, the University formally completes its consideration of whether the accountabilities of a Senior Independent Governor are required. In doing so, the Board should consider these accountabilities alongside the expected role of the Deputy Chair of the Board of Governors.
R10	If recommendation R7 is not accepted, then, consistent with the "apply or explain" basis of the Code, the University needs to justify in its next, and subsequent publications of its Annual Financial Statements this non-application of the Code
R11	The next review of the Audit and Risk Committee's Terms of Reference considers including the points of improvement suggested.
R12	Consider how best to ensure coordination between Audit & Risk Committee and Finance and reduce the risk of gaps arising without compromising ARC independence.
R13	As a developmental activity, establish a small group of lay members, possibly Committee Chairs, and executive members to work together on exemplar models of the type of papers they want to see.

R14	A Board-level stakeholder engagement strategy is developed which articulates what the Board is trying to achieve through its stakeholder engagement, how the Board will take account of stakeholder views, how it will use the General Assembly and how it manages engagement with its key internal stakeholders, namely staff and students.
R15	We understand that a new university communications engagement strategy is in development and recommend that there is parallel work initiated to develop a bespoke Board-level Stakeholder Engagement Strategy.
R16	Further support effective consideration of the student voice through engagement with students across all campuses and online.
R17	Future recruitment practice prioritises targets for specific characteristics for disability, gender and ethnicity.
R18	The University EDI action plan should include what the responsibility of the Board is and have a set of KPIs so it can monitor EDI performance and hold the senior leadership to account more effectively.
R19	The Board considers whether EDI should be assigned as a portfolio of responsibility for a lay member.
R20	That there is a robust complaint reporting mechanism developed for governors to use.
R21	EDI training is provided for Board members which considers areas including active bystander, allyship and anti-racism.
R22	The Board should agree a specific protocol document with Senate which sets out what is meant by academic assurance from the Board's perspective and the various means of achieving that assurance, for clarity.
R23	That relationships between the Board and Senate could be strengthened by joint meetings between Board and the Senate, once a year, to discuss strategic topics or challenges.
R24	Establish a small number of formal sub-Committees of Senate that are tasked to undertake the detailed scrutiny of academic quality and standards.
R25	Develop Codes of Practice for academic governance using good practice.
R26	Heads of School are added to the membership of the Senate. This would give a much greater voice to the Schools and School Boards.
R27	Reporting *from* Senate *back* to the School Boards is formalised, so that there is a formal reporting relationship between Senate and School Boards.
R28	Professional Services staff within the Schools should be members of School Boards too and have a voice, alongside the academics.
R29	The Chair of Senate adopts a more facilitative approach to help focus the group and assist in steering the group back to the agenda.

R30	Develop a Code of Conduct to cover expected standards of behaviours of members, protocols for speaking or asking questions during Senate, etc.
R31	Student reps need more specific and in-depth training at the start of their office and access to well-being support throughout their term of office.
R32	Training for members of the Board and Senate on how to work with student officers and representatives to maximise their best contribution and be more sensitive to the context in which they do their representative work.
R33	Streamlining Senate paperwork is key: fewer reports, and more time for discussion, which would also increase the diversity of voices for Senate.
R34	Longer Senate meetings with timed agendas that enable both the presentation and full discussion of agenda items.

Suggestions

S1	There are two areas that were identified for improvement in the self-assessment for Audit and Risk: (i) they will consider more regular private sessions with the auditors (currently an annual event) and (ii) they should undertake effectiveness reviews (self-assessments) of internal audit and external audit and establish KPIs.
S2	There should be a standing item on the agenda of every Audit and Risk Committee meeting even if it is to show a nil return on disclosures.
S3	That the Code of Conduct for Board members is reviewed by Nominations Committee to assure itself, and the Board, that it is adequate to cover all eventualities and is therefore fully compliant with the 2020 Code
S4	While the circumstances requiring consideration of a removal of a Board member are rare, when it does occur the matter requires swift, consistent, and transparent application of procedure.
S5	The Board reflects on whether it should widen the remit of Staffing Committee to provide a better focal point for governance issues arising from a wider consideration of staff performance, feedback and wellbeing.
S6	An area for future development is the development of an improved profile for the work that the Nominations Committee does and transparency over how they discharge their duties regarding recruiting and selecting members.
S7	Revisit the issue of President and Vice-Chancellor attending Audit and Risk Committee. If not attending then you should continue to ensure that the Registrar, Secretary and Chief Operating Officer takes up this role.
S8	That the Audit and Risk Committee secretariat considers adding an action tracker to the standard agenda.

S9	The Audit and Risk Committee should make full use of the expertise of the member with significant experience of PIEs ensuring that all obligations are met.
S10	The development of a longer-term plan for specific items which run over a period of time, e.g., for a project, aligned to the project plan, identifying at which points reports will be made to the Finance Committee.
S11	Internal Audit is invited to the Finance Committee when there is work it has undertaken that is directly relevant to the work of the Finance Committee (except if there are no particular concerns raised)
S12	Consideration is given to our suggestions for the future focus for improvement of Board papers.
S13	Consideration is given to our suggestions for improving the transparency and communications related to governance throughout the university.
S14	The Board should reduce the use of the acronym 'BAME' and have more granular targets for Black, Asian and other ethnic minorities in recruitment.
S15	Consideration is given to our suggestions to support the Board's leadership role in relation to EDI.
S16	When planning what Board meetings should look like in the future, the difference in digital engagement should be considered.
S17	The Audit & Risk Committee's Terms of Reference should be expanded to contain a more explicit reference to the role of the Committee in relation to risk.
S18	That the Governance Office ensures that all members receive an induction when they join a Board Committee, supported by an offer of annual refresher training.
S19	Consider mentoring as a good practice tool to offer Board members. This is particularly the case for student representatives.
S20	That there is a briefing on members' general legal obligations at least annually as well as a reminder of any legal obligations in relation to specific agenda items.
S21	Induction and ongoing support for student representatives could be improved.
S22	There is a more consistent arrangement with a Board member observing every Senate meeting.
S23	That consideration is given to the development of an EDI Academic Action Plan that Senate 'owns' and monitors the successful implementation.
S24	Consider allocating time within the workload model would show that Senate (and Governance more broadly) was properly valued.

S25	As part of widening engagement and profile of Senate elections that consideration is given to the adoption of election guidelines.
S26	Senate communications can be improved by producing a narrative report of Senate meetings for both staff and student audiences about what happened at Senate rather than relying on the publication of the meeting minutes.

Appendix 2: Maturity Framework

	Inadequate[21]	Improving	Good	Leading Edge[22]
University Constitution	Poor documentation & processes which are not accessible to staff and students. Privy Council permission required for relatively minor changes which delays changes being made.	Documentation & processes are in order but would benefit from simplification and are not easily accessible. Privy Council permission required for relatively minor changes.	Documentation & processes easily understood and accessible internally. Privy Council permission required for relatively minor changes.	Documentation & processes easily understood and accessible externally. Privy Council permission required only for major changes.
	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority - the Board or the VC.	Delegated powers are clearly set out showing what is reserved for the Board but are still not clear for Academic and Executive delegations.	Delegated powers are clearly set out showing what is reserved for the Board with further schedules setting out Academic and Executive delegations.
Board/Council Membership	Equality, diversity and inclusion (EDI) awareness does not exist. Inadequate member selection & induction processes.	Some EDI awareness. Otherwise, satisfactory recruitment & induction processes.	Good EDI processes. Good quality recruitment & induction processes.	Good EDI processes. Capable, diverse and inclusive members appointed. There are good member succession planning processes.

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[21] Characteristics found in some governance failures
[22] Current best practice found

	Inadequate	Improving	Good	Leading Edge
Board/Council Membership	No Board training or appraisal.	Some training and appraisal processes. The Chair is not appraised.	Training and Appraisal processes exist for all members including the Chair.	Good appraisal processes which are used as a learning opportunity for the Board. Senior Independent trustee appointed.
	Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings.	Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units.	Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students & units.[23]	Members understand the University's culture & business and their role and responsibilities. They act accordingly. They regularly connect with University staff, students & units.
	Members do not enjoy their role which involves firefighting and much frustration. Their reputation may be very much at risk.	Members believe that the University's position is improving, and they will enjoy their role	Members enjoy their role and believe they are making a difference	Members and the Executive believe the Board adds value. They enjoy, learn & "give back" by being governors.
Key Relationships	Dysfunctional relations between VC, Chair and Secretary.	Satisfactory relations between VC, Chair and Secretary.	Good relations between VC, Chair & Secretary.	VC, Chair & Secretary work as an open trusting team.

	Inadequate	Improving	Good	Leading Edge
Key Relationships	Members' level of experience & relevant skills are not satisfactory. Members do not act as a team.	Some Members have good experience & relevant skills, but they do not yet act as a team.	Most members have good experience & relevant skills. The Board is taking action to improve their ability to work as a team.	Members are very experienced and have relevant skills. They act as a team to challenge & support the Executive.
	Some Members question the general capability of the Executive.	Members support some of the Executives' efforts but are not convinced they have the right officers for a good Executive team.	Members see the Executive as capable and respect them but see areas for improvement.	Members & the Executive engaged in a respectful, open, trusting relationship. Executive capacity, capability & succession planning regularly reviewed.
Board/Council Focus	There are immediate & major regulatory, quality and/or financial risks. The University reputation may be under attack.	The regulatory, quality and/or financial risks are improving but are still significant.	The regulatory, quality and/or financial risks are under control. They are regularly monitored & mitigated.	Risk & Strategic decision-making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.
	The Board is firefighting & very operationally focused.	The Board tends to be too operational. However, it is involved in setting the University Strategy & monitoring its implementation.	The Board sets the University Strategy & monitors its implementation. It monitors progress against any regulator or student-driven priorities.	Significant Board time is spent on horizon scanning & understanding the market, risks & opportunities. The Board is very outcome-driven.

	Inadequate	Improving	Good	Leading Edge
Board/Council Meetings	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing & secretarial support.	Improved discussions and conduct. Some decisions taken outside of meetings by senior members. Staff and student members can feel that they are "second class" members, Secretarial support needs improving.	All Members feel involved in decisions and able to say what they want at meetings. *Constructive challenge is evidenced in the minutes.* Good Secretarial support.	Good quality, well-chaired discussions fully involve all members. Board Secretary with senior status & experience reports directly to the Chair Challenge & the value added by the Board is clear in the minutes.
	Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information & scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tend to pass their responsibilities to the Board by telling it everything.	Board Portal in use. Some Executives demonstrate they accept their ownership of outcomes in short risk-focused Board papers which give good assurance.	Short risk-focused Board papers (using graphs & other visual methods) are the norm along with short presentations supplemented by regular briefings. Good assurance given to the Board.
Other Committees	Poorly operating Committee structure. There is disconnection between the Board & its Committees.	Committees function satisfactorily - basic improvements to membership & processes having been implemented.	Committees functioning well. They seek continual improvements. The Board gets reasonable assurance from its Committees.	Committees operate to a high standard & are good at collaborating with each other. The Board gets good risk-focused assurance from its Committees.

Senate	Inadequate	Improving	Good	Leading Edge
	The separate roles of the Board, Senate & the Executive are not clear or understood. There is a lack of trust, respect and transparency between the three.	The separate roles of the Board, Senate & the Executive are clear and understood. Trust, respect and transparency between the three needs to be improved. Also, the flow of business between the three needs to be improved.	The Board, Senate & the Executive understand and carry out their individual roles well with mutual trust, respect and transparency. However, there is still a need to improve the integration of their individual efforts.	The Board, Senate & the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Board has the confidence to know what assurance it requires from Senate and where it can add value. Senate is consulted appropriately by the Board.
	Senate is dysfunctional with a poorly performing sub-committee structure and ill-defined delegations. Sometimes Senate is taken over by a dominant group.	Senate and its sub-committees function satisfactorily but its delegation structure needs to be better defined. Senate also needs to improve its processes to assure itself on academic quality.	Senate has the structure and processes to assure itself on academic quality. It reports on that assurance to the Board. The report is probably too detailed, and the Board does not adequately understand the risks or feel comfortable challenging.	The Board gets good risk-focused academic assurance from Senate & feels comfortable challenging it. Senate's academic governance is regularly reviewed. The Board is assured that Senate's governance is working well.

	Inadequate	Improving	Good	Leading Edge
Stakeholder Engagement	Board felt to be remote from the staff and students. Board not focused on students or staff.	The Executive conducts staff and student surveys and reports on these to the Board.	Clear evidence that staff and student views are reflected in decision-making processes.	Regular and effective two-way communication between the Board and the staff & students.
	Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive.	Board discusses & agrees the values of University but does not monitor the culture of the University.	Board sets and takes responsibility for the corporate values & culture.	Board lives & monitors the corporate culture checking that behaviours are consistent with the University's values.
	External Stakeholder information not published.	Required regulatory information published for stakeholder e.g., value for money, gender pay.	External Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting.[24]	University accessible and relevant to the University's local communities. Board takes responsibility for the socio-economic impact of the University. Good stakeholder information.
Board/Council Reviews	The only reviews are those commissioned by the Regulator.	Occasional Board effectiveness reviews focused on compliance.	Board has occasional external reviews of its effectiveness against the HE sector.	Board regularly has external reviews of its effectiveness against the best in HE and other sectors.

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[24] The Board level strategy should be developed but we acknowledge the considerable work the University does on canvassing on external stakeholder views

Appendix 3: List of Interviewees

As part of our review, we interviewed the following individuals (in alphabetical order). Please note, where individuals sit on both the Board of Governors and Senate, they are included in the Board of Governors table.

Board of Governors:

Interviewee	Role	Category
Nana Fredua Agyeman		Category 5: Student member
Professor Clare Alexander	Professor of Sociology and Research Director, School of Social Sciences	Category 3: Senate member Senate - Category 3: Elected member
Edward Astle	Chair, Board of Governors	Category 2: Lay member
Ann Barnes	Deputy Chair, Board of Governors & Chair, Staffing Committee	Category 2: Lay member
Gary Buxton	Chair, Remuneration Committee	Category 2: Lay member
Michael Crick		Category 2: Lay member
Professor Danielle George	Associate Vice-President (Teaching, Learning & Students) and Professor of Radio Frequency Engineering	Category 3: Senate member Senate - Category 2: *Ex-officio* member
Colin Gillespie	Chair, Audit & Risk Committee	Category 2: Lay member
Dr Reinmar Hager	Senior Lecturer, School of Biological Sciences	Category 3: Senate member Senate Category 3: Elected member
Nick Hillman		Category 2: Lay member
Caroline Johnstone	Chair, Finance Committee	Category 2: Lay member
Kwame Asamoah Kwarteng	General Secretary of the Students' Union	Category 1: *Ex-officio* member Senate - Category 5: Student member
Professor Dame Nancy Rothwell	President and Vice-Chancellor	Category 1: *Ex-officio* member

		Senate Category 1: *Ex-officio* member
Dr Delia Vazquez	Senior Lecturer in Retail Marketing, School of Materials	Category 3: Senate member Senate - Category 3: Elected member
Dr Jim Warwicker	Reader, School of Biological Sciences	Category 3: Senate member Senate Category 3: Elected member
Alice Webb		Category 2: Lay member
Rosalyn Webster	Student Recruitment and Widening Participation Officer	Category 4: Member of staff other than academic or research staff

Senate:

Interviewee	Role	Category
Laetitia Alexandratos	Students' Union Education Officer	Category 5: Student member
Zahra Alijah	Lecturer in Science Education, School of Environment, Education & Development	Category 3: Elected member
Professor Keith Brown	Vice-President and Dean of the Faculty of the Humanities	Category 1: *Ex-officio* member
Professor Philippa Browning	Professor of Astrophysics, School of Social Sciences	Category 3: Elected member
Professor Linda Davies	Professor of Health Economics, School of Health Sciences	Category 3: Elected member
Professor Gabrielle Finn	Vice-Dean (Teaching, Learning & Students), Faculty of Biology, Medicine & Health	Category 2: *Ex-officio* member
Professor Jitesh Gajjar	Professor of Applied Mathematics and Director of Social Responsibility, School of Mathematics	Category 3: Elected member
Professor Luke Georghiou	Deputy President and Deputy Vice-Chancellor	Category 1: *Ex-officio* member

Vikki Goddard	Director of Faculty Operations, Faculty of Biology, Medicine and Health	Category 4: Co-opted member
Professor Sarah Haigh	Professor of Materials Characterisation, School of Natural Sciences	Category 3: Elected member
Alistair Hudson	Director of the Whitworth and Manchester Art Gallery	Category 4: Co-opted member
Professor Graham Lord	Vice-President & Dean of the Faculty of Biology, Medicine & Health	Category 1: *Ex-officio* member
Professor April McMahon	Vice-President (Teaching, Learning & Students)	Category 1: *Ex-officio* member
Dr Adam Ozanne	Senior Lecturer, School of Social Sciences	Category 3: Elected member
Professor Nalin Thakkar	Vice-President (Social Responsibility)	Category 1: *Ex-officio* member

Other staff:

Interviewee	Role
Patrick Hackett	Registrar, Secretary & Chief Operating Officer
Professor Kieran Walshe	Professor of Health Policy and Management, Alliance Manchester Business School

The individuals listed above were in role at the time we conducted our interviews.

Appendix 4: Guidance Note – Senior Independent Governors (SIG)

A Senior Independent Director/Governor/Trustee (SID/SIG) now appears, in some form, in the governance codes for all sectors:

- The UK Corporate Governance Code[25]
- Code for Sports Governance[26]
- National Housing Federation Code of Governance[27]
- NHS Foundation Trust Code of Governance[28]
- CUC Code for university governance[29]

The codes all operate on an 'apply/comply' or 'explain' basis. The Senior Independent Governor (SIG) is new to the CUC Code 2020, and as a result, many universities are either considering whether they wish to appoint one or considering how they are going to 'explain' that they have considered it and decided not to do so.

Given that the SIDs have long been part of good governance in other sectors, one might ask whether some of the governance and reputational issues that have arisen in HE in recent years may have been avoided had we had this role in our university governing bodies. Indeed, The Halpin Review of the Governance at the University of Bath[30] in May 2018 recommended that the University appointed a Senior Independent Governor and the Advance HE Governance Effectiveness Review at De Montford University[31] in March 2020 stated that the University "should consider" appointing a SIG.

The SID is described very similarly in both the UK Corporate Governance Code and NHS Foundation code:

"The board of directors should appoint one of the independent Non-Executive Directors to be the senior independent director, in consultation with the board of governors. The senior independent director should be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman." **NHS Foundation Code**

"The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the Chairman and to serve as an

[25] https://www.frc.org.uk/getattachment/88bd8c45-50ea-4841-95b0-d2f4f48069a2/2018-UK-Corporate-Governance-Code-FINAL.pdf

[26] http://www.uksport.gov.uk/resources/governance-code

[27] https://s3-eu-west-1.amazonaws.com/pub.housing.org.uk/CodeGov2015-FINAL.pdf

[28] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/327068/CodeofGovernanceJuly2014.pdf

[29] https://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Code-of-Governance-Updated-2018.pdf

[30] https://www.bath.ac.uk/publications/the-halpin-review/

[31] https://www.dmu.ac.uk/documents/university-governance/effectiveness-review-document.pdf

intermediary for the other directors when necessary. The senior independent director should be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate." **UK Corporate Governance Code**

Later in the UK Corporate Governance Code, the role of the SID is described as leading the non-executive directors to appraise the chair's performance annually, and on such other occasions as are deemed appropriate. It also states that the SID should attend sufficient meetings with a range of major shareholders to listen to their views to help develop a balanced understanding of the issues and concerns. So, the SID is another way to provide a listening ear to 'stakeholders'.

The Financial Reporting Council outlines how "when the board is undergoing a period of stress" the SID "becomes critically important". He or she is expected to work with the Chair and the rest of the Board and/or shareholders to resolve issues that are deemed significant.

The following examples are given as to when a SID may intervene:

- There is a dispute between the Chair and the CEO;
- Shareholders or non-executive directors have expressed concerns that are not being addressed by the chair or CEO;
- The strategy being followed by the chair and CEO is not supported by the entire board;
- The relationship between the chair and CEO is particularly close, and decisions are being made without the approval of the full board; or
- Succession planning is being ignored.

SIDs are commonplace in the context of NHS Trusts or Housing Associations, although less so in the Charity sector where the Good Governance Code[32] mentions the role of senior independent trustee only in relation to larger charities:

"A vice-chair, 'senior independent trustee; or similar, who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed. This person may be the deputy or vice-chair of the charity." –*Good Governance Code**

Again, given some of the recent high-profile issues relating to governance in the charity sector, the question arises - if these charities had a senior independent trustee in place would trustees, staff, stakeholders have had another route to air their concerns?

A key question we might want to consider is whether and how a SID or SIG might differ from a Vice or Deputy Chair role. Whilst the Charity guidance might suggest that the two can play a similar role in other sectors, they are clearly defined, separate roles with different functions. The benefit of a SID is that they are independent of the 'front bench'. They are not the next Chair-in-waiting and do not cover for the Chair in their absence. As the CUC Code 2020 states, the SIG is *"different to the Deputy Chair who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them."* As such they are always a valuable sounding board and in times of crisis are invaluable.

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

So perhaps the question should not be "should we have one?", but "why would we not have one?" Why would we decide **not** to have an additional route to enable voices to be heard or concerns to be raised? Why would we not have in place a role that could help enable us to handle a future governance issue?

Universities are facing huge uncertainty and executive leaders and governors are having to make difficult decisions often outside of 'normal' governance cycle. Having another mechanism for mitigating the risks that could arise and giving governors and stakeholders another means to express any concerns they have has to be a step forward.

Appendix 5: Guidance Note - SIG role outline

Taken from the Northumbria University website in January 2020[33].

The role of Senior Independent Governor has been established to provide enhanced support to the Chair in the leadership of the Board of Governors, development and improvements in Board and Committee practices, and to lead on Board matters where it would not be appropriate or feasible for the Chair to be involved. The individual will be appointed from amongst the external members of the Board, other than the Chair and Deputy Chair. The Senior Independent Governor is appointed by the Board on recommendation from the Nominations Committee.

The Senior Independent Governor will:

- Be the person (other than the Chair or Deputy Chair) to who concerns about Board and Committee governance arrangements can be raised.
- Lead the review of the performance of the Chair of the Board, informed by feedback from Board members, regular attendees and other key stakeholders which interact with the Chair.
- Discuss the outcomes of review of Chair performance with the Chair, highlighting areas of strength and identifying improvements which could be made in leadership of the Board.
- Support and provide advice and guidance to the Chair in the leadership of the Board member review process, both as a member of Nominations Committee and on an independent basis, which provides the basis for determining whether a member's term of office is renewed
- Chair the Remuneration Committee.
- Be a member of the Nominations Committee.
- Identify any mentorship and development needs. Support, and provide advice and guidance to new Board Members, if requested, in relation to any development needs they may have, where for whatever reason this is not available from the University Secretary's Office and Human Resources Department, as appropriate, including the sourcing and allocation of mentors from within or outside of the Board.
- Represent the Board at University events and the University at external engagements, as required and particularly where it is not possible for the Chair, Deputy Chair, Chancellor or the Pro-Chancellors to attend.

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[33] https://www.northumbria.ac.uk/about-us/leadership-governance/the-role-of-the-board-of-governors/board-members/-/media/corporate-website/documents/pdfs/about-us-corporate/governance-services/senior-independent-governor-role-description.ashx /

Appendix 6: Guidance Note – Building a more diverse Board

Recruitment and selection

- Reflect on Board membership and its composition over say the past 5-10 years to identify the trends and set targets.
- Build relationships within your community and widening your networks. Participate in and support networks which aim to increase diversity and equality.
- Involve alumni networks and honorary graduates in identifying potential members and advertising roles.
- Publicise roles through all internal communications and social media and encourage sharing.
- Professional body and association networks can be excellent ways to advertise vacancies to groups beyond the University's own networks. For some professions, non-executive experience counts towards their mandatory continuing professional development requirement.
- In recruitment, advertisements should carry equality statements which are tailored to the specific characteristics that you wish to encourage rather than simply carrying a generic equality statement.
- If using executive search firms, be specific in the brief about the need for diversity and make sure you are clear as the client about its importance. Take account of an executive search company's prior success in gathering diverse fields in their selection process.
- Targeted advertising in publications/websites/social media aimed at particular sectors of the population which are under-represented on your board.
- Consider whether shortlists should not be taken forward if they are single-gender or all-White. In such instances, vacancies should be re-advertised and/or agree continuation of search process with executive search firm.
- Those carrying out any selection should be trained in fair selection processes, be aware of their own unconscious biases and be knowledgeable in equality and diversity.
- Those bodies selecting members (i.e., the nominations committee) should be asked to reflect on their own selection processes and to make, where necessary, amendments to such processes to ensure that members are chosen in a fair, equal and inclusive way. It may be useful for these groups to consider the characteristics of those who have been nominated in the last 5 years (e.g., are these primarily white males?). The membership of selecting bodies should be as diverse as possible.
- Using co-opted members on committees can help increase the diversity of experience. This will also help with succession planning by identifying potential future board members. This gives people with no or little governance experience an opportunity to try out before committing themselves.

Supporting inclusion

- Consider whether your governance practices such as meeting location and timing of meetings precludes some groups from participating. Make reasonable adjustments to meetings to enable participation.

- Consider out-of-pocket expenses for those who could not afford to serve on your board without it. In the University's *Instrument of Government,* Board member allowances are permitted. This can be discretionary and assessed in the same way that travel expenses are to ensure no Board member is 'out of pocket' by attending a meeting.
- Consider whether full digital inclusion is the case for all Board members – this might mean providing a specific device for reading Board papers or joining remote meetings or paying reasonable expenses for internet connection – via phone data or broadband.
- Offer an 'off-boarding' interview for any Board members who leave before their term of office ends, particularly if they are from a group with protected characteristics.
- Establish a buddy/mentoring scheme for new Board members – this can be from within your Board or from another university.
- For the Chair or governance support team, offering to meet new Board members after their first few meetings to explore with them how they experienced the meetings can be a highly effective way to demonstrate and tailor their support.
- Offer Board members the opportunity to display their pronouns (e.g., on video call display name and email signatures) so that the Board can be inclusive towards the LGBTQ+ community.

Appendix 7: Note on University of Manchester and Public Interest Entity status

The University of Manchester is classified as a Public Interest Entity (PIE). This brings with it a higher standard of governance.

Key points arising are as follows:

- PIEs are defined as (i) entities whose transferable securities are admitted to trading on a UK-regulated market, or (ii) credit institutions, or (iii) insurance undertakings. I understand the University of Manchester has bonds that are admitted to trading on the London Stock Exchange and qualifies as a PIE.
- PIEs have additional regulatory and reporting requirements than they would have should they not have been a PIE.
- Some requirements of being a PIE will not affect the University – for example, a PIE is required to have an audit committee (with a majority of independent members and at least one member with accounting or auditing competence) – and the University already has established an Audit and Risk Committee.
- PIEs with over 500 employees are required to include a non-financial information statement in their strategic report.
- PIEs must tender their external audit every ten years and rotate their external auditors every twenty years.
- There are greater restrictions on the use of external auditors of PIEs to undertake non-audit work; there is a short permissible list of services that can be provided and there is a cap on the amount of non-audit fees that the external auditors can earn.
- There are restrictions on the tenures of audit partners and staff on audits of PIEs, and partners and staff leaving the external audit firm to join the PIE will be subject to a cooling-off period.
- Some UK Auditing Standards apply only to audits of PIEs, so there is greater review and reporting that may be necessary – PIEs are required to issue extended audit reports setting out key matters considered and key risks.
- The audit firm of a PIE also needs to be inspected by the Financial Reporting Council at least every three years.

Additionally, BEIS has earlier this year issued a consultation paper on audit reform, entitled "Restoring trust in audit and corporate governance". Although this will take some time to be enacted, the proposals include expanding the definition of a PIE. The exact basis is to be decided but would be linked to the number of employees, turnover and balance sheet size. Estimates are that 1,000 to 2,000 additional entities will be brought into the scope of PIEs. However, as a PIE already, it is likely that the University will be unaffected except insofar as there are changes in the requirements applicable to PIEs.

There are added complexities for Groups. For example, where a 'top' company is a PIE but a subsidiary is also a PIE, it is likely the subsidiary will have to follow the rules for PIEs as well. We have been informed that the listed bonds are issued by the University and not a subsidiary so, on this basis, we do not think this requirement will be an issue for the University.
The requirements for PIEs, whilst summarised above, are complex and detailed. For example, the University is already aware that its external audit tenders require two firms bidding.

PKF Littlejohn has recently been awarded the external audit in place of EY. At the most recent meeting of the Audit and Risk Committee, the new external auditors discussed their approach to the external audit. One of the partners on the audit team has been brought in specifically for his expertise on PIE clients. It would seem sensible, therefore, that the University asks the new external auditors to undertake a review of the University's compliance with the additional requirements of being a PIE. We expect they would do so as part of their own audit processes anyway.

Appendix 8: Guidance Note – Online meetings

Preparation

- Plan the meeting in more detail than would typically be the case for in-person meetings.
- Ensure all participants have dial-in/login information in the diary invitation.
- Make sure all users are familiar with the system in use.
- Make sure all users know what to do in the case of a problem. E.g., a phone number for the meeting Secretary / Clerk.
- Put the agenda in the diary invitation.
- Prioritise items requiring discussion early in the agenda.
- Open the meeting 15 minutes early in case anyone wants to test sound/webcam/functions etc.
- Encourage everyone to 'arrive' 5 minutes before the start of the meeting – this can be informal 'chat' time. It also means you will not lose 5 minutes at the start while people get logged in, sort out camera, mute/unmute, etc.

Meeting

- Start on time and note any absences. Also note if those people join later by welcoming them and letting others know they have joined the call.
- Chairs should confirm the purpose of the meeting – an overview, with an emphasis on key items on the agenda and why.
- Encourage the use of cameras to make the meeting more interactive but accept that some members may need to switch cameras off due to their wifi connection.
- Encourage everyone to be on mute unless speaking to avoid feedback.
- Decide on whether you will use the chat function and let members know. We would encourage the use of the chat facility and to integrate the points raised into the meeting.
- The Secretary or Clerk should actively monitor the chat and look for hands up to assist the Chair.
- Timing agenda items will assist with the meeting process.
- Allow for 5-minute breaks every hour.

Chairing

- The Chair needs to directly seek feedback from attendees on aspects of the agenda.
- The Chair should indicate how consent/agreement will be sought – use of virtual hands up, voiced consent or whether silence for a period indicates consent.
- Process checks can help keep the group together. E.g., 'Mary, do you agree with the general viewpoint, or do you see differently?'.
- Encourage the practice of using names of attendees when chairing.
- Remind participants who is at the meeting – perhaps after a comfort break.
- Where possible include, indeed encourage, a period together to be for informal chat; this could be achieved by using sub-divided arrangements for smaller group discussion which technology can facilitate via breakout rooms.

- The Chair should emphasise the convergence process – by which decisions are made. This can be done by summing up views for and against to enable decisions or preferences to be clearly achieved.
- The Chair should connect discussion to the report recommendation if available. Report writers should assist meeting participants by providing clear, sharply focused reports.
- The Chair could use functions within the technology such as polls to engage, test opinions, check thinking, etc.
- The Chair should actively ask members who have not contributed if they have comments they wish to make.

Appendix 9: Halpin Review Team biographies

Hanif Barma, Consulting Fellow (Finance, Audit and Risk)

Hanif has extensive experience of board and committee reviews, bringing a strong understanding of board culture and dynamics, board information and board processes. He is Founder-partner of Board Alchemy, a specialist governance consultancy and is a former Director at PwC and Founder-partner at Independent Audit.

A Chartered Accountant with an MBA from London Business School, Hanif specialises in audit, finance and risk functions. He is a former Chair (and earlier Audit Committee Chair) of St Christopher's Fellowship, a former member of the Audit & Risk Committee at City, University of London, and an Honorary Visiting Fellow of corporate governance at Cass Business School.

Selena Bolingbroke, Consulting Fellow (Governance Effectiveness)

Selena is a senior leader in higher education, with experience in central and local government in roles that have combined her interests in education, enterprise and regeneration.

Selena is a former Pro-Vice-Chancellor at the University of East London, where she led on Strategic Planning and External Development and established the Centre of Excellence for Women's Entrepreneurship. More recently, Selena was the lead for External Engagement and Strategic Development at Goldsmiths, University of London, delivering their Civic Engagement strategy and gained over £2m of external funding to support a new Enterprise Hub.

Selena is an Associate Director of MetaValue, a consultancy practice focused on supporting entrepreneurial growth strategies in the not-for-profit sector, a Non-Executive Director of Wonkhe, a former Chair of two College Corporation Boards (Lewisham and Barking & Dagenham), a School MAT Governor, and former Chair of Cyclopark charity.

Shaun Horan, Joint CEO & Co-founder (Project Director)

Shaun is a qualified Barrister and began his career in law before spending a decade working with international development charities at Board level. He established and led the External Affairs directorate at the University of Reading and understands how all elements of an organisation must fit together to achieve efficient governance and change.

He has over 20 years' experience at the most senior levels of university management. He has delivered governance and strategic projects at the Universities of Bath, Nottingham, Sussex, Manchester, Maynooth and Queen's University Belfast. He has been a Governor for two schools and several national and local charities.

Professor Hilary Lappin-Scott, Consulting Fellow (Senate Effectiveness and Assurance)

Hilary is a Professor of Microbiology with a personal Chair awarded over 20 years ago and she is currently Honorary Distinguished Professor at Cardiff University. Hilary was a research scientist at the University of Exeter for 20 years, before moving into senior University leadership roles.

At Exeter, Hilary was Dean of the Postgraduate Faculty, responsible for quality assurance, curricula development and student experience. Hilary then moved to Bangor University where she was appointed Pro-Vice-Chancellor for Research and Innovation, and later moved to the University of Swansea as Senior Pro-Vice-Chancellor. There she led strategic development, research and innovation, performance management, student recruitment and equality, diversity and inclusion agendas until 2019.

Hilary has a total of 20 years' experience on three different Senates and 15 years' experience sitting on university Councils. She was also a member of Finance and Remuneration Committees at all three institutions. Hilary has chaired university Research Committees, prepared three RAE/REF university submissions, and was also involved in establishing two medical schools, line managing the Medical School and Health Sciences at the University of Swansea.

Hilary is the elected President of the Federation of European Microbiological Societies (FEMS) having previously been the President of both the Microbiological Society and the International Society for Microbial Ecology. She was part of Research England's Interdisciplinary Advisory Panel to advise UKRI and REF, led the Universities Wales Research and Engagement group and was a member of HEFCW's Research Wales Committee.

She was also a panel member for REF2014, a member of the working group for the Stern Review and she is currently a panel Chair for REF2021.

Osaro Otobo, Consulting Fellow (Student Voice and Equality, Diversity and Inclusion)

Osaro is currently Deputy Chair of the British Youth Council and is a member of multiple education and non-profit Boards. Her areas of expertise include the student voice, student democracy in governance and EDI.

A former student at the University of Hull, Osaro was elected for three successive years to work in the best interest of students at Hull, was a postgraduate student trustee and two-term President at Hull's Students' Union.

From lived experiences, Osaro created the Make Diversity Count campaign, calling for all UK organisations to have a robust discrimination policy, setting out how they deal with complaints of discrimination in a more effective and transparent way. She believes in ensuring all students, especially those from liberation and widening participation groups, are supported effectively throughout their education journey. She also believes that student voices should be at the heart of an evidence-based approach to implementing change and getting meaningful, long-lasting results in the higher education sector.

Osaro has recently authored Halpin's recent report on 'UK Universities' Response to Black Lives Matter', co-chairing the subsequent discussion webinar in late 2020.

Dame Angela Pedder DBE, Consulting Fellow (Review Chair)

Angela is an experienced senior NHS leader, with over 40 years' NHS experience, including over 30 at Chief Officer level. Most recently, Angela was the Lead Chief Executive for the Devon Success Regime and Sustainability and Transformation Partnership.

Angela is a founding member of the Board and Vice-Chair of the South West Peninsula Academic Health Science Network. She has served two separate terms on the NHS Providers Board and has contributed to Secretary of State, NHSI and NHSE advisory forums.

She received an OBE in the 2007 New Year's Honours List, a DBE in the 2017 New Year's Honours List and an Honorary Doctorate from the University of Exeter in 2011.