

**Active Authority or Latent Legitimacy? The perceived impact of the institutional visibility of the university governing body amongst staff on governance effectiveness**

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*University Governing Bodies...are seen by many as occupying a figurehead position, of importance only in cases of major institutional crisis, or where the chair openly takes issue with the Vice-Chancellor (Baird, 1997:73).*

## **Acknowledgements**

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## **Abstract**

The thesis adopts a contingent constructionist approach to examine university governing body visibility amongst staff, as an unexamined factor in the literature. Institutional visibility includes the profiling and projection of the formal, collective actions and decisions of the board within the university, through to less formal exchanges and encounters of governors in the university setting. The perceived impact of these activities on the board's effectiveness, including the performance of its accountability, stewardship and strategic responsibilities are explored. Five key dimensions to institutional visibility are identified, in: supporting the board's formal accountabilities; enabling board interaction with staff; facilitating organisational change; influencing relations between the board and senior management, and modelling and manifesting university mission and values. The qualitative mixed methods approach comprises discourse analysis of online role descriptors of the board, followed by semi-structured interviewing of board secretaries and two vice-chancellors across the HEIs in the sample. The research found that governor visibility through interaction with staff outside the 'boardroom' was perceived as a key contributor to board effectiveness, ahead of the display and disclosure of formal transactions and decisions as markers of the board's accountability. Deeper engagement as enabled by institutional visibility included governors' input to strategic initiatives and 'facework' (Giddens, 1990) encounters with academic board and departmental staff. The research recommendations include strengthening internal university communications on the outcomes of board decisions and the publication of news features on the backgrounds, motivations and contributions of governors. A more embedded approach is proposed for senior management to enlist governors at the developmental stages of strategic projects, to provide independent expertise and assurance to these. Increased opportunities for co-visibility and engagement between governing bodies and academic boards or senates were also favoured outcomes of visibility. Beyond my professional practice, the recommendations are applicable to sector-wide guidance on governance policy and practice.

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I hereby declare that, except where explicit attribution is made, the work presented in this thesis is entirely my own.

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Adam Dawkins, 28 November 2015.

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## **Statement of EdD integration and personal professional development**

Registration on the EdD programme has been a period of both intellectual growth and knowledge development, gained through understanding professional peers' and governors' experiences around the 'doing' of university governance, alongside advancing my own practice. The development of my professional practice over this period forms part of a wider learning experience, including my professional examinations towards becoming a chartered secretary and career advancement and promotion to a senior position at Northumbria University. The EdD journey is therefore integral to a professional development 'biography', which represents 'an unfinished product constantly undergoing change and development' (Jarvis, 2009:25). This approach appeals to a constructionist conception of identity in line with the theoretical theme running through the three stages of the EdD. This statement is divided into two key sections. Section One demonstrates the integration of the three phases of the EdD, and Section Two charts my professional development.

### *Section One: Integrating the stages of the EdD*

The theoretical and conceptual connections between the three EdD stages are evident. To illustrate, a common theme in my research has been the challenging of structural and system-oriented approaches to university governance, whether at a macro governmental level, or a fixation on institutional transactions of inputs and outputs in university governance. In contrast, my research has attended to governing bodies and their actors as under-examined, potentially rich sites of enquiry to explore micro practices in the 'doing' of university governance, as examined in the Foundations of Professionalism, Methods of Enquiry (MoE) I and II assignments, Institution-Focused Study (IFS) and thesis.

A social constructionist lens through which to view university governance practices has been adopted and refined throughout the EdD research. This was implicit from the outset of the EdD, in the identification of Giddens' (1991) concept of 'identity work' in the construction of professional identities

in the Foundations of Professional (FoP) module, through to the emergence of a 'weak' or 'contingent' constructionist perspective for examining governing body and actors in shaping governance practice in the MoE II research. This led to the refinement of a contingent constructionist position in the IFS and the thesis. Throughout, a nuanced reading of university corporate governance has been adopted which recognises subtle and two-way sources of power to and from the university governing body. However, it is acknowledged that a recurrent reading of the governing body as a site at and through which more complex modes of power circulate is not a value-free position, reflecting a view of research that 'all standpoints are partisan; and...no one escapes a partisan standpoint...' (Gouldner, 1973:56). Holding middle and senior management positions in two HEIs during registration on the EdD has undoubtedly influenced my capacity to challenge critical perspectives which reduce HEIs' senior management teams to agents instrumental in imposing a one-size-fits-all model of 'managerialism' on their institutions. Instead, my work throughout the thesis considers the complexity of governance and management processes, and the potentially positive influence of governance and leadership when viewed through the contribution of the university governing body.

The table on the next page below plots the key topics, themes and theories underpinning each element of the EdD:

EdD Elements	Topic	Perspectives and Theories
Foundations of Professionalism (FoP)	The construction of the professional identity of the secretary	Professional identity of secretary as a 'reflexive project' (Giddens)  Governance as a narrative and meaning-making practice
MoE I: research design exercise	Perceptions of chair succession on board performance	Qualitative weighted mixed methods  Emergence of a general interest in social constructionism
Contemporary Education Policy (CEP)	HEFCE's <i>Code of Practice on Accountability and Audit</i> (2008) and the consultation on it as part of a process of policy text production	Construction of policy discourses  Interrogation of neo-liberal discourses of HE  The construction of accountability to HEFCE
MoE II: piloting research	The professional contribution and identity of external governing body members	Identification of interest in 'weak' or 'contingent' social constructionism.  Searle (1995)
IFS	'Account-giving' behaviours of a case study governing body	Application of social constructionism to concept of 'accountability' as a meaning making act within shared parameters.  Searle (1995)
Thesis	Institutional visibility of the university governing body amongst staff	Application of a social constructionist approach, including Giddens' structuration theory.

Each stage of the EdD is united by use of a qualitative research design, through delivery of semi-structured interviews, to shed light on the perceptions of governors, senior management and secretaries as professional peers, around aspects of governance practice. This is accompanied by an interest in discourses around HE governance and policy throughout the EdD (e.g., CEP, the IFS and the thesis). My development as a researcher was built on during each stage of the programme. The MoE I pilot research was formative in providing an opportunity to build a research design which influenced the research apparatus, including the ethical considerations and sampling decisions in the MoE II small-scale research, the IFS and the thesis. I encountered first-hand the challenges associated with gaining access to external council members and independent governors for interview purposes. The ability to anticipate these challenges and adapt the research design accordingly was an area of skills development in progressing to the IFS and thesis stages.

*Section two: development of professional practice*

Participation in the EdD has contributed directly to my professional development. For example, my knowledge of the contexts of corporate governance is significant, through research involving more than 20 HEI settings and, in particular, the interviewing of participants in MoE II, the IFS and the thesis. On embarking on the EdD, I had a superficial understanding of the legislative and policy landscape in which English HE governance was located, along with the regulatory outputs of bodies including HEFCE and the CUC. My progress through the EdD has enabled me to gain an in-depth and advanced understanding of, and critical engagement with, the wider policy environment, the gap between sector policy and governance practice in HEIs, and the contradictions and compromises involved in bridging regulatory rhetoric and reality. This includes my professional role to help interpret, impact-assess and implement policy into practice.

Scott et al (2004) identified three choice models and motivations for students undertaking a professional doctorate, as follows: extrinsic-professional

initiation; extrinsic-professional initiation; and intrinsic-personal/professional affirmation. These provide a reference point for examining my own motivations for enrolling on the EdD, along with the evolution of my interests and priorities in parallel with my professional development. The three modes of motivation in Scott et al's model have each applied to varying extents at different stages of my EdD experience, reflecting the observation that professional doctoral students have multiple simultaneous or sequential motivations (Wellington and Sikes, 2006., Burgess and Wellington, 2010). To illustrate, extrinsic-professional initiation was my main motivation for EdD study. As an administrator with experience of working in several professional support roles since graduation, I was nonetheless new to supporting HE governance arrangements. The EdD was therefore a basis for deepening and extending both my theoretical and practical understanding of university governance.

Alongside a desire to accelerate my understanding of HE governance and seek to advance my career prospects, was the need for intrinsic personal and professional affirmation, to satisfy a long-held interest in undertaking research beyond master's degree level. This interest in applied research in HEI settings was ignited by undertaking an Open University validated Postgraduate Certificate in HE Management and Administration. In turn, in securing promotion and becoming more established in HE corporate governance during the doctorate, extrinsic-professional continuation entered my motivations. In other words, undertaking the doctorate at a mid-career point, may be characterised as a mode of 'professional extension' (Costley and Lester, 2012:258) which include consolidating and advancing my expertise in the area of university governance, and setting out my credentials in the profession.

Personal growth in undertaking the EdD includes greater confidence and tacit and explicit knowledge, and the authority and confidence with which I support the governing body and governance system in my employing institution. This includes my ability to co-ordinate board and committee effectiveness reviews in my institution, the investigative and analytical

elements of which have been strengthened through the research skills honed in the EdD. In turn, the enhanced knowledge of governance arrangements and good practice across many HEI settings built during the research has applications to arrangements in my workplace. Specific insights which have informed my professional practice include enhancing communications and relations between the governing body and academic board, as an area where I have facilitated in-house workshops. The importance of governors' informal interactions and contributions outside the boardroom has remained a recurrent interest since the MoE II assignment, and explored in the IFS and thesis through a focus on accountability and institutional visibility respectively. The risks and opportunities identified as an outcome of the research have been of direct relevance to my co-ordination of a recent review in my current role of how the role of elected and nominated staff governors could be maximised, including how best to negotiate potential tensions between 'representing' and being 'representative' of specific staff constituencies, and communications to and from these groups to the governing body.

However, the principal contribution that undertaking the EdD has made to my professional development is the advanced appreciation it has given me of the importance of cultural factors and human relations underpinning effective governance. From the FOP module through to the thesis, the continued contention that human dynamics needed to be examined to fully understand university corporate governance effectiveness remains intact. However, my understanding has grown from a level of theoretical understanding at the outset of the EdD registration, through to practical insights into board dynamics, and the significance of the quality of relationships between key players which I support in my role as secretary. The importance of informal relations alongside the formal protocols is identified as an outcome of my research to ensure that frameworks and guidance are culturally sensitive, specific and flexible. An area where my research findings resonate with my professional development is recognising the importance of the secretary as a

creative practitioner with the ability to adapt and identify solutions to ensure governance support is effective.

The application of the outcomes of my EdD research relates to my own professional setting as well as to the research participants, a number of whom had reflected on their own practice as a result of the interview process. For example, several participants actively reflected on the ways in which they could improve internal, less formal communications about the deliberations and decisions of the board or features on individual governors. Additionally, in the final sections of the IFS and the thesis, I concluded that there was potential for the research findings to be disseminated to sector bodies such as the Leadership Foundation for Higher Education (LFHE) and the Committee of University Chairs (CUC). In May 2013 I was invited to run a session as part of the LFHE Governor Development Programme on 'What makes Boards work'. The session, which was attended by governors, managers and secretaries, enabled me to integrate some of my research interests and insights into informal modes of governor institutional engagement and cultural conditions for good governance into the discussion. The LFHE places periodic calls for research into university governance which has a practical orientation around real-world issues and solutions. As noted in Chapter Six of the thesis, I intend to explore whether aspects of my research findings could feed into the illustrative practice notes under development by the CUC to supplement the principles in the *HE Code of Governance* (2014). For example, the proposed alternative frameworks for board activity which supplement the formal protocols of reporting, could be influential in informing the content of future practice notes for publication. In turn, I would like to adapt elements of my IFS on the account-giving role of the governing body, and the thesis findings into journal articles. This could include publication in *Higher Education Quarterly* or *Studies in Higher Education*, or sharing my research findings at a seminar or conference session of the Society for Research into Higher Education (SRHE).

## Chapter One: Study Context

### 1.1 Introduction

A paradox exists in relation to the university governing body,<sup>1</sup> centred on its profile within the 'governed' institution. The formal powers enshrined in a university's governing instruments and successive higher education (HE) codes of governance, position the governing body as 'unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit' (*HE Code of Governance*, 2014:9). However, a paradox is presented as a result of a prevailing perception amongst governors, senior managers and secretaries and clerks<sup>2</sup> that the governing body's remit, membership and contribution to university governance and leadership is insufficiently understood amongst the internal constituencies of the university. This study will explore this paradoxical perspective through examination of the institutional visibility of the university governing body amongst staff, and whether it is possible to identify a relationship between board institutional presence and the effectiveness of its governance practice. This will be achieved through examination of the implications of the online discourses on the role of the governing body for board visibility, and a principal focus on the perspectives of the secretary on governing body visibility amongst staff groups within their own workplace, and what this may mean for the board's performance.

The 'problem' of board visibility first presented itself when interviewing Sir Nick Montagu, Chair of Council at Queen Mary, University of London as a case-study participant in my Institution-Focussed Study (IFS). Montagu advocated a role for the governing body by which it steered from a distance,

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<sup>1</sup> The terms 'governing body', 'board of governors' or 'board' are used interchangeably and synonymously in this study, for the purpose of descriptive variation. Specific reference to the 'Council' or the 'Board' will normally denote a specific HEI's governing body. 'Governor' is used throughout to refer to a member of a university governing body, whether a Board or a Council, and may be preceded by 'independent', 'external', 'lay' (interchangeable), 'ex-officio', 'staff' or 'student', to denote different membership categories. 'Trustee' is used as equivalent term for 'governor', reflecting the fact that most university governing bodies in English HEIs are trustee boards.

<sup>2</sup> Reference to 'secretary' denotes the role-holder appointed as 'secretary' or 'clerk' to the university governing body. The term secretary will be used throughout.

and the low institutional visibility and profile associated with this organisational positioning. He publicly reiterated this perspective in his capacity as Chair of The Committee of University Chairs (CUC):

...people won't have a clue - and I'm talking about academics - what the governing body does. It doesn't loom large in their lives. That is as it ought to be (Times Higher Education, 24 May 2012:17).

Montagu's observation prompts the question: 'why should a governing body operating behind the scenes of a leadership stage on which the vice-chancellor is the protagonist, be regarded as a normal organisational state of affairs?' The implication of this viewpoint is that a more prominent role for the governing body risks upsetting a perceived (although most likely an artificial or non-existent) balance in the corporate, executive and academic ecosystem of the 'governed' university, and impairing or compromising the performance of the bodies and role-holders operating in and across these domains. These questions were not pursued in my IFS, but ignited an interest in understanding perceptions and the implications of governing body institutional visibility amongst staff, as the topic of this thesis. An empirical basis for equivalent observations to Montagu's was sought in the HE policy and critical literature. Bargh, Scott and Smith's (1996) research captured a similar insight from a staff governor:

Most of the time the governing body is simply not part of the consciousness of the staff - governors are insignificant; along with the governing body. As long as the governors are rubber stamping a benevolent directorate nobody bothers about it (125).

A survey of UK HEIs commissioned by the Leadership Foundation for Higher Education (LFHE) and the CUC also concluded that both governor and senior manager respondents were uncertain whether staff in their institutions knew what their governing body was responsible for. Of Australian HEIs, Baird (2006) observes that 'Although a few powerful board chairs had raised the profile of their governing body, for the most part there was little sense of engagement between the board and the university it governed' (306). Referring to US HE, King (2009) argues that minimal evidence exists of the governing board impinging on the daily preoccupations of university staff.

These critical perspectives are neutral in making a judgment on whether a university board should be distant from the mainstream majority of staff. However, the LFHE and the CUC survey findings and the critical reflections above, do not elaborate on the desired levels or extent of a university's governing body proximity to staff, or the implications of visibility as a factor in board performance. This study will advance an understanding of the observations and assumptions made around governing body visibility amongst staff. Institutional visibility includes the profiling and projection of the formal collective actions, transactions and decisions of the board in the university, through to the less formal exchanges and encounters of governors within wider university settings. The extent to which these interactions engender recognition and legitimation of the board, its members and the wider governance system by senior management and wider staff groups will be examined.

## **1.2 Research rationale**

This research seeks to advance an understanding of a finding in my IFS that the case-study Council's 'downward accountability' to staff constituencies was perceived as a significant responsibility discharged through effective board performance. The concept of 'depictive accountability' was coined in the IFS to denote accountability exercised through the presence, and demonstration of the actions and transactions of, the governing body. However, the IFS found that arrangements in place to demonstrate accountability to staff were under-developed and insufficiently understood. This finding ignited an interest in the forms through which the governing body is made, or makes itself, visible, and how it is present(ed) in a university setting.

Why is it important to understand the institutional visibility of the university governing body? An overarching research driver is that this is a neglected variable in the HE 'good governance' literature, with the potential to shed light on board performance and effectiveness. Five broad themes are identified which constellate around the rationale for examining board visibility

amongst staff, and merit exploration as contributors to governance effectiveness. These relate to the institutional visibility of the governing body amongst staff in: 1) advancing and articulating the accountability functions of the board; 2) supporting governing body knowledge development of the context of the governed university to inform its discussions and decision-making; 3) organisational development and setting and steering the university's strategic direction; 4) fostering and facilitating cultural engagement, and behaviours supporting and demonstrating constructive relations between the board and senior management, and 5) setting the institutional tone and communicating and sharing the university's values.

In response to the first element of the research rationale, one aspect of the accountability of the governing body will be to explore how, and on what basis, it is 'seen' by university constituencies. This includes the implications of board presence for staff confidence in the governance system as one enabler or outcome of its success and perceived effectiveness. Whilst not specific to HE, Carver observes that 'Corporate governance, once overlooked, is now center stage' (2002:1), thereby implying increased focus on the board's accountability for company performance. As Clarke and Branson (2012) observe, 'Recurrent waves of corporate failure, climaxing in the 2007/2008 global financial crisis has focussed attention keenly on the apparent defects in regulatory institutions and corporate governance' (1). These conditions have arguably intensified public, shareholder and company insider scrutiny of the board (Coaldrake, Stedman and Little, 2003). Universities have not experienced corporate scandal on the scale of Barings Bank (1995), TransTec (1999), Tyco (2000) and Enron (2001), with their varying degrees of corruption, fraud, misappropriation, collusion, directorial, board, audit committee and external auditor incompetence. However, a shift in the profile of the university governing body would appear to have occurred. As Kelleher (2006) comments:

Up to a few decades ago the governing bodies of universities in most systems would have been rather shadowy groups whose precise function would not have been altogether clear to the other members of the university or to the general public (1).

Alongside an increased accountability to stakeholders and interest groups, Carver's dramaturgical metaphor of the board being placed 'center stage' extends beyond a heightened profile for the structures and systems around the board, to connote a wider perspective of board performance, in being 'seen' by a company's 'audiences' and stakeholders. Several commentators in the corporate governance literature have argued that boards have largely operated behind closed doors (Useem, 2006), and that this has prevented policy-makers, critical commentators, shareholders and other stakeholders groups from fully assessing the contribution of the board to company return and performance in the wider sense. The corporate disclosure and transparency requirements and expectations on HEIs may be less stringent than in the private sector. However, calls for improved openness around HEIs' decision-making at the level of the governing body and senior management are becoming prevalent in the new operating and regulatory environment in which many students are financing their own studies. The 'black box' metaphor has arisen in a number of studies in the literature review, for the obscured or concealed conduct and operation of the board. Huse (2005) calls for research 'to open the black box of actual board behaviour to contribute to the creation of accountability' (66), and Le Blanc and Schwartz (2007) favour research which brings into exposure the 'black box' of how boards actually operate, including as a route to understanding the behaviour and contribution of the chairman and other directors.<sup>3</sup> However, despite this turn towards transparency, the contribution of institutional visibility in creating a chink of light in, if not collapsing, the black box of university board practice, is unexplored territory in the critical or policy literature.

The second strand of the research rationale is the extent to which board visibility can be understood as a contributor to its collective and individual capacity to respond effectively to a transformed regulatory and funding environment. The raised profile and diversification of duties and demands on

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<sup>3</sup> Tricker (2009) recommends that researchers break into 'the black box of the boardroom and focus on board level activities, directors' behaviour, and board leadership' (235). In the HE literature, opening the black box has been applied to exposure or elucidation of academics' performance. Henkel (1997) quotes a senior administrator in a university referring to centralised audit processes authorising the opening of the black box of academic decision-making to justify academic performance (140).

the governing body going forward is cited in policy and critical studies. To provide one of many examples:

As HEIs generally increase in size, become more competitive (and therefore take more risks), and become part of a global HE market, then the responsibilities of governing bodies will inevitably become more demanding (Schofield et al, 2012:4).

Understanding the institutional placement and positioning of the university governing body and what this might mean in terms of strengthening the skills of governors is therefore timely in the new business and operating environment. This includes reforms informed by 'The Browne Review', *An Independent Review of Higher Education Funding and Student Finance* (2010), the government HE White Paper, *Students at the Heart of the System* (2011) and the intensification of competition between universities through the creation of an open market for academic programmes as 'products', delivered by academics as service providers which are subject to 'consumption' by students as 'customers'. How the institutional visibility of the governing body amongst staff supports the board and arguably executive management through the advice and interventions of the governors in responding to the new funding and regulatory environment will be explored. Gillies (2011) has called for governing bodies to focus inwards and 'primarily serve the complex of stakes that is the institutional interest' (para. 26) in the new funding and regulatory environment. The unstated consequence of the university governing body turning inwards to attend to institutional interests is that its purpose and performance is more likely to come under the glare and scrutiny of a wider set of institutional groups. Baird (2012) echoes this perspective, and cites equivalent levels of attention placed on Australian HE boards, through which 'Governing bodies receive greater formal deference to their authority' (153) from staff stakeholders. Institutional visibility as a means of activating the accountability of the governing body to staff has potentially positive consequences for the board, requiring it to 'up its game', optimise its performance and demonstrate that it meets its collective responsibility to act in the university's best interests. This includes whether the degree of institutional visibility of the governing body will facilitate or sharpen

governors' understanding of the changed 'eco-system' (Kennie and Price, 2012) for HE, and the impact of the 'disruptive innovation' (Christensen, 1997) and potential game-changers such as Massive Open Online Courses (MOOCs) on the delivery environment about which the board advises senior management.

The third area where institutional visibility may afford insights into board effectiveness is as a vehicle for enabling and expressing board behaviours, and the cascade of these to staff to foster a shared vision and values. The extent to which institutional visibility sheds light on boardroom and executive and non-executive director (NED) dynamics as key to board performance (McNulty, 2003), will be explored in the study. In the university context this includes interpersonal relations amongst governors, and the frequency, depth, quality and constructive nature of their relationships with the vice-chancellor and wider senior management teams. Visibility as a precondition for, and product of 'Effective leadership and governing body dynamics' (Schofield, 2009) as an 'enabler' of effective governance, will be examined in this context. The study is based on an assumption that the institutional visibility of the governing body is not confined to business conducted in the boardroom. An objective, therefore, is to examine perceptions of the importance and implications of the institutional visibility of the governing body amongst university staff which may help advance an understanding of how best to negotiate and transcend organisational boundaries between governance and management. An intended outcome of the research is understanding the means through which board visibility is expressed within the 'spaces' of the university - from the boardroom through to the offices of senior management and departmental arenas - and its contribution to flexible and more responsive and better-informed deliberation and decision-making.

The fourth and fifth areas include an increasing emphasis in the corporate and HE policy literature on the significance of shared values as central to organisational success. This centres on corporate and university boards setting the 'tone at the top', as embodied in the *UK Corporate Governance*

*Code* (2014) which states that ‘directors should lead by example and ensure that good standards of behaviour permeate throughout all levels of the organisation’ (2). In turn, the revised CUC *HE Code of Governance* (2014) recommends ‘an ethical framework for the personal behaviour of governors’ (7), along with board ownership and approval of an ethical framework (12) for the university, ensuring the board’s own diversity and equality, ‘including in its own operation’ (21). However, these two key policy documents fall short of identifying how setting the tone might be translated into wider institutional practice. I would argue that the board’s manifestation and modelling of desired responsible and ethical behaviours by staff presupposes a degree of board visibility and wider knowledge of its role and decisions, and actions taken by staff groupings. Examining board institutional visibility may help understand how to embed governing body effectiveness.

### **1.3 Corporate Governance and HEIs**

‘Corporate governance’ in the context of the university, and through the governing body, is central to this study. Prior to summarising the migration of corporate governance principles to HE regulation, the etymological and statutory basis for the ‘corporation’ as a legal structure for different types of universities merits explanation. The word corporation derives from the Latin ‘corpus’, as a physical body or collection of individuals, and applies to the legal structures of governing bodies in English HE in having ultimate legal authority and accountability for the university, whether it takes the form of a pre-1992 chartered corporation, a post-1992 Higher Education Corporation (HEC) or, as the case with a small number of HEIs, a company limited by guarantee. The concept of the ‘legal personality’<sup>4</sup> of the governing body is as an entity entering into a range of legal relations on behalf of the university, which ascribes a statutory form to the governing body. However, the visibility of the governing body as a means of manifesting and realising a potential

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<sup>4</sup> Legal ‘personality’, as enshrined in UK company legislation since the late-Victorian period, is based on the concept of the company as a juristic person with the capacity to contract with, sue and be sued by, other legal or natural persons. The legal personality of the university governing body is constitutionally and legally unambiguous, in line with its ultimate responsibility (and liability) for institutional financial strategy, borrowing, investment, safeguarding of resources and assets, and compliance.

wider symbolic identity or representative role beyond its legal form and structure remains unexamined.

The principles and lexicon of 'corporate governance' have been imported into HE regulation in the last two decades, including HEFCE's *Model Financial Memorandum between HEFCE and institutions* (2010),<sup>5</sup> The CUC *Guide for Members of Higher Education Governing Bodies in the UK* (2009, 2004) and the successor *HE Code* (2014). The CUC *Guide* regards 'corporate governance' as synonymous with disclosure and reporting, which is expanded on in the British University Finance Directors Group (BUFDG) requirement that HEIs 'include a corporate governance statement and statement of responsibilities, including reference to the institution's systems of internal control and risk management, within their financial statements' (Part IV, Annex II:113).<sup>6</sup> The definition of corporate governance in the *Model Financial Memorandum* (2010) combines the traditional company board responsibilities of strategy-setting, monitoring, risk management and sustainability, with the charity connotations of 'stewardship' and 'trusteeship':

The corporate governance arrangements of an HEI are the means by which strategy is set and monitored, the executive is held to account, risks are managed, stewardship and trustee responsibilities are discharged, and sustainability is ensured (2010/19:14).

Whilst the CUC's *Model Statement of Primary Responsibilities* (2009) recommends that boards conduct business in accordance with 'best practice in higher education corporate governance' (6:111), sector guidance falls short of describing the distinctive features of HE corporate governance. The silences and ambiguities in the definitions and discourses around the authority and accountability of the governing body will be examined later in the thesis.

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<sup>5</sup> In 2014, the *Model Financial Memorandum* was replaced by the *Memorandum of Assurance and Accountability between HEFCE and Institutions*. Both documents are referred to in the thesis.

<sup>6</sup> This reflects the revised 2005 'Turnbull Guidance' on Internal Control produced by the Financial Reporting Council (FRC).

#### **1.4 The Primary Research Question (PRQ) and Sub-Questions (SQs)**

Silverman (2001) recommends that research questions should seek to say ‘a lot about a little (problem)...avoiding the temptation to say a little about a lot’ (5). This empirical economy has informed the shaping of a single PRQ for this study, built on the hypothesis that a relationship exists between university governing body visibility and its effectiveness. The PRQ constitutes what Creswell (2008) describes as the ‘central question’ which ‘asks for an exploration of central phenomenon or concept’ (129) which in this study is the implication of institutional governing body visibility on its performance:

**PRQ:                   What perceived role does the institutional visibility of the university governing body amongst staff groups play in contributing to its effectiveness?**

Robson (2002) characterises ‘good’ research questions as ‘clear’, ‘specific’, ‘answerable’, ‘interconnected’ and substantially ‘relevant’ to respond to the phenomena under enquiry. As well as satisfying Robson’s litmus test of ‘clarity’ and ‘specificity’ addressed above, the third criterion of ‘answerability’ is addressed through ensuring the PRQ is sufficiently focussed to be investigated. This stance is echoed by Andrews (2003) who observes that a research question should not be ‘so all-embracing that it would be impossible to answer it within the confines of a research project’ (2). Two sub-questions (SQs) are identified:

**SQ1:                   Which arrangements and activities supporting the board’s institutional visibility are more effective than others in supporting board performance, and on what basis?**

**SQ2:                   What risks are associated with the institutional visibility of the university governance body as threats to its performance?**

The SQs demonstrate ‘interconnectedness’ to the PRQ on a thematic basis through exploration of the different strands and practices of board visibility,

and methodologically through the sampling strategy of selecting 20 English HEIs for the website analysis phase, and from which the interview participants are drawn. The practitioner-informed nature of this study addresses the influence of 'practical stimuli' (White, 2009:27) as factors shaping the PRQ and SQs. These practical stimuli include the identification of 'investigable' (Savin-Baden and Major, 2012) research questions, which take account of the need to maximise use of my finite time and resource constraints as a part-time researcher employed in a full-time professional role.

### **1.5 Research assumptions**

Research questions are not formulated in a theoretical vacuum (Campbell et al 1982). However, alongside epistemological and theoretical factors, professional interests have influenced the research assumptions and development of the PRQ. The research assumptions are informed by my role as head of governance and a secretary to a governing body in an English university. Sikes and Potts (2008) observe that insider researchers 'almost routinely include a declaration of their positionality in their research writing' (5). In line with this perspective, the locus of my role as a member of executive management with professional responsibilities for supporting and advising the board of governors, has informed my interest in board institutional visibility as a research 'problem', and influenced shaping of the PRQ. The following assumptions underpinning the PRQ and SQs have formed over a seven-year period of professional involvement in governance in two English HEIs, first as an assistant secretary and currently as a head of governance and secretary to a university governing body:

- 1) the institutional visibility of university governing bodies and the contribution of this process and practice to board and institutional effectiveness is insufficiently examined in the critical and policy literature;

- 2) university governing body institutional presence operates on a spectrum. At one end of the spectrum is the board performing a predominantly ceremonial role in ratifying decisions reported up to it by senior management, through to an attentive and active body, holding the vice-chancellor to account and contributing to the strategic direction and sustainability of the university at the other end;
- 3) mainstream academic and support staff knowledge about, and insights into, the purpose, make-up and transactions of their university's governing body is variable, and likely to be at the level of general awareness of its role. In turn, there is no single perspective through which the governing body is visible to, and perceived by, staff, reflecting the heterogeneity of staff groupings inhabiting the 'multiversity' (Kerr, 1963) or 'super-complex' (Barnett, 2000) university of the 21<sup>st</sup> century. Staff are shaped by, shape, and represent a 'matrix of influences' (Trowler, 2012:11), interests and identities;
- 4) the secretary, as with the governing body, has a limited institutional visibility amongst staff, and is a critical, but often under-estimated role-holder contributing to the conditions and arrangements necessary to support board effectiveness. Of the secretary at Tufts University in the US, Gittleman (2004) observes, 'He remained a force with trustees...but kept a low profile amongst students and faculty. People rarely got his title right, and they never understood the authority he had in his hands' (187-188). Alongside a relatively low institutional profile for the secretary, there is a deficit of critical research on the role and influence of the role-holder in effective governance practice. When performing effectively, the role has been conceived as operating in a 'triadic relationship' (Llewellyn, 2009:18) with the chair and the head of institution;
- 5) governing body effectiveness is not a fixed output of board practice. Board institutional visibility is a potential vehicle for staff to acknowledge and, at more developed levels, understand its function.

The extent to which this is of itself a factor in board effectiveness, or an outcome of it, will be explored in this study;

- 6) risks linked to an invisible or low-profile board include detachment from the institution it oversees, and the potential impairment of its capacity to make sound decisions in the university's interests. At the opposite end of the spectrum is an over-active governing body which poses the threat of encroachment on executive management or academic policy or programme matters outside the compass of strategy and corporate accountability. The risks of governors crossing what are already permeable lines between governance and management, include immersion in operational detail, and distortion of, or delays to decision-making. Other risks include damage to relations between governors and senior management, and threats to governor independence and vulnerability to lobbying by staff and students.

## **1.6 Exclusions from the study**

Students, as with staff, are recognised as heterogeneous groupings with different motivations, modes of study, conceptions of, and demands from, the student experience. However governing body visibility amongst students is not the focus of this study, although it is anticipated that observations on board and student engagement may arise in the semi-structured interviews.

An examination of academic governance structures and arrangements will feature in this study, solely in the context of the interface of educational strategy and academic board or senate and its actors with the board. 'Academic governance', perhaps unsurprisingly given the primary mission of universities, is more clearly understood than its corporate counterpart. The term academic governance is 'widely used as an expression for the way that academic matters are governed. It is separate from (but related to) corporate governance for which the governing body is responsible' (Middlehurst, 2011:5). Academic governance encompasses activities overseen by the academic board/senate including the curriculum, admission of students,

assessment, student conduct and regulation and academic quality and standards. The structures of, arrangements for, and actors populating the academic governance sites of the academic board or senate will feature in this study in the context of the governing's body ultimate, but generally delegated, oversight of academic mission or 'educational character'. Parallel to presumptions that governing bodies enjoy limited visibility within their governed HEIs, Diamond's (1991) study of faculty academic governance in US universities found that its formal features were of minimal interest and relevance to the majority of staff.

Within this framework, the concept of 'shared governance' as a model of institutional self-government of academic affairs which administrators, faculty and students share responsibility (Alfred, 1994) will not be examined beyond the corporate governance focus on the board. However, the broad cultural outcomes of shared governance, including improved engagement between different staff constituencies, will be examined in the context of the governing body. Related to this, the study also excludes direct examination of governing body engagement with stakeholders external to the university. This is not intended to imply that such external relationships are insignificant, or do not attract increased attention as mapped in my IFS, including regional bodies such as the Local Enterprise Partnerships (LEPs), business partners, government and sector bodies. The transfer of knowledge and relationships into the university arena, building on external connections facilitated by independent governors, may emerge from the semi-structured interviewing discussions.

Finally, university board 'profile' will be used as a synonym and shorthand for the degree to which it is rendered visible to staff. However, board profile as associated with the demographics, including the diversity of its members, are excluded from the study. The demographic profile of the board as a driver for company performance has been viewed through the prism of diversity of membership. The major corporate governance reports on board directorship and dynamics in the last two decades, including the Tyson Report (2003) and Higgs Review (2003), recommend improving the breadth of board

membership from different backgrounds. For example, the gender diversity of board directors has been identified as a driver for improved decision-making (Fondas and Sassalos, 2000).<sup>7</sup> In HE, Bargh, Scott and Smith (1996) examined university governing body members' age, gender, ethnicity, educational background, occupation and party political affiliations.<sup>8</sup>

### **1.7 The evolving role of the university governing body: implications for its visibility and effectiveness**

This section charts the evolving role and positioning of the governing body within the university, particularly in relation to academic management structures, and the implications of this for its visibility within the university. Prior to outlining examples illustrative of the changing conception and complexion of the university governing body, the *Memorandum of Assurance and Accountability between HEFCE and institutions* (2014) provides a regulatory point of departure. The definition in the *Memorandum* captures the 'steering from a distance' model (Olsen, 1988) whereby the governing body, as the legal embodiment of institutional self-government, depends on board accountability and visibility to HEFCE:

To give expression to the principle of autonomy, every institution is headed by a governing body which is unambiguously and collectively responsible for overseeing the institution's activities, determining its future direction, and fostering an environment in which institutional mission is achieved and the potential of all students is realised. The governing body ensures compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance. HEFCE funding is provided explicitly to the governing body as the institution's ultimate authority (1-2).

The internal accountability of the governing body, and the cultural contribution it makes in creating the conditions in which the university's mission is realised, as well as to students as beneficiaries, is also signposted in the definition. However, the statement is silent on the governing body's relationship to staff, and therefore a perspective on the

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<sup>7</sup> More recently, the Davies Report (2011) prescribed that FTSE 100 companies should aim to have a minimum of 25% women represented on their boards by 2015.

<sup>8</sup> The Equality Challenge Unit (ECU) published a 2009 report which researched the composition and equality and diversity monitoring of governing boards in UK HEIs, arguing that age and ethnicity on boards was essential for good governance and effective decision-making which should set the tone for diverse HEIs.

governing body serving the interest of academic staff communities above all other stakeholders is not traced in the definition as a tenable position. It is unclear whether governors, executive management or staff more widely would recognise the breadth of governing body duties captured in the definition.

The evolving role of the university governing body is surveyed, to examine the implications of this for its institutional visibility and how this supports policy and regulatory priorities for the purpose and performance of the board. As Shattock (2002) observes, 'The balance between corporate-dominated and academic-dominated university governance has fluctuated considerably over time' (231). These fluctuations are arguably represented through the university governing body and its institutional presence, which bring into focus debates about the locus of authority of the board for fundamental matters at the crossroads of corporate, executive and academic-self-government. Oxford's and Cambridge's governance arrangements remain anomalous in the English university sector, but merit reference in signalling a significantly different set of constitutional, structural and dynamic relationships and visibility amongst staff constituencies, than 'mainstream' HEIs. Cambridge's 3800 strong electoral constituency of the Regent House and its interaction with a minority lay executive and policy-making Council illustrates this, as does the evolving role of Oxford's Great Congregation from the medieval period to the present. It was not until 2002, through implementation of new statutes recommended in the 1997-98 North Commission, that a single governing council was established at Oxford.

A more recent civic university example is provided by Ives, Drummond and Schwartz (2000) who conceive the founding membership and composition of the Court of Governors of Birmingham University in 1901, as inextricably linked to the assertion of civic pride, 'intended to demonstrate ownership of the new University by the City and the Midlands region and a means to mobilise interest and support over the whole area' (quoted in Shattock, 2002:236). These displays of civic power point to the collective authority and capacity of courts to enlist regional support, although board visibility as an

enabler of civic activities, whether for public engagement and commercial purposes is only implicit. Nonetheless, the observation signals the presence and profiling of, and appointment to, the governing body as a political manoeuvre rather than a neutral constitutional process.

Moodie and Eustace (1974) argue that the powers of the court and council of the nineteenth-century universities were largely unconstrained, due to the absence of regular sources of government funding. Staff 'were almost entirely dependent on lay governors to generate the funding on which teaching and research (including academic salaries) depended' (Shattock, *ibid.*). In contrast, Moodie and Eustace's study of civic, red-brick and 'plate-glass' (Beloff, 1968)<sup>9</sup> university governance illustrates the waning of court and council authority in a context of funding stability for universities through the University Grants Committee (UGC) which reduced the need for councils to exert or represent civic influence for the financial and reputational gain of the university. The courts, council and laymen are depicted as predominantly ceremonial and symbolic bodies, headed by the chancellor who, whilst 'the most visible of the laymen' (91), holds a largely honorific role. The authors assign lead trustee status to the chairman of council, who is high profile in being expected 'to exert himself to forward the interests of the university externally (which is likely to mean locally), and to make business smooth internally' (92), as an ambassador for civic relationship-building. However, the institutional authority base of the chairman who 'by definition an outsider' (*ibid.*) is constrained to act in relation to significant strategic or funding matters affecting the university. This position may appear to support chair independence and objectivity. However, another interpretation is that the marginal influence of the role-holder limits the capacity holding the vice-chancellor to account, or exercise influence over scholarly or strategic activity. The depiction of the governing body as constrained in its capacity to act or influence institutional policy or strategy, signals governing bodies of reduced visibility and effectiveness, as a point taken up in the policy

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<sup>9</sup> The authors were academics at the University of York at the time of writing the study. York received its Royal Charter in 1963, and is categorised as a plate-glass university.

responses of the 1980, which sought to strengthen the authority of councils, as discussed next.

*The ascendant authority and influence of the university governing body*

The Jarratt Report (1985) sought to increase the influence of the university governing body for institutional performance purposes. However, the Report did not seek to raise the profile of the university councils as collegial, representative or civic bodies, and instead advocated their alignment to the principles and practices of commercial boards, thereby importing the 'rhetoric and practices of business efficiency' (Bargh, Scott and Smith, 1996:8) into HE. The Report recommends replacement of 'primus inter pares role of the Vice-Chancellor' (Kogan and Hanney, 2000:185) with an executive leadership approach, and introduction of performance management measures and strategic planning frameworks jointly developed by senior management and a cabinet of lay councillors. The heightened institutional visibility of council is recommended in Jarratt through a reversal of the authority of senates and councils, with 'the governing bodies...to be enhanced to the exclusion of the senates' (Shattock, 2006:14).

Shattock (2006) continues that Jarratt assigned increased prominence to the university governing body as a vehicle instrumental in advancing a Conservative agenda for HE which made universities more accountable whilst purportedly autonomous of the state, including the introduction of s43 of the Education (No 2) Act 1986<sup>10</sup> which placed a new duty on HEIs, through the governing body, to safeguard freedom of speech on campus. Arguably, it also paved the way for the 1992 Further and Higher Education Act (FHEA) changes which formalised to a greater extent the 'contract' between funded universities and government, through the *Model Financial Memorandum* which made 'the governing body, not the institution, accountable for delivery' (14). In turn, commentators argue that Jarratt's model of HEI council-centred corporate governance was predicated on severance of collegial connections with the academic staff base through a

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<sup>10</sup> Related 1990s legislation includes the 1994 Education Act, s22 of which requires the governing body to oversee university relationships with Students' Unions.

hierarchical planning model 'explicitly hostile to the power of departments' (Kogan and Hanney, 2000:185) reduced to cost centres reporting to centralised management services.

The Report undoubtedly seeks to elevate the status and influence of the university councils in improving university's strategic performance, the implication of which is the heightened profile and participation of lay actors:

encouraging the greater involvement of laymen in a university's affairs, especially in the sphere of strategic, academic and financial planning. They take the view that Council as a body should play a much more active role in such matters (1985, 3.47:28).

However, it is simplistic to describe the Jarratt Report in wholly pejorative terms, by reducing its recommendations to a New Public Management manifesto for HEIs. A closer reading of elements of the Report challenges critics' views that one of its key pillars is converting university councils to the status of corporate boards. For example, Section C of the Report includes progressive proposals on institutional corporate governance and recommends a parallel 'informal process which operates in conjunction with the established committee structure of the institution' (3.54:25), which is arguably enabled and articulated through lay councillor engagement with senior management outside the formal deliberative structures. Writing one decade after publication of the Report, Bargh, Scott and Smith (1996) imply that the assertiveness and activity of the councils as agents for the successful strategic and financial performance of their universities had not sufficiently advanced, with power flowing principally to 'senior management teams headed by vice-chancellors in their post-Jarratt role as chief executives' (12).

Aside from Jarratt, a number of commentators cite the ascendancy in the influence of the university governing body. King (2009) cites that:

...governing boards have become more active, if not at the heart of the academic enterprise then in the paraphernalia of external relations and strategic direction that increased organizational corporatization makes inevitable for all such structures (65).

Arguably, the board is more active and, by assumption more externally visible, as a vehicle for competitive advantage in a context of global competition. However, this is not to be viewed as a wholly externally-facing activity to which staff is oblivious within the governed university. As early as 1986, Clark's describes trustees' contribution in US institutions principally in financial terms:

Administrators and professors expect trustees to help the institution, particularly in garnering and giving money; college presidents joke that the basic rule for trustees is "get, give or 'git' off" (117).

This stance is echoed by a number of commentators pointing to the escalating external dimension of the university board in a context of global competition. However, these perspectives do not shed light on the reality or empirical elements of the governing body's relationship with staff, as will be undertaken in this study, thereby addressing Llewellyn's recommendation that future investigators 'look beyond the chair-head of institution nexus and consider other contributors to higher education governance, and governing' (2009:61).

### **1.8 University governing body size and composition: proxies for visibility and effectiveness?**

The university governing body is seldom the protagonist in HE policy. However, where the governing body is inscribed in policy<sup>11</sup> from the Jarratt Report onwards, there is a focus on its size and shape, particularly in those policies influenced by, or espousing, market-oriented, neo-liberal principles. These include the 1997 *National Committee of Enquiry into Higher Education*, (the 'Dearing Report') and the Treasury-commissioned *Lambert Review of Business-University Collaboration* (December 2003) which make

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<sup>11</sup> A caveat associated with policy analysis is the incoherence of policy texts, reflecting policy-making as process taking 'place within arenas of struggle over meaning' (Ball, 1997:266). National policy texts on HE are no exception, as multi-authored artefacts in which compromised positions or contradictory perspectives are inscribed, and the limitations this places on policy analysis as a reliable representation of specific perspectives or priorities. As Ball (1997) observes, a trajectory perspective on policy from its context of influence, through to policy production, practices and outcomes 'attends to the ways in which policies, evolve, change and decay through time and space and their incoherence' (266).

recommendations on the size and shape of the university governing body - the numbers, classes and categories of members - which could be regarded as facets of governing body visibility.

In what ways may the size and shape of the university governing body be regarded as a node in a nexus of visibility and board effectiveness? In both the Dearing Report and the Lambert Review the size and profile of the board in particular is a barometer for measuring the effectiveness of university governance - through its ability to make responsive and enterprising business decisions. For example, Dearing recommends that the statutory membership limits of 24 members (plus the principal) set in the 'new' universities should apply to the pre-1992 councils, which Dearing and Lambert arguably caricature in some HEIs as unwieldy, collegial forums, incapable of reaching consensus on matters of institutional interest due to competing, irreconcilable academic and corporate interests. Lapworth (2004) critiques the Lambert Review for its misplaced 'return to the familiar themes of size and effectiveness of the governing body' (302) and misunderstanding 'of the organisational structure and culture of universities by assuming a top-down approach is appropriate' (*ibid.*), led by the governing body. Latitude for institutional self-management and regulation at the site of the governing body, and the limits of organisational autonomy remain unresolved tensions indelibly inscribed in the policy recommendations.

Whilst not clearly articulated in either the Dearing Report or Lambert Review, the university governing body is positioned as a node in knowledge transfer and exchange promotion between universities and large-scale business and small-to-medium sized enterprises (SMEs), whether through the appointment of more commercially-minded governors to boards, or the board's brokerage or facilitation of engagement opportunities. These opportunities highlight the pivotal positioning at the crossroads of institutional internal interests, the market, civic society and government priorities for HE, and the potential significance of governing body visibility in helping express the institutional tone for entrepreneurial engagement espoused by Lambert.

The Dearing and Lambert reports have been highly influential on recommendations on the size of the university governing body in the successive CUC HE governance codes.<sup>12</sup> Therefore, similarities exist between English HEIs' governing bodies, which generally comprise 18 to 25 members, with a lay or external governor majority, nominated and/or elected academic and support staff and student governors, plus the vice-chancellor or principal. However, despite almost universal policy calls for the reduced size of governing bodies, the wider implications of this for governing body visibility amongst, and representation of, staff are insufficiently understood. For example, a larger governing body of 25 members as opposed to 12, would not in itself heighten the visibility of the board as a collective body amongst staff. However, the size and the distribution of its membership may increase the 'bandwidth' of the board in terms of the spread of expertise of its members. Practical and constitutional considerations are also required around measures to reduce the size of the governing body. For example, reduced numbers of governors on a board, in turn limits the individuals populating the sub-committees, or engaging with senior management or wider staff groups in more informal settings, which may place pressures on those in post, and associated adverse impacts on board institutional profile and presence. The constitutional consequences of 'streamlining university board membership includes the ratio of an independent or lay governor majority in the Anglo-Saxon governance systems to staff and student 'representatives'.

The recent review of university and wānanga governing bodies in New Zealand proposes the passing of legislation to decrease the size of councils from 12 to 20 members. The reforms illustrate the tensions arising from this process, and the implications for the political visibility of the governing body amongst staff. The Ministry of Education rationale for the reform is the creation of more focussed and autonomous councils, freed from a

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<sup>12</sup> For HEIs with polytechnic origins, the Education Reform Act (ERA) 1988 (granting independence from local authority control) and the Further and Higher Education Act (FHEA) 1992 (awarding university title and status to eligible institutions) placed in statute boards of between 12 to 14 members (plus the Vice-Chancellor) in which more than 50 percent 'independent members' should be 'Persons appearing to the appointing authority to have experience of, and to have shown capacity in industrial, commercial or employment matters or the practice of any profession' (ERA, 1988, s7.2 (a)).

requirement for ministerial appointed members, and with fit for purpose membership and accountability for leading their universities and challenging executive management in a globally competitive HE sector. Criticism of the reforms include that a 'one-size fits all approach proposed by government lacks the evidence to justify significant change' (Lont, Greatbanks, O' Kane, 2014), and risk reducing stakeholder representation of staff and students, and conflating or confusing 'council size and council capability' (*ibid.*). The concerns register a tension between a perceived trade-off between government endeavours to improve governing body performance and 'focus' it through a more concentrated membership, risk disconnecting and disengaging the board from staff groups, and rendering it visible only on the basis of increased staff scrutiny of, and scepticism about its decision-making, rather than through a spirit of positive interest and engagement. The next section will explore several international examples of national HE governance reform, and touches on the implications of these for governing body visibility and effectiveness.

### **1.9 Comparative examples of university governing body reform**

The positioning of the university governing body at the interstices of state 'control' and 'supervision' (van Hught, 1989; Neave and van Hught, 1991) has received limited focus in comparative studies of governance reform, in the context of board, university and sector effectiveness. To illustrate, state 'supervision' of universities is predominantly achieved through the governing body being 'seen' by the state as the government's eyes and ears through ministerial appointments to university boards. However, state supervision of HEIs is not conceived as a wholly positive phenomena, as 'governments are ambiguous and show different faces at the same time when it comes to their steering approaches' (Huisman, 2009:3), which may indeed lead to increased state intrusion in institutional affairs, rather than empowering governing bodies to self-govern. The focus on the macro-structural machineries of governance and university boards as nodes in a nexus of state steering and control models, neglects examination of the internal interaction and - through the lens of visibility - a 'supervisory' dynamic

between the governing body and staff constituencies, of seeing and being seen.

However, examination of several national HE governance changes as enacted within HEIs pose questions for the visibility of the governing body and its contribution to institutional effectiveness as part of a reform agenda. The 1997 MUB<sup>13</sup> Act in Dutch universities was intended to promote 'efficiency and effectiveness in university decision-making, in line with the overall governmental steering strategy that aimed to enhance institutional autonomy' (de Boer, 2009:222). Under these reforms, the former university councils were abolished and their co-determination of fundamental university matters with the five-strong executive board (later three) was removed to streamline systems and eliminate concerns about a lack of clarity, and power struggles between, the two bodies. However, the legislation did not signal erasure of the council as governing body but instead established a five-member, ministerial appointed supervisory board,<sup>14</sup> to oversee a new central executive board.<sup>15</sup> The *raad van toezicht* was therefore established as the top-tier governing body beneath which is the *College van Bestuur* and, below that, the deans.

However, the positive impact of the legislative changes on constructive relations with staff has been questioned. This includes the perceived diminution in the authority and influence of the professoriate and faculty councils, through the abolition of disciplinary research groups which had held significant sway over research-centred decision-making. Therefore, the extent to which the *raad* - at the pinnacle of institutional visibility and authority - provides increased accountability to government and improved institutional performance through empowerment of executive leadership is unclear. The reforms illustrate the decline of a democratic, shared and collegial approach to governance, characteristic of Continental European models, and a closer alignment to, or convergence with, Anglo-Saxon

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<sup>13</sup> Modernisering Universitaire Bestuursorganisatie. (Modernisation of University Administrative Organisation).

<sup>14</sup> raad van toezicht. (Supervisory Board).

<sup>15</sup> College van Bestuur (Executive Board).

university governance based on corporate and managerial models. The positioning of the board and its institutional relations with staff helps illustrate this shift.

The second example of governance reform in Japan illustrates the complex relays between relinquishment of state control of universities and the increased autonomy granted to the national university corporations in 2004, and the implications for the institutional positioning and visibility of universities' governance bodies. The 2004 removal of universities from direct government control granted autonomy to the universities in the management and allocation of funding and employment of staff. However, this has not reversed an outward-looking focus for the university governing bodies towards the state, to instead turn inwards to institutional needs and the potential this may engender for the increased visibility and connectivity of the boards to staff groups. Enactment of the legislation removed a singular focal point of a top-tier governing body, and replaced this model with three deliberative bodies of equal standing: an administrative council most closely akin to an Anglo-Saxon university governing body in comprising not less than fifty percent external members and responsible for financial and resource management; a board of directors comprising the president, executive and at least one external member, and an education and research council (analogous to an academic board). The rationale for introduction of this 'horizontal' as opposed to 'hierarchical' model was the replacement of a state-centred model with stakeholder-centred one, to 'ensure accountability and responsiveness to society' (Oba, 2006:4). However, the responsive of the model to the staff constituencies of the university, and the three bodies' visibility to, connection with staff constituencies has been questioned in a *Nikkei News* survey. In turn, feedback on the profile and performance of the administrative council demonstrates reservations amongst staff (and the council's external appointees) about its accountability role, including council's limited influence in monitoring the performance of the president, and its restricted function in perceived rubber-stamping of the 'real' decisions taken by the board of directors.

## 1.10 Corporate board visibility and performance

The penultimate section of Chapter One outlines the implications of the visibility of corporate boards, to shareholders, employees and wider stakeholders for company performance. The omnipotence and implied omnipresence of corporate boards is seldom questioned, with bodies presented as operating at 'the helm of the company, making important decisions' (Van den Berghe and Levrau, 2013:211) as a 'permanent authority' (Carver, 2002:50) pivotal to the successful performance of owner-accountable organisations. This is echoed in the *UK Corporate Governance Code* (2014) requirement that the role of the listed company board of directors is broad and far-reaching, 'setting the company's strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship' (*op. cit.*).

Shareholder-centred models of company governance overlook the interface between the company board and its employees, including whether a unitary board with a balance of executive directors (EDs) and NEDs heighten its visibility to company employees. For example, it has been argued that the presence of executive directors enables the board to contribute to the decision-making process and to evaluate the outcomes of them more effectively than NEDs (Maassen 1999; Williamson 1985, Davis 1991, Muth and Donaldson 1998). However, the implications of this for the collective presence of the company board and respective visibility of NEDs and EDs as a factor impacting on performance, remains a question overlooked in the empirical research.

The annual general meeting is a key mechanism through which shareholders scrutinise the performance and behaviour of the board. Whether the notion of a 'shareholder spring' - through increased resistance by institutional and collective shareholders voting against resolutions on executive remuneration and compensation - is myth or reality, the increased visibility and accompanying scrutiny of for-profit companies is a factor. Aguilera (2005)

notes, 'We need to better understand the role of boards of directors in different institutional settings before we can engage in the debate of *how* to increase board accountability' (40). On this basis, understanding the way in which the board and its directors are visible within and across the shifting boundaries in institutions<sup>16</sup> and its influence on, or how it is influenced by, accountability, is an area ripe for examination.

### **1.11 Thesis structure**

An overview of the thesis structure at the end of Chapter One, means that this summary commences with Chapter Two, which surveys the key corporate governance theories and the extent to which they address or neglect board visibility as a variable in board effectiveness. This is followed by a review of the literature on HE corporate governance and the implications of it for board institutional visibility and effectiveness, and the (re)presentation of the university governing body in landmark HE policy and its contribution to the success of the university and its role in relation to wider society and the economy. The chapter concludes with case-studies of HEI governance breakdowns and board role clarity, visibility and the quality of relationships between key actors in the governance system in mitigating the likelihood of governance failure. Chapter Three examines the epistemological foundations for the research, including the contingent constructionist reading of university governance adopted through a focus on the collective and individual meaning-making capacity of governors as actors in the 'doing' of governance. The chapter also examines governing body institutional visibility and effectiveness as constructed processes and phenomena.

Chapter Four sets out the PRQ and SQs and the assumptions underpinning these, and describes the rationale and structure of the qualitative mixed methods research design and sampling strategy. This includes aligning the discourse analysis (DA) of online governing body role-descriptors and semi-

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<sup>16</sup> NHS Boards are allocated increased accountability, in which they are required to manifest and demonstrate their responsibilities, in which 'Effective boards ensure their organisation has a continually evolving and clearly articulated leadership strategy to develop and sustain a culture of high quality care' (Kings Fund, 2014:7). In a context following the Francis Report (2013), NHS boards extend beyond hospital and trust resource allocation, as the 'ultimate responsibility for the quality of care provided by an organisation' (7).

structured interviewing to the study's contingent constructionist approach. Ethical considerations conclude the chapter. Chapter Five presents the findings of the two research phases, evaluating the four discourse strands and fragments identified from DA of university webpage governing body role-descriptors, and the constitutional, organisational and cultural first cycle themes identified in the coding of the 12 semi-structured interview transcripts. Chapter Six integrates the findings in the previous chapter and addresses their response to the PRQ and SQs, with the implications for my professional practice and development. This chapter also includes recommendations for wider application in other HEI settings and in HE sector body guidance. The thesis concludes with the limitations of the study, identifies areas for further research and the implications of the research for my own insider-outsider, practitioner-researcher status.

## Chapter Two: Literature Review

### 2.1 Corporate governance theories

Key theories of corporate governance provide a lens through which to examine the function and contribution of the company. A number of theories are surveyed,<sup>17</sup> acknowledging that none of these make explicit reference to the visibility of the company board, whether to shareholders or employees, the second stakeholder category of which is relevant to this study. However, examination of the theories has informed the identification and refinement of the theoretical approach to my research.

#### *Agency Theory*

Given the 'dominant grip' (McNulty et al., 2005) of agency theory on governance research, it is appropriate to outline its resonances for company board visibility and performance. The key premise of agency theory is the separation of 'ownership' and 'control' in the modern corporation (Berle and Means, 1932), through which the self(ish) interests of the agent (management) potentially threaten the financial return to the 'principal' (owners and shareholders) who should be subject to close monitoring and constraining. Agency theory lends itself to modes of visibility through the scrutiny of the managerial behaviour of 'agents' by 'principals'. However, oversight by the board of directors is more complex and diffuse than conceived by agency theory, which attends solely to the forensic 'gaze' of the board in 'measuring or observing the behaviour of the agent' (Jensen and Meckling, 1967:6). As a result, the theory neglects scrutiny and oversight of the board by those in and around the company. The ascendancy and exercising of shareholder rights is now more prominent in many major companies, through the publicly-visible forum of the annual general meeting, including examples of high-profile shareholder voting against remuneration policies and packages. As Clarke and Branson (2012) note:

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<sup>17</sup> Resource-dependency theory and managerial hegemony theories are not surveyed in this study.

Boards of directors acting solely as monitors for shareholders as envisaged by agency theory is a one-dimensional view of the role and responsibilities of directors (4).

Applying agency theory to the university setting prompts the question of which bodies and constituencies constitute the 'agent' in the diffuse and distributed management and governance system of the university, characterised by a dynamic between devolved academic autonomy and central authority. In turn, in the context of an HEI, which groups and bodies are defined as the 'principal', and the nature of their 'shareholding' and stake in the university is neither clear, nor confined to a single constituency. As Massy (2010) notes, HE sector governance is a series of 'didactic interchanges between principals and agents' (222), and conceives the principal operating on several levels, including through government apparatus and university management and administrations, constraining the behaviours of agent faculties and departments around actions which do not further the collective, corporate interests of the university. However, an alternative reading would be to reverse this relationship, with academic staff and students as the principal, whose interest in the university sits at the core of its mission and values, scrutinising the behaviours and decision-making of management as 'agents'. Irrespective of the model adopted, the multiple visibilities between different interest groups in the university setting, exposes the limits of agency theory as a lens for understanding board behaviour and performance.

### *Stewardship theory*

Stewardship theory was developed in reaction to agency theory, and posits an optimistic view of company ownership, with 'manager as "steward" rather than the entirely self-interested rational economic man of agency theory' (Muth and Donaldson, 1998:6), and a trustworthy custodian of resources entrusted to them by shareholders (Donaldson, 1990; Donaldson and Davis, 1991, 1994). Arguably the stewardship model presents the board as less active than the protagonist role played by the principal in agency theory, and is therefore less visible as an outcome, in being 'advisory' to, rather than

'account-holding' of, the chief executive (Albrecht et al., 2004). However, the concept of stewardship sits more comfortably with the trustee dimensions of the university board's responsibilities, as custodians or stewards of the mission, affairs and assets of the university.

One aspect of stewardship theory which has implications for board visibility beyond the collective presence of the board is analysis of Executive Director (ED) and NED network-forming outside the 'boardroom', citing evidence of extensive and extended networks which 'enhance performance regardless of whether the board is independent or managerial' (Muth and Donaldson, 1998:22). The external-facing aspect of ED and NED networking prioritises company growth over other forms of performance. In turn, this strand of stewardship theory omits specific reference to the role of visibility on which effective networking by necessity is arguably predicated. However, conceptualising a broader role for the board and its directors outside the boardroom, resonates with the alternative modes of university governor modes of visibility through staff engagement, as will be examined in this study.

### *Stakeholder theory*

Stakeholder theory implies both a longer and wider line of sight for board and directors' responsibilities and obligations, and a broader set of audiences than shareholders. The theory shifts the focus from shareholder primacy to the role of the company's investment in a wider set of stakeholders, and the 'investments made by non-shareholder groups, such as workers' (Heath, 2009:506) and the social and ethical returns for the company and society. In the university context, stakeholders encompass staff, students and their sponsors, funding councils, sector bodies and other partners and funders of teaching, research and enterprise, through to suppliers and consumers of services. One criticism of stakeholder theory is its neglect of how 'trade-offs against the interests of each of these stakeholders groups might be made' (Mallin, 2008:18). This concept of competing stakeholder interests also

reflects the complex decision-making terrain navigated and negotiated by the board and senior management in university governance. Examination of institutional visibility may shed light on the practices through which the trade-offs are made by the university governing body in its deliberation and decision-making in seeking to balance multiple perspectives and priorities.

### *Legitimacy Theory*

Legitimacy theory explores the company's alignment to societal values (Dowling and Pfeffer, 1975) for capital, labour and customer benefits (Pfeffer and Salancick, 1978). Legitimation is arguably dependent on the board's capacity, as the ultimate leadership body, to effectively communicate what it and the company does, and for whose benefit. This presupposes board visibility within the external and internal environment, through the performance of 'socially desirable' actions in return for stakeholder approval of the company's mission, objectives and actions. Board disclosure of its environmental and corporate social responsibility (CSR) obligations and performance have been analysed through a legitimacy theory lens. Arguably, socially and ethically desirable acts of disclosure through company annual reports are means by which the board renders these activities publicly visible, as tools and techniques for 'managing public impressions' (Neu et al, 1998) and building confidence in the company and the effectiveness of its performance. Legitimacy theory informs an understanding of the 'impression management' activities of HEIs to a range of stakeholders in an environment of intensified competition, particularly around the recruitment and retention of students and research-active staff. The theory also lends itself to understanding the contribution made by the institutional visibility of the university governing body as a vehicle for influencing positive impressions of, and confidence in, the mission and direction of the university by diverse internal 'publics' (Lindblom, 1994) of the university.

## 2.2 Corporate board effectiveness

The key themes in corporate board effectiveness merit summary prior to an in-depth examination of the HE critical literature on governing body effectiveness. Tricker (2009) argues that a focus on personal and collective board behaviour and basic values is required to move the frontiers of governance research forward.<sup>18</sup> Arguably, the ethical basis for this research imperative is as important as its empirical foundation in a context of heightened board accountability and corporate responsibility. The ‘value-creating’ board (Huse, 2005, 2007) in reaching beyond shareholder return and regulatory compliance is an emerging theme in the corporate board effectiveness literature. Within this, a focus on the human values and dimensions of the board as a means of understanding its performance is becoming more established in the corporate governance research, to redress an imbalance brought about from a previous focus on board structural variables.

Pettigrew and McNulty’s (1995) study of the corporate board demonstrate that its ‘sources of power are not simply structural and formal bases for authority but are about directorial behaviour, dynamics and influence in and around the ‘boardroom’ (847). In turn, Sonnenfeld (2004) observes that human values are the ‘missing ingredient’ in understanding board effectiveness, neglected by examination of the ‘usual suspects’ (Finklestein and Mooney: 2003) of board size, insider and outsider member balance and CEO and Chair roles. More recently, McNulty (2013) argues that behavioural factors for EDs and NEDs beyond the constraints of legal and governance codes dictating board structure and composition, are central to understanding board influence over company success. However, the literature fails to attend to the visibility of the board, despite the potential influence of the phenomenon on critical discussions of board identity, collectiveness and communication with stakeholders (including employees) as contributors to board success, beyond maximising company profit.

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<sup>18</sup> An ethical imperative to examine behaviours and basic values in corporate governance will not be elaborated on, but a call for this reflects the primacy of human agents in the ‘doing’ of governance. The UK *Corporate Governance Code* for listed companies, emphasises the importance of what boards do in practice, and by who, and ‘the importance of the general principles which should guide board behaviours’ (2010, Preface: 5).

The majority of corporate governance studies reinforce the classical governance norm of shared intention and collective behaviour as the sole route to effective governance (Carver, 2002), with the board 'only being effective if it is a collective decision-making body' (Van den Berghe and Levrau, *op.cit.*). The latter authors conceive the corporate board as a 'collegial body, striving to reach decisions in a consensus style' (*ibid.*). However, an irony exists that the university governing body is arguably less 'collegial' in composition than its corporate counterpart as conceived by Van den Berghe and Levrau, as a result of an increasing trend in the HE sector to reduce the size of governing bodies, which generally leads to a reduction in the number of nominated or elected staff and student governors. To summarise this section, Pye et al (2011) in three decades' worth of qualitative research into directorial behaviour in UK listed companies, point to a common finding across the studies that 'it is not so much what is said or done but, how it is said or done, and what is given attention and how, which are critical to performance' (1). The implications of these findings are that the tone and manner of board delivery is as significant as the content of performance, and indicates the potential of board visibility as a variable in framing and presenting this.

### **2.3 Critical and practitioner literature on HE governance effectiveness**

Cornforth (2004) observes that 'the governance of non-profit organisations...is relatively under theorised in comparison with the governance of business corporations' (1). Compared with a wealth of studies on corporate board effectiveness, in common with third sector theorising, there are relatively few theoretical models and studies of university governance effectiveness. The limited adoption of political and theoretical frameworks for understanding HE governance is echoed by Huisman (2009) who cites the rarity of studies rooted in public administration, sociology and political science. However, an emerging body of literature examines the macro systems of HE governance, in which political and sociological frameworks are adopted to understand the dynamics and impact of

governance reform through national HE steering systems at the crossroads of the state, the market, the HE sector and institutions. For example, Orr and Jaeger (2009) identify two frameworks for understanding the effectiveness of German HE governance reform at the 'system' level through a focus on 'structure' combined with an 'actor-centred' approach. However, the actor-centred approach conceives the national policy-making arena as the 'centre' (Peters, 2001) of focus, with policy-makers as faceless, abstract personae implementing governance reform. In contrast, my research places institutional governing body actors in the university setting at the fore, in the 'doing' and practice of governance, as an antidote to macro-structural approaches to HE governance.

My thesis responds to the deficit of studies exploring human dynamics and behavioural factors in university governance, through a focus on HEIs' governing bodies and the actors populating these. As Kezar and Eckel (2004) observe:

...previous scholarship focused almost exclusively on structural theories and to a lesser extent on political theories and provided limited explanation of, or few ideas for, improving governance (373).

A limited number of studies have examined human dynamics in university governance through a political lens. These include an influential ethnography of power and conflict at New York University (Baldrige, 1971), and Birnbaum's 1980s and 1990s work on managerial philosophies and practices and their influence on academic governance systems in US universities. More recently, a second strand of critical literature on governance in HE has attended to the micro practices of power relations in academia in which management and bureaucratic conceptions of the university are perceived to control and constrain academic activities. In the literature, academic boards and senates and the quality assurance and enhancement systems they govern are the principal spaces through which power is exerted. In turn, academic staff are the subjects upon whom the authority of managers and monitoring regimes are imposed. The majority of studies are therefore characterised by a critique of managerialist models for HE, including the

perpetuation of gender difference (Morley, 2003) or racial inequalities (Pilkington, 2011). However, a review of the HE critical literature indicates that the governing body is a neglected site of enquiry, and board visibility to external constituencies or internal university stakeholders remains unexamined. My thesis asserts that attending to collective and individual governor actors' visibility amongst staff has the potential to vivify and exemplify the role of governors in the 'doing' of governance.

The present research contributes to an emerging, but limited literature on the university governing body as a research focus. The majority of studies survey national HE governing body policy reform and its impact on board composition and 'conformance' to regulatory codes and protocols. An example is Baird's study of the impact of corporate models of accountability or the market on Australian HEIs' councils (1997, 2012). As an outcome, the 'performance' role played by the university governing body in steering strategy and sustainability is a neglected area of focus. Whilst it has been argued that a fully effective governing body necessitates a focus on the political and value-based dimensions of governance (Chait et al, 1996), the symbolic, collective or actor-oriented contribution of board visibility as a series of micro practices in institutional governance, with potential implications for board performance, has been overlooked.

This is arguably a symptom of what Kezar (2006) cites as conceptualisations of board effectiveness centred on systems and structures, which prioritise the 'careful execution of certain processes according to a set of principles' and achieving specific outcomes (971) as measures of 'efficiency'. 'Effectiveness' as a more authentic and embedded activity does not feature in such models, and the expressions of this will be examined in this study through the vehicle of institutional visibility. The critical literature has afforded increased attention to the assemblage and constitution of university governing bodies as key factors in their effectiveness, which may appear promising in reflecting on the symbolism, collective recognition and understanding of the board within the institution. As early as 1996, Bargh, Scott and Smith argued of university boards that 'how these bodies are

assembled and maintained in terms of selection and appointment of governors is a critical factor in their legitimation and operation' (71). Critical attention has focussed on the 'faceless' structural components and abstract systems around, and information flows to and from the board, at the expense of examining the cultural and organisational contribution of the board and its members to university success in a wider sense, including interaction with senior management, academic board and senate, and wider staff groups. An observation of the key bodies constituting the university governance system, is that 'There is also virtually no scholarship on how these groups interact' (Kezar and Eckel, 2004:373). An examination of the institutional visibility of the governing body, as an enabler or outcome of the interaction of these key bodies and actors in and across the governance system, will help address this critical deficit.

One relevant example from the literature review is the work of Rytmeister (2009), which foregrounds the micro practices of council members' governor role-construction around university strategy-building in Australian HEIs. Aligning to the constructionist stance of my study, Rytmeister examines university councils as a 'social group' (149) inhabiting different sites and spaces in and around the university, from council meetings, through to less formal settings including joint management and board away days or retreats. The role of the institutional visibility of the governing body and its actors is implicit, but unexamined in Rytmeister's study, as a variable in the role-construction of governors and the collective capacity of the board to contribute to strategic development.

This chapter concludes with an overview of the practitioner literature - for use by secretaries, chairs and governors - which provides a framework for understanding university governing body effectiveness. Schofield's 2009 LFHE study on university governing body effectiveness has been relatively influential in the UK HE sector: many governing bodies have adopted or adapted the 'enablers' and 'outcomes' of effectiveness as reference points at milestones in governance reviews, including annual and periodic evaluation

exercises.<sup>19</sup> The role of the institutional visibility of the governing body as an 'enabler' and 'outcome' of effectiveness is complex and recursive, as visibility may be a precursor or contributor to effectiveness (enabler), and/or a 'product' (outcome) of it. The six enablers identified by Schofield are: 1) Effective leadership and governing body dynamics; 2) Effective governance structures and processes; 3) Effective governing body membership; 4) Commitment to vision, organisational culture and values; 5) Effective performance monitoring and measurement and 6) Effective information and communication.

Governing body institutional visibility as an element within each of the enablers is not addressed explicitly in Schofield's study, although visibility as a variable contributing to the expression and enactment of several of the enablers merits discussion. To illustrate, 'effective governing body membership' is unlikely to be realised if the governing body confines the compass of its information to the business items formally reported to it at board meetings. An effective governing body member therefore is likely to be both external-facing, drawing on the experiences and expertise from outside the university, and inward-facing, as relevant to this study and institutional visibility by connecting with staff constituencies as part of a process of wider institutional engagement. In turn, the fourth enabler of 'commitment to vision, organisational culture and values' in terms of developing an nuanced understanding of what the vision, culture and values are, its commitment to this is arguably demonstrated through the institutional visibility of the board's actions and actors. This enabler aligns to the 'contextual' pillar of 'competence' Chait et al (1996)<sup>20</sup> identify in relation to US college trustee boards. The contextual pillar is arguably contributed to through the institutional visibility of university board trustees on a collective and individual basis, affording them broader insights into institutional activities which may

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<sup>19</sup> *The HE Code of Governance* (2014) requires that 'reviews must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving outstanding actions arising from the last effectiveness reviews (25).

<sup>20</sup> The six pillars are: 'contextual' (alignment to the institution's cultures and norms); 'educational' (development of trustees knowledgeable about their roles and responsibilities); 'interpersonal' (dynamics and cohesion); 'analytical' (interrogation of information and data); 'political' (relationships with key stakeholders) and 'strategic' (envisaging and shaping strategy).

help inform more balanced decisions which take account of the college's values and norms.

The extent to which the governing body is institutionally apparent to staff may also support the enabler of 'effective information and communication', with visibility as one vehicle through which board behaviours, discussions and decisions are manifested and disseminated within the university. These include setting and modelling the institutional tone that others, including that which senior management teams are expected to model, or communicating key decisions made by the board to university staff. One area for examination in the study is to understand which protocols, practices and arrangements are considered more effective than others in engendering staff engagement with the governing body and *vice-versa*. This includes the significance of interpersonal and more informal means of governing body communication with a spectrum of staff stakeholders, in contrast to more formal reporting channels such as publication of governing body agendas and minutes.

#### **2.4 Ineffective university boards and governance breakdowns**

The final section of Chapter Two summarises the views of commentators who have questioned the capacity of university governing bodies to be effective, and assesses board visibility as an influencing factor. Clark's conception of the board as 'the long-run caretakers' (1986:117) implies that trustees are reactive and passive in their stewardship of institutional interests. In turn, Chait et al (1996) depict US university board trustees in the following way:

As part-time amateurs largely unfamiliar with the organisational culture, trustees are not especially well equipped to oversee the work of full time professionals and to be the ultimate arbiters of a prudent course of action (4).

'High-performing' and 'high-profile' are not automatically synonymous attributes of the university governing body. However, the shortcomings in the quotation above are unlikely to be addressed by a board which had a low institutional profile amongst staff. Indicators of visibility are implied in King's

(2009) conception of university boards as predominantly symbolic entities with a public relations purpose, as ‘decorative gatherings of the great and worthy whose very presence added to the legitimacy and glow of the institution’ (65). Whilst the presence of the governing body *per se* is presented as inherently value-adding in this description, its effectiveness in ensuring holding senior management to account, or its contribution to university strategy development and review, is overlooked.

Shattock (2013) argues that university governing body influence has diminished and, through the metaphor of ‘distance’ as a dimension of visibility, regards boards as having limited influence on strategic decision-making in the new regulatory and funding environment:

Governing bodies seem simply to be wearing the emperor’s clothes; in the post-2010 world of university strategy and executive action are intrinsically linked and the governing body is just too far away from that action and too lacking in expert knowledge to contribute effectively to the policy decisions that have to be taken (223).

This depiction of distant and dilettante boards and governors is contrary to my professional experience of supporting two HEIs’ governing bodies throughout the period of policy change charted by Shattock. Engagement with executive management on the reputational, quality, public benefit and income drivers for determining tuition fee levels and student number controls and recruitment more generally, has been a feature of respective council and board contributions to discussions and decisions in the two HEIs in which I have supported corporate governance activities. This includes robust and constructive debate with senior management, extending beyond the board’s constitutional remit in approving tuition fee levels or access agreements.<sup>21</sup>

### *HE governance breakdowns - human commission and omission*

Demonstrating the dominance of structural theories, Greenhalgh (2015) in assessing the 2004-2011 governance breakdown at the London School of Economics (LSE) argues that Lord Woolf’s Report ‘presents his

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<sup>21</sup> Board deliberation and decision-making on tuition fee pricing in the two HEIs I have in worked has afforded me insights into the tensions and trade-offs including in drafting the institutions’ Office for Fair Access (OFFA) ‘Access Agreement’, and wider ‘public benefit’ and commercial factors. This includes fee income versus expenditure on student support packages, and price points as a perceived proxy for institutional reputation and quality.

recommendations almost entirely as a set of measures for tightening and clarifying the structures and procedures of governance' (207) such as the requirement for an embedded School Ethics Code. The findings of the Report therefore disregards Shattock's (2006) observation that governance breakdowns are attributable to 'acts of omission or commission' (81) by individuals, more often than the consequences of constitutional or procedural breaches. Given the general absence of board behaviour and institutional culture as factors omitted from the official audit trails of governance failure, it is unsurprising that collective governor or actor visibility remains unexamined.

However, a limited number of examples exist where a consideration of deficits in institutional visibility of the board as a factor fuelling governance failure are enlightening. The contra-transparency metaphors of board obscurity and distance from the reality of the institution are associated by Brown (2001) with governance failure at the former Swansea Institute in the late 1990s. Brown cites a 'litany of issues arising from...secrecy' (43) amongst senior management, including withholding information from a board operating predominantly 'behind the scenes' (45). Two recent cases of HEIs' governance failure illustrate how shortcomings in governing body oversight may be bound up with the extent to which it is institutionally visible, and the impact of this on its capacity to detect and challenge non-compliance, maladministration negligence and, in the first example, unethical and criminal acts. The *Freeh Report* (July 2012) into alleged incidences of child sexual abuse perpetrated between 1998 and 2001 at Pennsylvania State University, concluded that the board of trustees 'did not perform its oversight duties' (2012:15) and failed to properly investigate both allegations and subsequent criminal charges brought against a staff member.

The cultural and behavioural flaws of the board cited in the Report include over-confidence that the President was managing the allegations appropriately, leading to insufficient scrutiny of the seriousness of the allegations, or assessment of the criminal, ethical and reputational ramifications for the University. The trustees were seen to be over-proximate

rather than distant from management, thereby complicit with and complacent about “The Penn State Way’ as an approach to decision-making, and a resistance to seeking outside perspectives’ (129). The board’s close cultural alignment to the University’s mission and values impaired its independence and assertiveness in challenging management. Paradoxically the heightened integration of the Board rendered it less visible and diluted its ability to be accountable, whereby ‘The Board allowed itself to be marginalized by not demanding thorough and forthright reports on the affairs of the University’ (102),<sup>22</sup> and reduced its ability and appetite to challenge the President and other senior officers.

The London Metropolitan University (LMU) case in 2008 involved non-compliance with HEFCE and HESA data return requirements and led to the breakdown and mass resignation of the board, audit committee, the departure of the vice-chancellor, and a multi-million pound funding claw back by HEFCE.<sup>23</sup> Subsequent to the HEFCE investigation led by KPMG in June 2009, Sir David Melville’s enquiry, which was commissioned by LMU’s board, concluded that a dominant senior management team overlooked reported discrepancies in student non-completion and dropout data and the funding risks associated with this. This extended to obfuscation of information by senior management to the audit committee and the board through one ‘single bullet point in a large presentation on a wide range of funding matters, delivered without particular emphasis and not featuring as part of the subsequent discussion’ (7).

This prompts the question of whether a more assertive approach taken by a more proactive governing body would have assisted it in eliciting information and data independent of senior management. Firstly, it is unlikely, given the perceived culture of intimidation at LMU, whether key operational staff more familiar with the existence of the audit committee and board would have felt confident to bypass management and ‘whistleblow’ through escalation of

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<sup>22</sup> Chait (2012) observed that ‘Every board has to strike a balance between two undesirable extremes: one is undue deference and the other is undue interference’ (quoted in Kiley, 2012), with the former more characteristic of the board in the Penn State case.

<sup>23</sup> The incident has been cited as analogous to the LIBOR manipulation scandal in the private sector (Shattock, 2013:221) given the nature if not scale of the financial penalty imposed by HEFCE on LMU through its funding clawback.

concerns to the board. For example, the Melville Report points to the alleged blocking by senior management of concerns raised about LMU's data compliance by less senior staff which they endeavoured to escalate to the audit committee. Both the audit committee and the board are described in the Report as overly distant from those who managed the assurance activities of the University, to request information and data and understand the implications of non-compliance with the HEFCE completion rule. The board's institutional visibility and presence is not presented as a panacea or guarantor of governor or executive management avoidance of misjudgements. However, there is a role to be played by governance visibility in enabling governor engagement with wider groups of staff, which potentially strengthens the board's capacity to ask the right questions, of the right people, at the appropriate time for accountability or performance purposes.

## Chapter Three: Theoretical Approach

### 3.1 Social Constructionism

Corporate governance has been described as a 'subject in search of its paradigm' (Tricker, 2009:233), devoid of a 'single widely accepted theoretical base' (*ibid.*) and lacking empirical, methodological or theoretical coherence (Pettigrew, 1992). Despite these observations, a number of commentators identify an 'interpretive turn' in governance research in the last two to three decades (Fawcett, 2013, Wagenaar, 2011). The shift in research focus arguably seeks to redress the empirical research gaps identified by Kezar and Eckel (2004), who argue that the study of human relations in HE governance research is poorly understood, as are cultural theories examining 'how symbolism, values and beliefs affect institutional operations and focus' (374).

A social constructionist approach is adopted as the theoretical lens through which to view university governing body institutional visibility and effectiveness. Constructionism conceives the individual meaning-making actor *within* collective and shared frameworks of understanding. This study argues that university governance apparatus and the transactions of decision-making by the board, form part of this framework of understanding within which governance actors operate. Constructivism contrasts with the solipsistic stance of constructivism (Crotty, 1998:58) whereby reality solely originates from, and is generated by, individual subjects (Berger and Luckman, 1967., Lincoln and Guba, 1985). Social constructionism 'resists a simple portrait but is better understood as a mosaic of research efforts' (Holstein and Gubrium, 2011) or a 'broad church' (Lock and Strong, 2010:6), held together by 'expansive tenets' (*ibid.*). The authors identify five key themes of social constructionism: 1) an emphasis on meaning and understanding; 2) its situation in social interaction; 3) socio-cultural processes specific to time and place; 4) an anti-essentialist drive and 5) a

critical approach to power structures and operations.<sup>24</sup> Danziger (1997) identifies two strands of social constructionism. The first is a 'dark' continental mode influenced by Foucauldian and successive post-structural thinking focussing on inequalities of power. The second is a 'lighter' Anglo-American strand rooted in pragmatic concerns around the operation of contemporary social structures. This strand is relevant to the professionally-oriented nature of this research which seeks to understand visibility as a phenomenon of governing body effectiveness, and make recommendations to enhance board performance.

The role of governing body institutional visibility as a vehicle for, and part of a process of, the 'construction' and communication of the meaning, values and beliefs of the board and the governed university, will be examined in this study through adoption of a 'contingent' or 'mild' constructionist approach.<sup>25</sup> As Bevir and Krupicka (2011) observe:

Governance is a cultural practice – or better, cultural practices. It is a practice because it is a contingent activity (452).

The contingent components of constructionism adopted in this study therefore merit explanation, as does the relationship between 'realism' and 'relativism' which inform this. As Burr (1998) observes:

The extreme relativistic views that were often espoused under the banner of social constructionism seemed to lead down a road to social and emotional paralysis (14).

The contingent aspect of constructionism tempers a risk of social and emotional paralysis, and resists relativism's abandonment of any concept of reality and its 'bewildering array of alternate (and, it could be argued, equally valid) realities in themselves' (*ibid.*). Key thinkers in the field of contingent constructionist schools of thought include Searle (1995), who argues that the capacity of actors to shape 'social reality' is predicated by 'institutional

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<sup>24</sup> Burr (1995) identifies four themes uniting different social constructionist schools of thought: 1) A critical stance towards taken-for-granted knowledge; 2) Historical and cultural specificity; 3) Knowledge is sustained by social processes and 4) Knowledge and social action go together.

<sup>25</sup> This contrasts with a 'strict' or 'radical' constructionism which conceives the construction of social meaning as a constant and all-embracing process. (Sismondo, 1993).

facts'.<sup>26</sup> Searle argues that the constitutive rules by which humans are able to agree that 'X counts as Y or X counts as Y in the context of C' (1995:28) constitute institutional facts and create 'collective intentionality'.<sup>27</sup> In the university setting, such 'facts' include the decision-making structures embodied in, and operating around, the governing body. Contingent constructionism also includes a prevailing 'system of intelligibility' (Crotty, 1998:54), or mutual intelligibility which is central to actors' ability to act collectively (Garfinkel, 1967) and through which they create social order. Part of this 'order' is the assembly of 'status functions' (Searle, 1995:40) as boundary markers imbued with shared social meaning, which include the attribution of a symbolic status to physical objects (e.g., currency). Governance is arguably built on status functions through the hierarchical ordering and physical and symbolic boundaries associated with the university governing body. In turn, systems of intelligibility are created and circulate around the practice of governance, including: governing instruments, regulations and protocols and the accountability artefacts of board business items and reports as consumed and interpreted by governing body actors.

The constructionist view of actors operating within, as well as shaping, collective frameworks of understanding, aligns to the consensus-led, meaning-making of the board in seeking to serve the best interests of the university through making effective decisions. Collective and individual governor sense-making in the university context, is arguably an ongoing process and activity to aid deliberation and decision-making on matters of accountability and strategy. Institutional visibility is arguably one variable in this process of meaning-making for exploration in this study. Actor sense-making is predicated by shared and meaningful understanding of the key risks and opportunities facing the university, including in the external environment and its impact on internal structures and interests, as well as interpersonal relations and dynamics at the interface of the board and senior-management and other staff. In acknowledging the complexity and non-fixed

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<sup>26</sup> Searle adopts a linguistic approach to examine 'reality' based on a pre-linguistic undeniableity, which has also been described as 'pre-predicative intersubjectivity - that provides the possibility for discursive life' (Lock and Strong, 2010:9).

<sup>27</sup> This is alongside individual intentionality, but humans engage in co-operative behaviour through the fact that 'they share intentional states such as beliefs, desires and intentions' (1995:23).

nature of social relations, a constructionist model also supports an ‘open-systems’ approach to university governance, through examining the interaction of groups and bodies in the governance process (Kezar and Eckel, 2004) with the potential to deliver more effective governance through decision-making informed by a more contextualised and situated approach.<sup>28</sup>

The constructionist project also locates individuals in a relationship with social ‘symbolic forms’ (Lock and Strong, 2010:7). The university governing body can therefore be regarded as a symbolic institution with the potential to engender confidence in, and legitimise the leadership and direction of, the university. The extent to which the institutional visibility of the governing body constructs, sustains and communicates the governing body as a symbolic form which staff actors hold in regard and interact with at various levels is implicit in my research. This reflects Lock and Strong’s observation that constructionism is built on ‘shared agreement as to what these symbolic forms to be taken to be’ (*ibid.*) which lends itself to the collective visibility of the board as a means of helping create organisational order and stability. The view of Bevir and Rhodes (2006) is one of state-agency governance based on ‘situated agents using their local reasoning consciously and subconsciously to modify their contingent heritage’ (9). This resonates with the contingent constructionist view of actors interacting with, and re-shaping beliefs, traditions and structures in the everyday ‘doing’ of university governance. However, a wholly decentred, networked model of governance favoured by Bevir and Rhodes is not subscribed to in this study. This is on the basis that the university governing body is conceived as an axis around which the activities of governance actors, senior management and other staff groups rotate.

The final paragraph in this section summarises Giddens’ theory of structuration (1984)<sup>29</sup> to understand the ‘dynamism and globalising scope of modern institutions’ (1990:16) as applicable to the characteristics and culture

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<sup>28</sup> In line with constructionism, an ‘open systems’ approach accepts the importance of frameworks and systems in conjunction with the interactions between a range of internal and external forces and actors.

<sup>29</sup> ‘Structuration’ bridges the macro-micro dualism in functionalist sociological tradition, and advances the agency of individuals to re-shape and reform social structures and systems, in line with constructionist thinking.

of the contemporary university. Structuration theory aligns to a contingent construction approach in several ways, including its recognition of 'isolable sets of rules and resources' (1984:17) for social institutions as a fiction, arguing instead that 'Rules typically intersect with practices in the contextuality of situated encounters' (Giddens, *op.cit.*,18). From this perspective, the rules and codes of university governance are imbued with meaning in conjunction with actors in the doing of governance as a set of institutional 'practices' and 'situated encounters'. The thesis will explore the extent to which 'situated encounters' are enabled through arrangements and acts of board and its members' visibility to tiers of staff, including the vice-chancellor and their teams.

A second aspect of structuration theory resonating with this study is the observation that the 'nature of modern institutions is deeply bound up with the mechanisms of trust in abstract systems' (1990:83). This is applicable to the characteristics of the university governing body as a legal abstraction consisting of a set of 'experts' selected predominantly from outside the university. How the board is 'regarded' by staff, and whether the collective board and individual actors' institutional visibility engenders trust relations and demystifies the board as an abstract system, reflects this area of structuration theory. Cornforth (2004) identifies the apparent contradiction of the non-profit board built being built on purported 'representatives' of the governed institution's membership groups who are predominantly independent 'experts'. The implications of this paradoxical perspective for the trust and confidence that staff place in the governing body and governance more widely is potentially played out in discussions of the visibility of the board. This resonates with Giddens' notion of 'facework commitments'<sup>30</sup> as the 'trust relations which are sustained by or expressed in social connections established in circumstances of co-presence' (1990:80) as an antidote to abstract systems within modern institutions, and may shed light on governor institutional visibility and engagement outside the confines of the boardroom.

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<sup>30</sup> Giddens adapts Goffman's concept of 'face-work' (1955) to refer to individuals' impression-management strategies in everyday life.

### 3.2 Space and visibility: locating the university governing body

The university governing body may be conceived as an 'institution' and complex 'organization' of membership hierarchies, coalitions and relations<sup>31</sup>, with an identity and visibility implied by this. The form of the contemporary university governing body, however, is arguably fuzzy rather than fixed. Marginson and Considine (2000) conceive a hybrid form within the 'enterprise' university comprising corporate and public sector characteristics:

...governing bodies start to take on a distinctly corporate character (drawn not so much from business itself as from an 'ideal form' corporation modelled in public sector reform (4).

As I have argued elsewhere, the governing body occupies a unique, 'supra-institutional governance space' (Dawkins, 2011:52) outside mainstream organisational parameters. This positioning impacts on the degree and nature of institutional visibility and proximity with the governed university. Contradictions in the conception of the governing body exist when applying a spatial perspective. One viewpoint regards the governing body as a 'non-place' (Augé, 1995), bearing the features of 'the ephemeral and the transient' (VIII) through the infrequent and periodic congregation of its members for formal meetings. This echoes Deem et al's (1995) reference to the 'evanescent quality' (90) of school governing bodies, as deliberative structures 'unlike the organizational character of either educational organizations or business and commercial organizations, both of which have a greater degree of permanency' (*ibid.*). That a governing body's external members occupy professional lives outside the university, and its staff and student members have a primary role and identity within the university, reinforce the impermanence of its collective identity, as well as the shifting identities of individual governors as trustees. From a constitutional and conceptual perspective, however, the board may also be conceived as an omnipresent force, linked to its ostensible omnipotence in the university setting through its ultimate authority for all fundamental university business.

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<sup>31</sup> Deem et al (1995) apply this model to school governing bodies.

Whilst the hypothesis of the study is the interlinking of the institutional visibility and perceived effectiveness of the board, the two concepts and practices are decoupled in the next two sections of this chapter for exploratory purposes. The constructionist argument advanced is that both visibility and effectiveness are constructed and context-specific phenomena predicated by the shared understanding of board actors within the frameworks of the meaning of the governance system.

### **3.3 Constructing university governing body visibility**

'Visibility' as a mode of sensorial perceptibility, or cognitive or meteorological phenomena, is outside the scope of this study. Lending itself to a constructionist stance - visibility - whilst not wholly subjective, is regarded as a non-fixed phenomena which 'inheres in configurations, connections, events, forces, mechanisms, associations, regimes, strategies, practices, rhythms and situated activities' (Brighenti, 2010:38). These elements of visibility are exhibited through the practices enacted in, through and around the university governing body, including meetings and business reporting cycles, the constitutional protocols of membership, the business that flows to and from the board, and the interpersonal dynamics between governors and executive management.

Brighenti (2010) conceives visibility as a 'sociological category...constituted from within social events' (43). From a constructionist perspective the visibility of the governing body will be viewed through the social events in and around the board and its actors, enacted through episodes including formal board meetings, exchanges with the chair, vice-chancellor and secretary, governor engagements with senior management and less formal interactions with staff. In this study, institutional visibility is conceived as an overarching notion and conceptual shorthand for the reciprocal relationships between the governing body and staff - the board's regard for staff groupings and, in turn, staff recognition and understanding of the role and performance of the board. Within this, the study will explore the extent to which the institutional visibility of the board is instituted on a *metaphorical* basis,

through its symbolic and ceremonial status as the ultimate authority on matters of fundamental concern in the university and, in *material* terms, governance actors' doing of governance.

The non-fixed and contextually-sensitive properties of institutional visibility are illustrated by the varying degrees and dimensions of governing body presence, which depends on the different staff segments with which governors interact. Factors include the organisational and hierarchical proximity of staff groups to the governing body. For example, senior management team members with responsibility for strategic portfolios and projects will have an accountability relationship to the board, which will also entail periodic physical interaction with the board, including through attendance at governing body or committee meetings. In turn, interest groups within the university setting, such as the branch committees of the recognised trades unions are likely to be more alert to the discussions and decisions of the board than the wider staff base.

Figure One has been devised as a tool to plot the varying degrees of governing body institutional visibility. It highlights activities on a spectrum from *apparency*, as a limited and latent insight into the role of board amongst staff based on an awareness of its existence and purpose, to *transparency* as open and proactive disclosure of board business, through to *engagement* as a mode of developed and deep interactions with different staff groups, from senior management members with university-wide portfolios, through to academic staff groups. The examples cited in Figure One are not intended to be exhaustive and are approximately allocated to a point on the spectrum plotted. However, the spectrum provides a reference point against which to periodically assess the activities prioritised in the online discourse analysis phase and for exploration in the semi-structured interviews with the secretaries and vice-chancellors.



### 3.4 Constructing university governing body effectiveness

A constructionist position presents university governing body effectiveness as a process and activity, in contrast to the predominance of the inputs or outputs of board machinery in structural and systems-based models. As Schofield et al (2012) argue, university board effectiveness is 'situation and time bound' (62), implying its resistance to a single definition of 'good' governance in board practice and broader institutional success. This conception of governance effectiveness privileges 'enablers' and 'outcomes' over the fixed inputs and outputs of board performance, satisfied through compliance with external and internal governance codes and protocols, or the conduct of constitutional norms such as delegation of powers, formal reporting between bodies and the 'efficient' operation, frequency of, and coverage of business at, meetings.

Structural theories have focussed on 'process definitions of effectiveness' (Kezar, 2006), the dominance of which are disrupted by attending to analysis of the social and cultural aspects of university governance. This approach would appear to lend itself to more subjective readings of governance. However, the constructionist approach does not support a wholly solipsistic or individual personal perspective on what good governance looks like. Instead it presupposes shared positions on effectiveness, including board leadership in shaping, communicating and modelling university values, and trust in and integrity of interpersonal relationships between the board and other bodies and governors and senior management actors. Whilst it would be an artifice to assume that these non-fixed properties and processes are not social constructs and forms of sense-making in their own right, they resist what Sonnenfeld (2004) describes as the 'misleading myths of bad metrics' (108) for good governance.<sup>32</sup>

Three of Schofield's nine outcomes<sup>33</sup> of an effective governing body illustrate the constructed and contextual properties of good governance. The first

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<sup>32</sup> 'Bad metrics' include false correlations between types of board structure, such as the ratio of independent to insider directors, or demographics such as directors' age or financial literacy, and board and company performance.

<sup>33</sup> The remaining six outcomes are: Ensuring quality in academic and service provision; Effectively assessing risk and supporting innovation; Enhancing institutional reputation and competitiveness; Providing confidence in

outcome of 'ensuring that the strategic plan is achieved' may be read in the light of Jarzabkowski's 'strategy as practice' approach, as 'an active form of social construction, involving intent, skill and knowledge in the selective recognition and implementation of ongoing activity' (2005:31). The intended role of the governing body in developing, setting and monitoring a corporate or strategic plan built on a five to ten-year timeframe, is arguably critical to ensuring that clear, long-term objectives for the direction and performance of the university are met.

Construction of measures for institutional success is therefore critical for the board in conjunction with the senior management and, arguably, consultation with wider staff groupings. Part of this process of construction is the importance of mission differentiation (McConkey, 1981) for universities in a competitive global market for HE. The driver for differentiation is to mitigate the risk that HEIs set and communicate largely indistinguishable statements of strategic intent and objectives, focussing on excellence in the student experience, graduate employability, research-informed learning, impactful research, business and knowledge exchange and regional, national and global recognition. Therefore the role of the board in ensuring the strategic plan is achieved is a complex and iterative process measure, which of itself is not an outcome of success, if the strategic plan is insufficiently distinctive or not ambitious enough to ensure the long-term sustainability and success of the university. In turn, if the strategy prioritises flawed objectives for investment and growth, or apparatus such as Key Performance Indicators (KPIs) are insufficient proxies of achieving goals and objectives, effectiveness is an unlikely outcome.

The contextual characteristics of Schofield's second outcome of effectiveness in 'ensuring that financial health is achieved' is a mainstay of the governing body's ultimate responsibility for the prudent oversight of its university's assets and resources. Financial health is identified as a constructed and relative concept when applied to the real-world context of

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institutional governance; Constructively supporting and challenging the executive and other key outcomes specific to an HEI.

the HEI and the complex choices faced by governing bodies and executive management in securing long-term sustainability. For example, whilst bringing institutions into a surplus position, and maintaining or building financial reserves as a buffer for income reduction, will be a common objective for many boards and senior management teams. However, the accumulation of cash reserves at the expense of investment in institutional infrastructure for growth may be a flawed activity.

The third outcome identified to illustrate the constructed and contextual nature of governance effectiveness is the board's role in 'ensuring accountability and regulatory compliance'. As illustrated in my IFS, this arm of the board's remit is one of the most well understood at least amongst governors and senior management, where concerned with the board's authority and accountability to HEFCE and other sector regulators. However, in my IFS, it was argued that governing body 'accountability' extended beyond the formal regulatory relationships and assets reported to HEFCE and other sector bodies, including as relevant to this study its accountability and wider stakeholder duties, including to staff. A view of 'accountability as regulation' from a constructionist perspective presents accountability as a part of a process and regime which includes the rendering 'visible' to and from the governing body, the measurement and achievement of KPIs as systems of classification and proxies for effectiveness, rather than integral indicators of it in its own right. The widespread use of KPIs by governing bodies in HEIs to monitor institutional performance on 'a range of areas of institutional activity at a strategic level' are one means through which rendering executive management accountable' (CUC, 2006:2). An optimistic view of KPIs would be their ability to crystallise and bring visibility to the governing body of complex performance outcomes which in contrast to the practice of presenting them 'with a voluminous and detailed operational risk register' (*ibid.*,3) is a means of presenting the 'five things that could put us out of business' (*ibid.*). However, KPIs risk being simplistic and reductive measures when viewed and monitored in isolation from a wider performance context.

Re-coupling the construction of effectiveness and visibility is realised through the processes of 'disclosure' and 'transparency' as devices rendering visible specific aspects of board and governance accountability to a range of audiences. Whilst not explicitly identifying committee visibility, Spira's (2002) 'ethnography' of the company audit committee describes its disclosure activities as a display and performance, dependent on visual and visible properties, to engender shareholder confidence. These processes reinforce the role of the audit committee as 'the public symbol external to the company necessary to enrol suppliers of finance and resources, it acts as a symbol of authority and control within the company, enrolling employees' (Chapter 5, 5.5) which are arguably reliant on the committee's visibility.<sup>34</sup> In HE, the devices deployed by HEIs, and demanded by the sector regulators include the *Statement of recommended practice (SORP): accounting for further and higher education* (2007 and 2015) protocols for disclosure and financial reporting standards, and audit committee's annual opinion on the university internal control and risk environment, approved by the governing body. Compliance with these outcomes as a measure of good governance, however, needs to be treated with caution in the context of the reality of university performance. Conformance through compliance with regulatory requirements and a specific sector-body definition of accountability, is an inadequate proxy for strong, or even sound, institutional governance. For example, Plymouth University satisfied HEFCE that it was compliant with the formal accountability arrangements as assessed through the annual accountability and five-yearly assurance review process. However, these formal processes failed to identify the cultural and behavioural risks of deteriorating relationships amongst senior management and senior governors, culminating in a recent high-profile governance breakdown.

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<sup>34</sup> Indirectly linked to boards, a study by Campbell, McPhail and Slack (2009) examines facial representation in the annual reports of 14 FTSE 100 companies as a disclosure and transparency device, through the strategic selection of stakeholder facial images to legitimise the positive impact of companies.

## Chapter Four: Research Design and Methodology

### 4.1 Methodology: Theoretical basis

The scope of the study is the funded and regulated English HE sector, from which a sample of English HEIs is identified. Within the sample, the main focus will be on the institutions' governing bodies, the online descriptors of their role, and the perspectives of a sub-set of secretaries as key actors coordinating and supporting board arrangements and business.<sup>35</sup> A qualitative mixed methods approach is adopted through the staged delivery of governance webpage discourse analysis (DA), followed by semi-structured interviewing. This is preceded by a preparatory phase zero to codify, at headline level, the content, navigability and interactivity of the sample HEIs' corporate governance webpages. Johnson and Onwuegbuzie (2004) define mixed methods as a 'class of research where the researcher mixes or combines quantitative and qualitative research techniques, methods, approaches, concepts or language into a single study' (17). Influential commentators such as Creswell and Plano Clark (2011) reinforce this view, by arguing that mixed methods focusses on 'collecting, analyzing, and mixing both quantitative and qualitative data in a single study or series of studies' (2007:5). Prior to discussing this study's research design, including the different weightings, sequencing of, and interaction between the two key methods, the epistemological and theoretical considerations underpinning the mixed methods model merit examination.

Tashakkori and Teddlie (2003) argue that mixed methods research constitutes a 'separate methodological orientation with its own worldview, vocabulary and techniques' (10), which is a view echoed by Johnson et al (2007) who regard it as a 'research design with philosophical assumptions as well as a method of enquiry' (5). Greene (2007) extends these perspectives to identify mixed methods as an epistemological arena in its own right, through its enlistment of 'multiple mental models into the same inquiry

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<sup>35</sup> Private and for-profit providers are excluded from the sample in being exempt from HEFCE and HESA reporting at the time of selecting the sample. However, many are increasingly replicating or borrowing governing structures and systems of self-regulation in the HEFCE requirements and CUC guidance, reinforcing the view that many are 'closely aligned with government priorities' (Fielden, 2010:6) for HE.

space...towards a collective generation of better understanding of the phenomenon' (12), thereby transcending the binaries played out in the 'paradigm wars'<sup>36</sup> cited by early mixed methods commentators. The combination of desk-based research into university website content and discourse analysis as a precursor to the principle focus on semi-structured interviewing, collectively form a new 'inquiry space', to advance a wider understanding of the phenomenon of governing body visibility and effectiveness than could be gained through selection of a single method. Mixed methods research therefore creates a 'horizontal' inquiry space through the breadth of focus on multiple institutional sites in the sample, compared to a 'vertical' or depth-model of a case-study.

The mixed methods approach upholds an inductive model of reasoning, whereby patterns of meaning are identified by seeking responses to 'exploratory' rather than 'explanatory' research questions on the role of the governing body and governor visibility. This could be regarded as an interpretivist approach to 'generate or inductively develop a theory or pattern of meanings' (Creswell, 2003:9), which connects to the contingent constructionist philosophy of this study. Within this mixed methods framework, dominant weighting is given to semi-structured interviewing, to explore the socially constructed character of the lived realities (Denzin and Lincoln, 2005) of secretaries and two vice-chancellors through their perceptions on board and governor institutional visibility and its impact on governance effectiveness. Figure Two summarises the constructionist lens through which this topic is examined, and the alignment of the qualitative mixed methods for understanding of it.

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<sup>36</sup> The paradigm wars relate to the primacy of one paradigm over others, with each offering their own merits. (Guba 1990:27). A number of schools of thought are identified on a spectrum, from purists who advocate the use of a single method and resist the combination of methods, through to those who contend that certain methods can be used in specific situations.

Figure Two

Constructionist Features	Research Methods
<p>The consensus-based and shared impetus of decision-making at board level represents a shared framework of understanding and meaning-making. The collective understanding of the role of the board through its multiple modes of engagements with groups of staff supports a contingent constructionist project, as does visibility as a process for enabling this.</p>	<p>DA of the website governing body role descriptors, which discursively construct and position (re)present the governing body.</p>
<p>Individual actors in university governance have a key role to play in meaning-making and mediating of discussions and actions in the 'doing' of governance.</p>	<p>Semi-structured interviewing is underpinned by shared assumptions between interviewer and interviewee. The technique also enables interviewer and interviewee agency and autonomy to create meaning through the exchange.</p>

#### 4.2 Methodology: Research Design

The research design comprised the following:

Phase One: discourse analysis of discrete online governing body descriptors.

Phase Two: semi-structured interviews with secretaries and two vice-chancellors drawn from the institutions sampled in phase one.

The two phases were preceded by a phase zero of content analysis of university governance webpages forming the sample of 20 HEIs. However, the approach and analysis of the findings are not a core part of the thesis, and are summarised in Appendix Three. Whilst the content analysis phase is quantitative in focus by mapping webpage 'content in terms of predetermined categories in a systematic and replicable manner' (Bryman, 2012:289), its inclusion as a precursory phase was intended to satisfy several purposes. Firstly, mapping governance webpage content and site architecture provides a structure for my familiarisation as a researcher with the wider online context of the webpages within which the discourse strands and fragments of the governing body role-descriptors are located. Secondly, the webpages'

architecture, such as the interactive and navigational features of links to academic governance and executive management, provide a structural reference point for examining the discursive construction and (re)presentation of boards at phase one. Phase zero therefore supports a definition of content analysis in 'making replicable and valid inferences from texts (or other meaningful matter) to the context of their use' (Krippendorff, 2004:19).

Of Creswell's three types of mixed methods research design<sup>37</sup>, this study satisfies several features of a 'sequential transformative' strategy of selecting 'the methods that will best serve the theoretical perspectives of the researcher...(it) may be able to...better understand a phenomenon or process that is changing as a result of being studied' (2003:216). In turn, the research design highlights the need for 'interaction' between the methods used across the three phases (including phase zero) to inform and influence the subsequent phase, rather than the 'independent' integration of these (Greene, 2007) as part of the concluding analysis. For example, it is envisaged that selected themes emerging from the online discourse strands will provide the context for topics included in the interview guide, which serves as a reference point for the conversations generated through the semi-structured interviewing in phase two.

The inter-stage 'interaction' between the research methods will be supported by the potential for triangulation of findings once the two phases are concluded. Triangulation encompasses a range of definitions and applications. This includes Denzin's influential definition of triangulation as the conjunction of different research methods 'to maximise the validity of field efforts' (1978:304). Hammersley (2008) expands the usage of triangulation as: 1) a tool for validity checking of one set of findings through use of others; 2) an indefinite approach for the collection of accounts from different

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<sup>37</sup> Creswell (2003) identifies three mixed methods patterns: 'sequential explanatory', 'sequential exploratory' and 'sequential transformative' models. The sequential explanatory approach commences with a quantitative technique, subsequently explained by a qualitative one. In the exploratory mode, qualitative methods precede the quantitative component, with the former given greater weighting to focus on 'exploration' rather than 'explanation' of meaning.

perspectives; 3) seeking complementary information, and 4) as a lever for epistemological dialogue or juxtaposition.

The first definition of triangulation as a technique for cross-validation of the reliability of quantitative and qualitative research methods is not an objective given the weighting given to interviewing as a research tool. Kelle and Erzberger (2003) confirm this judgment by observing that 'qualitative and quantitative methods are less suited to reciprocal validation than to complementing each other' (174). Triangulation as the usage of different methods to prompt epistemological dialogue, as per Hammersley's fourth definition, is also excluded, as the study adopts the single theoretical perspective of contingent constructionism. However, the second and third definitions resonate with the research design. The second sees the use of website DA and interviewing as generate alternative 'accounts' and perspectives on governing body institutional visibility and its impact on performance. In turn, the third usage of triangulation as a framework for gathering complementary information and data aligns to the analytical objectives of the research design. This definition of triangulation is reinforced by Jick (1979) who argues that:

it can be something other than scaling, reliability, and convergent validation. It can also capture a more complete, *holistic*, and contextual portrayal of the unit(s) under study' (603).

The potential for the triangulation to go beyond a 'strategy of validation' (Flick, 1992, 2004) is therefore the objective of this study, to develop a complementary and broad understanding of the phenomena of governing body visibility and effectiveness.

### **4.3 Sampling strategy**

#### *Sampling framework*

Based on Universities UK (UUK) and HESA data, a total of 131 publicly-funded HEIs existed in England in January 2013, from which a sample of 20

HEIs was selected.<sup>38</sup> The HEIs included in the sample ensured selection of a sufficient number and spread of organisations, through a sampling strategy with each university's legal structure, staff population volume and student population as elements. The first element comprises the three principal legal structures of HEIs in England: the chartered corporations, HECs and companies limited by guarantee. The size of the staff and student bodies therefore ranges from large staff bodies and student populations through to specialist institutions with small staff numbers and concentrated student numbers. The academic organisation of the HEIs was not a variable in sample selection, but was an outcome of the process of ensuring the HEIs spanned a range of staff and student volumes, and includes multi-faculty universities, through to specialist institutions and conservatoires.

Volume thresholds were established through reference to eight pre-existing student population bands set by the Quality Assurance Agency (QAA), to determine annual subscription fees payable by HEIs. The bands began at Band A for HEIs with up to 1000 students, through to Band H for institutions exceeding 30000 students. Reference to student population bands was not intended to imply that the student volume criterion carried greater prominence than staff volume or institutional legal structure. However, it provided a pre-existing framework for building the sample and populating each band with HEIs. Eligible HEIs satisfying the student number bands were drawn from published Higher Education Statistics Agency (HESA) datasets collated from the 2010/11 HESA Student return and the 2011/12 HESA Staff return.<sup>39</sup> <sup>40</sup> My sector knowledge of the legal structure of HEIs enabled me to ensure that a spread of HEIs, pre and post-1992s were identified in parallel with satisfying the student number ranges. The sample of 20 HEIs is not selected to generate wholly reliable data, representative of

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<sup>38</sup> The total number of English HEIs separately counts institutions in a federated structure, e.g., the Colleges of the University of London.

<sup>39</sup> Numbers and categories of academic and non-academic staff are not disaggregated.

<sup>40</sup> Sample selection was on the basis that no direct correlation existed between student and staff volume in HEIs. To illustrate, universities with a student population of approximately 15000 may have a significantly higher staff population count than an HEI with much larger student numbers, based on resource drivers such as the research environment of the institution and the number of staff funded for research, or HEIs with medical and dental schools requiring increased numbers of technical staff.

the entire English HE system. Instead, the objective was to draw generalizable findings about the characteristics of corporate governance arrangements in the English HE sector, and the inclusion of approximately 17% of HEIs reduced the risk of sampling error, including the gathering of unrepresentative or distorted data, about which no generalisations could reliably be made.

Selection of the sample HEIs and their mapping to the eight student number bands was not intended to be proportionate to the total number of HEIs in each student volume range. However, a key consideration was ensuring that HEIs in Bands A and H, as the extremes of the student volume range, were not disproportionately represented. In turn, proportionate selection of institutions representative of the three principal corporate forms for universities was not undertaken, but was informed by sector knowledge to ensure that a broad spread of HEI legal structures featured in the sample. Figure Three identifies the 20 HEIs and data for each of the three components of legal structure and staff and student volume.

Figure Three

Band	Student Number Range	HEI	Legal Structure	Student Volume 2011/12 (N=)	Staff Volume 2010/11 (N=)
A	>1001 students	Royal Central School of Speech and Drama (University of London)	Company Limited by Guarantee	990	145
		Leeds College of Music (Data 2010/11 as not available in 2011/12)	Company Limited by Guarantee	720	255
B	1001- 4000	Royal Agricultural University	Company Limited by Shares	1190	215
		Newman University	Company Limited by Guarantee	3150	305
C	4001- 7000	St George's University of London	Chartered	5115	850
		Harper Adams University	Company Limited by Guarantee	6405	465
D	7001- 10000	University of Gloucestershire	Company Limited by Guarantee	9080	1275
		Buckinghamshire New University	Higher Education Corporation	9775	775
E	10001- 15000	University of Bradford	Chartered	14210	1785
		Queen Mary, University of London	Chartered	14860	3735
		University of Worcester	Higher Education Corporation	10695	1475
F	150001- 20000	Bournemouth University	Higher Education Corporation	19750	1510
		University of Durham	Chartered	16570	3980
G	20001- 30000	Salford University	Chartered	21755	2680
		De Montfort University	Higher Education Corporation	21795	2370
		Birmingham City University	Higher Education Corporation	23165	2380
		Newcastle University	Chartered	21055	5435
H	(30001 >)	Plymouth University	Higher Education Corporation	31105	2865
		Open University	Chartered	201270	10920
		Nottingham University	Chartered	35630	7145

The phase zero content analysis of governance websites was the basis for identifying the HEIs for inclusion in the sample, as the institutional sites from which the interview participants would be selected. Sample continuity between phases one and two was secured through the relationship between the 20 HEIs' online governing role-descriptors as the focus of DA and the fact that a sub-set of secretaries and vice-chancellors were selected for interview from 10 of the institutions.

*Semi-Structured interview sample: the importance of the secretary or clerk*

10 clerks and secretaries of the governing bodies in the sample were identified for semi-structured interview, supplemented by two vice-chancellors from two of the HEIs from which secretaries were selected.<sup>41</sup> Shattock (2006) observes that the role of the secretary 'acts as a guarantee for the way the institution as a whole reaches corporate decisions' (22). However, the focus on secretaries as the key sample sub-set in this study extends beyond their formal constitutional duties, to examine the wider influence of the role in supporting the conditions of effective governance. This study therefore seeks to build on the work of Llewellyn (2009) which credits the contribution of the secretary in supporting governance processes and relationships in both an individual capacity and through a 'triadic' network with the chair and head of institution. The rationale for focussing on the perspectives of university secretaries reflects the professionally-oriented nature of this study. On this basis, the findings are intended to develop my professional practice as a board secretary, and advance an understanding of the conditions for effective governance, in which institutional visibility as overlooked variable influencing board performance.

In turn, my own experience as a secretary, and discussions with peers, reinforces the secretary as occupying a pivotal role in and across the governance 'spaces' of the university (Dawkins, 2011), acting 'as a bridge in

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<sup>41</sup> The specific nature of the sampling approach is built on an acknowledgment that the sample sub-sets would be wider than secretaries and heads of institutions, including the random or targeted selection of wider staff audiences, senior management and board actors including the chair, other independent governors and staff and student governors.

a set of roles and relationships' (Llewellyn, 2007:164) at the interstices of the board and senior management and, also relevant to this study, the wider academic and professional support staff groups, as a key audience for board visibility. The organisational positioning of the secretary brings potentially unique perspectives on board institutional visibility, is the secretary's requirement to 'respond to two bosses' (*ibid.*) through reporting to both the chair and, in many cases, the vice-chancellor. The negotiation of the secretary's professional identity is evident in this dual-facing role, in being independent from senior management through their appointment and monitoring by the chair and wider board, whilst often being a member of the senior management team with a wider portfolio of management responsibilities.

As the specific focus of this research is board visibility, the secretary plays a key role in identifying, maintaining and developing the mechanisms and platforms on which the board's institutional presence and profile is predicated. This includes the development and maintenance of online internet and intranet-based information on the board and its members, as examined in phases zero and one of this research, and circulation and communication to staff more widely of the key discussions and decisions of the board. Secondly, the perspectives of the secretary are paramount and have implications for understanding institutional visibility, given their responsibilities for governor induction and ongoing activities which support the board's collective development and as a gatekeeper, negotiator, or key contact for governor entry into the academic and professional support departments. Finally, the secretary is often regarded as in closer proximity to staff groupings and, as a minimum, is often the principal avenue through which governing body matters are communicated to staff. This observation is supported by Llewellyn's study of UK university secretaries which cited examples where, 'the secretary took the initiative to build relationships with groups perceived to be more distant from the work of the governing body' (2007:166).

However, alongside the empirical merits of examining the perspectives of my professional peers in the sample HEIs, logistical factors influenced the sampling decisions. Identification of university secretaries afforded relative ease of access to the sample group and increased the likelihood of me securing the consent of individuals targeted to participate. This was facilitated by drawing on existing professional networks, and the preparedness of peers to reflect on professional problems linked to governance, including that of managing the collective institutional visibility of the board and governors and the link to performance and effectiveness. Interviewing vice-chancellors was not a compulsory component of the research design, contact with whom was facilitated through the secretaries interviewed from the two institutions in the sample.

### *Sample Size*

The optimum sample size to yield meaningful and valid results in qualitative research is the subject of critical debate, with no clear consensus position. Marshall et al (2013) note the 'lack of standards for sample size' (11) and the potential deterrent this presents for undertaking qualitative research. For example, suggested sample sizes for interviews range from 20-30 (Creswell, 2007) to 30-50 (Denzin and Lincoln, 2005) for studies using a grounded theory approach. The relatively high volume of interviews proposed may be linked to the inductive, theory-building approach uniting this model, and the threshold at which 'saturation' (Lincoln and Guba, 1985) or 'thematic redundancy' (Beitin, 2012:244) occurs, as the point at which data generated are unlikely to yield further insights. In contrast, qualitative interviewing undertaken in a phenomenological mode, which seeks to explore the perspectives of subjects but does not focus on theory-building, proposes sample sizes of 6-12 (Thomas and Pollio, 2000), or a flexible range of 2-10 (Boyd, 2001).

The decision to create a sample population of 12 in-depth, semi-structured interviews for phase two of the research was not based on any of the ranges identified above, thereby avoiding the trap that 'Many qualitative researchers

seemingly select the size of their samples in an arbitrary fashion' (Onwuegbuzie and Leech, 2007:115-116). However, a sense of what might constitute saturation given the characteristics of the principal sample group of governing body secretaries influenced my decision-making. To illustrate, it is recognised that cultural differences exist across the 20 HEIs comprising the sample, as do organisational variations in the size and shape of the institutions, as reflected by student and staff population as elements informing the sample construction. However, my professional insights of other HEIs beyond the one in which I am currently employed, informal discussions with colleagues, and the regulatory requirements and guidance set by HEFCE and the CUC for the UK HE sector, have led to an assumption that a degree of structural similarity exists between university governing bodies and actors in the sample HEIs. Common characteristics include features associated with the size and composition of the university board and types of role for senior management actors in and around the governance system, which arguably lead to a degree of shared professional experiences encountered by board secretaries in advising these groups, and supporting their governance arrangements.

The above assumptions therefore influenced the sample size for the semi-structured interviews, whilst ensuring that the secretaries identified were drawn from across the seven institutional bands summarised in Figure Three. Alongside the methodological considerations, logistical and resource constraints influenced the interview sample size, reflecting the view that conducting interviews is intensive, creative and 'active' work (Holstein and Gubrium, 1995) and 'costly and time-consuming', thereby exerting 'extraneous pressures to reduce the numbers to a minimum' (Oppenheim, 1992:68).

#### **4.4 Websites as research sites**

Linked to the phase one DA, an overview of the use of websites as sites *of*, rather than tools *for*, research is required. Commentators have argued that the internet extends beyond 'space' to constitute a 'place', which is not just

imbued with the attributes of everyday life, but is an integral part of it for internet authors and users (Howard and Jones, 2004). The internet therefore constitutes a cultural context (Hine, 2005), with websites embodying and embedding socio-cultural texts in and through which discourses are constructed, circulated and interface with human actors. As Seale (2007) observes, sources of social research include building designs, lyrics and websites. This study's inclusion of university websites as a text and document for DA (and phase zero content analysis) is a novel approach in HE research, providing a specific window - through a seemingly ubiquitous medium of the web - into the presence of the governing board. Whilst the DA phase using the online environment is a precursor to the semi-structured interviewing, its incorporation into the research design may be seen as an antidote to 'Qualitative researchers' almost Pavlovian tendency' (Silverman, 2007:42) to focus on interviews.

No research is identified in the literature review which attends to the effectiveness of websites as platforms for communicating or legitimising the constitutional or cultural aspects of a university's corporate governance arrangements at the level of the governing body. Whilst corporate governance and leadership may not be considered central to an HEIs' 'branding promise'<sup>42</sup>, the online profile of the governing body may nonetheless help shed light on its role in building confidence amongst prospective students, sponsors, alumni and staff in the running of the organisation. The coding framework for phase zero content analysis is not covered in this section, and is summarised in Appendix Three, along with the findings from this exercise.

#### **4.5 Discourse Analysis (DA) of online governing body role-descriptors**

##### *DA and governing body institutional visibility*

DA of the narrative summaries of the role of university governing bodies on the sample HEIs' websites provides a window into the visibility of the

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<sup>42</sup> Chapleo et al (2011) examined the effectiveness of 20 UK university websites in creating brand capital and 'brand promises' for 'teaching', 'research and management excellence', 'international projection', 'universities environment', 'innovation and corporate social responsibility'.

university governing body in several ways. As noted in Appendix Three, university websites are potentially powerful platforms for, and media through which, information about the university governing body is communicated. Firstly, the online governing body role-descriptors constitute core textual content on its purpose and the members populating the board structures, and is therefore one potential vehicle, if constructed and disseminated effectively, through which the visibility of the board can be projected to web-users. This literal means for governing body visibility, however, is tantamount to content analysis based on the 'description' of the board including its 'recognizable features or characteristics marks' (Potter, 1996:9) of an aspect of the organisation of the university.<sup>43</sup>

However, the richer focus of DA as an avenue for understanding governing body visibility is through examination of the discourses around the board's role and contribution to institutional performance, and how the board is present(ed) in the web-based descriptors, including its relationship to other leadership actors and governance structures. Discourses of, and around the governing body are therefore inherently political, and are associated with institutional visibility through analysis of which discourses on aspects of the governing body's role are prioritised over others, whether these are its formal constitutional and legal basis, its stewardship and trusteeship status or its strategy-setting and development role. For example, constructing the summary role descriptor of the governing body entails authorial and editorial decisions, whether conscious or inadvertent, about which aspects of the remit and contribution of the governing body and its actors are featured and foreground, and which are downplayed, ambiguous or absent. This has implications for how governing body effectiveness is discursively constructed, and which aspects of its contribution to university success are conceived more influential than others.<sup>44</sup> An assessment of the distance

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<sup>43</sup> A corpus linguistics approach to DA (Baker, 2006), through identification of patterns such as frequencies, clusters, collocations and keywords has been excluded.

<sup>44</sup> This prompts a wider discussion on what is rendered 'official' and 'legitimate' in a university online environment. Firstly, whether websites constitute 'official' or 'unofficial' text(s) is debatable. Arguably, HEIs' governance webpages represent official discourses of HEIs' corporate information and narrative, distinct from predominantly web-based promotional and marketing content around academic and research excellence or distinctiveness. 'Official' discourses do not automatically confer institutional authority and legitimacy. For example, Goldsmiths

between governing body discourses and the ‘reality’ of what the board and its actors undertake in practice in the ‘doing’ of governance, will be explored through observations on the board institutional visibility and effectiveness nexus in the interviews.

Therefore, the approach to DA in this study broadly aligns to a Critical Discourse Analysis (CDA)<sup>45</sup> perspective, through its reading of the governing body as a social institution in and around which ‘ideological-discursive formations’ (IDFs) (Fairclough, 2010) circulate. The principal thrust of CDA is that all discourse ‘does ideological work’, including ‘the role of discourse in the (re)production and challenge of dominance’ (Van Dijk and Teun 1993). The extent to which web-based discourses on the profile and role of university governing body (re)produce modes of orderly social interaction (Silverman, 2001) between powerful groups in the university will be examined. However, the intended approach and analysis of DA of webpage board descriptors does not assume that asymmetries of power exist between the governing body and executive management and academic boards and senates, or that one set of discourses is dominant over others.

#### *DA and constructionism*

The reason that DA supports the contingent constructionist stance of this study is its recognition of the constructed nature of ‘reality’, and discourses as means of (re)presenting specific realities around corporate governance, the role of actors in shaping and making meaning through discourse, and its potential to be re-made and re-interpreted by those entering into a dialogue with discourse, whether through ‘text’ or ‘talk’. It is acknowledged that the focus on HEIs’ public governance websites does not enable examination to be centred solely on how the governing body is discursively present(ed) to

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College, University of London use the descriptor ‘Goldsmiths Official’ for the governance and regulatory online content, juxtaposed with the predominantly creative reputation of the College.

<sup>45</sup> A number of CDA-influenced studies examine discourses in documentation generated in HEIs (Van Dijk and Teun., 1993, Gee, 2005., Fairclough, 2010), including discourses of marketization in advertisements for academic posts, prospectuses and programme materials (Fairclough,1995), textual and visual representations on university websites (Askehave, 2007), the ‘discourse of corporate management, reform and transition, the discourse of quality and of EU (European Union) institutions’ in Romanian HE (Chiper, 2006:720) and student recruitment in 12 US colleges which privilege commercialism over under-represented ‘social goods’, including class and sexual orientation (Saichaie, 2011).

staff and other internal constituencies of the university. In turn, it is important to note that the reception, reading and re-writing of the online discourses by staff groups will not be examined in this study, in take a desk-based approach to DA of the role-descriptors as an asset for independent analysis.

However, the reason that the focus on public websites is selected is that the implications for institutional visibility of the governing body are two-fold. Firstly, those shaping, authoring and editing the online discourses are institutional actors, normally within the university secretary's team. Secondly, the discourses around the governing body may include the implications of its positioning within the organisational hierarchy of the university, including the vice-chancellor and executive management and academic governance structures and systems. In summary, the discourses around the governing body provide an optics for the 'construction' rather than the 'description' (Potter, 1996) of its role and contribution to institutional performance, as a 'critical' rather than a 'descriptive' (Fairclough, 2010) analytical approach.

### *The DA 'toolbox'*

Jäger (2001) identifies a discourse-analytical 'box of tools' (52) as a loose framework for DA of the online governing body role-descriptors. The toolbox is not recommended as a 'table of contents which has to be adhered to slavishly' (36) but instead serves as a reference point for governing body role-descriptor analysis. Two features of the toolbox provide a metaphor and structure for understanding the online textual summaries of the sample governing bodies. The first is Jäger's concept of 'discourse strands' as the wider analytical platform for discourse, such as the governance website and mores specifically the role description as a discrete narrative. The second is the notion of 'discourse fragments' as the analytical sub-sets of the discourse strand, which may form themes arising from the DA. Column one in Figure Four summarises the sequence and structure of the DA 'toolbox', with column two outlining the means through which the toolbox links to the wider structure of this study. Whilst there is a link between phase one and interview

phase two in the research design, the DA toolbox is not directly related to the interviews on the basis that semi-structured interview data are not defined in terms of discourses, and are not subject to DA.

*Figure Four*

DA 'toolbox'	Means
Brief characterisation of the 'discourse plane' as the broad context and platform for analysis.	Chapter One provides the discourse plane in locating the policy and literature context of the HE governing body, supplemented by the theoretical platform in Chapter Two.
Establishing and processing the material base or archive.	Sample identification of 20 HEIs' websites, and the distinct governing body pages as the material base.
Structure analysis: evaluating the material with regards to the 'discourse strand' to be analysed.	Analysis of role-descriptors leads to identification of four principal discourse strands.
Fine analysis of one or more of the 'discourse fragments' as constituents of the discourse strand.	Discourse fragments include the detailed elements within the discourse strands, e.g., reference to the nature of the language used to position the role of the board.
Overall analysis of the sector concerned.	The theoretical, literature and policy context covered in Chapters One and Two, supplemented with real-world insights from the interview participants, provide the overall analysis.

For Jäger, understanding the process of discourse production is key to the context for its analysis. Applied to webpages, this is a complex process, with production as a mixture of content, accumulated and edited by authors over time. On this basis, caveats are associated with the process of production of governing body role-descriptors, and identification of inconsistencies, discrepancies and contradictions within the discourse fragments, may be a reflection of the messiness of content production, rather than reliable or coherent ideological positions. However, a number of assumptions may be made on the process of discourse production, including that the authoring and editing of webpage text is undertaken by professional services staff

including the secretariat or equivalent function. A further assumption made is that the role-descriptors and contextual constitutional and regulatory context will be drawn from HEIs' governing instruments, or the CUC's *Model Statement* (2009:111-112) for governing bodies. Therefore, the role-descriptors may include to the governing body role in setting and monitoring institutional mission and strategy, overseeing finances, estate and infrastructure, the staff employment framework, and non-delegable activities including the appointment, performance review, discipline and dismissal of the vice-chancellor and secretary.

#### *Practical considerations in DA*

As van Dijk (2001) observes, 'full analysis of a short passage might take months and fill hundreds of pages. Complete discourse analysis of a large corpus of text or talk....is therefore totally out of the question' (99). Therefore, focussing in on the discursive frame of the governing body role-descriptor is also influenced by practical considerations, including the time constraints to invest in this phase of the research across the sample of 20 HEIs' websites, relative to the greater weighted given to the semi-structured interviewing.

### **4.6 Semi-Structured Interviews**

#### *Epistemological Context*

Semi-structured interviewing was the sole research method selected for generating data on governors' understanding of accountability in my IFS, and forms phase two of this research. The semi-structured interviewing of a sample of secretaries and two vice-chancellors enables actor interaction and data generation in a framework of shared understanding, or 'conversations with a purpose' (Burgess, 1984:102), informed by the peer professional exchange between myself as interviewer and the participants. In turn, the sensitivity of the technique to the situated and constructed nature of meaning (Mason, 2002) supports the constructionist model of this study. Modes of interviewing may therefore be located on a spectrum, from 'standardized' interviews through to a 'depth' model (Oppenheim, 1992:67), which may otherwise be described as quantitative, survey-based models through to

free-form approaches to interviewing. The semi-structured interview is located on this spectrum between quantitative survey-based models and depth or 'exploratory' interviews, but more heavily lent towards the latter as an approach which is 'essentially heuristic: to develop ideas and research hypotheses rather than gather facts and statistics' (*ibid.*). Identifying five types of interview,<sup>46</sup> Morse (2012) argues that 'Semi-structured interviews are used when the researcher knows a reasonable amount about the topic - enough to identify the domain and the questions to be asked - but does not know enough to anticipate the participant's responses' (199). There is, however, a mismatch between Morse's basis for deploying semi-structured interviews and the professional knowledge I hold, and the experiential encounters which inform this study. To illustrate, my knowledge of the field is sufficiently extensive to pre-empt a range of response profiles on governor visibility and role understanding, which will also be informed by the data gathered in phases one, as well as the content analysis of phase zero.

#### *Menu of Questions and Interview Delivery*

Semi-structured interviews comprise a greater degree of structure than a wholly qualitative, unstructured method characterised by the 'absence of a pre-designed set and sequence of questions' (Mason, 2002:67). The technique allows a flexible set of topics to be identified to support interactional dialogue between interviewer and interviewee as co-creators of the data generated. Alongside this, an 'interview guide' was devised prior to the interview event to enable the identification of primary topics to cover with participants. An interview guide is intended to be a reference point rather than a strict sequence supporting the questions, and 'is flexible regarding the phrasing of questions and the order in which they are asked, and allows the participant to lead the interaction in unanticipated directions' (King and Horrocks, 2010:35). McNamara (2009) places importance on the interview guide as a device for the researcher:

to ensure that the same general areas of information are collected from each interviewee; this provides more focus than the

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<sup>46</sup> 'Unstructured', 'Guided', 'Focus Group', 'Semi-Structured' and 'Guided'.

conversational approach, but still allows a degree of freedom and adaptability in getting information from the interviewee' (quoted in Turner, 2010:755).

The interview guide adopted for this study, consists of six core topics to capture secretaries' and two vice-chancellors' perspectives on:

- 1) whether the governing body enjoys a high or low profile amongst staff in the HEI base of the interviewee and the implications for its effectiveness;
- 2) management of the institutional internal communications and media about the role of the governing body, its deliberations and decisions, and the contribution of this to understanding the performance of the board;
- 3) board and senior management encounters on a collective and individual basis, and visibility as an expression of this, and factor in the nature and tone of these;
- 4) board, academic board or senate co-visibility as a factor in supporting understanding of the respective remits of these bodies for academic strategy, policy, structure and activities;
- 5) visibility as a vehicle for governing body reflection on its collective purpose and role, and its perception amongst staff stakeholders;
- 6) risks to governing body performance linked to various modes of institutional visibility amongst staff groups.

Appendix One provides examples of question phrasing using the interview guide format, along with the identification of a set of secondary prompt topics. For each interview conducted, topic one on the findings of the 2009 LFHE and the CUC survey of governors and senior staff views on staff understanding of the role of the board formed the opening question to each interview. The placement of this at the start of the interviews was on the basis that most participants would have a degree of familiarity with the research undertaken, as an external point of departure to prompt reflection

on interviewees' own institutional arrangements. The sequencing and specific shape of subsequent questions remained fluid, influenced by the direction of discussions in each interview context. The prompt questions were intended as aids to ensure conversation was not exhausted, including the citing of general, scenario-based examples about governance practices and problems with which participants may be able to identify as a cue for reflection on their own experiences.

A total of 12 interviews were conducted between January 2014 and July 2014, ranging from 28 to 46 minutes' duration, as summarised in Appendix Two. The distribution of interviews across this period was informed by a general objective to conduct two interviews per month over a six month period, subject to my professional commitments, participants' availability, and opportunistic encounters with secretaries drawn from the sample, a number of which converted into a commitment to participate in an interview. Opdenakker (2006) identified four principal modes of delivering interviews: face-to-face (FtF), telephone, MSN messenger and e-mail. The first two modes were used in this research, with five conducted on a FtF basis and seven by telephone, with the second method facilitating interviews across geographical distances. Mason (2002) observes that telephone or online interviewing are not automatically de-contextualised, compared to the FtF approaches. However, the 'situatedness' of the interview as supported by visual and somatic cues of the participant and interviewer are absent in telephone interviewing. Other practical considerations included the clarity of the telephone line, usage of a speaker phone to enable the interview to be recorded for transcription purposes, and identification of a private and environment for both the interviewer and interviewee in different locations.

### *Interview Piloting*

Sampson (2004) argues that piloting qualitative research safeguards against a 'lack of preparation prior to entering the field' (385). I decided against conducting a pilot of the research framework and pre-testing of the research

methods to assess their suitability to address the research questions. If one of the wider purposes of a pilot exercise is 'to firm up your intellectual puzzle and your research questions' (Mason, 2002:46), this was less relevant for my role as a practitioner-researcher with strong background knowledge of the field and the intellectual and logistical problems linked to the phenomena. This limited the likelihood of entering the field 'blind', which piloting is intended to help guard against.

However, I decided to conduct a quasi-pilot of the semi-structured interview method, through the first interview held in January 2014. At this stage the interview guide had not been refined or tested, and was based on broad topics on visibility. The key learning point from this initial interaction with a secretary to a university council was that the shape and direction of the interview took a more desultory route than was helpful to ensure honing in on the research questions. For example, to cover wider topics around academia arose from the discussion including the council's public interest role, academic promotions frameworks, wider leadership structures and student politics. Therefore, the principal benefit of the pilot was that it reinforced the importance of devising an interview guide to focus discussion.

### *Transcription*

As a crucial step in data analysis, final and full transcription of each of the 12 interviews was undertaken prior to interview coding. 11 out of 12 digitally-recorded interviews were transcribed by the company engaged for the same purpose in my IFS. A number of commentators regard transcripts as 'artefacts in need of thoughtful consideration' (Dresing and Pehl, 2010, in Kowal and O'Connell, 2014:65). In employing a third party transcriber, I was alert to the pitfalls associated with transcription including that potential for inadvertent influence and interpretation that 'both transcriber and the reader of the transcript' (Kowal and O'Connell, 2014:65) bring to the process. However, third-party transcriber independence and distance from the interview process and subject matter brought potential benefits in mitigating the 'habits, competencies and limitations' (*ibid.*) and assumptions which I

may bring as a researcher to the task of transcription. This helped me to newly reflect on the content and subject matter with the benefit of time having elapsed, without having been immersed in the transcript production process. However, retrospective analysis of observations also has its shortcomings, whereby observations are not reflected on *in situ* or shortly after to the interview date, and could be read outside the original and intended context.

### *Interview Coding*

The coding of the 12 interview transcripts was chosen as an analytical tool, building on the experiences of my IFS. From a grounded theory (GT) perspective, coding is regarded as the first stage of analysis and as a critical link between data collection and explanation (Charmaz, 2001). Glaser and Strauss (1967) originally used the term 'categorisation', for topics or thematic observations drawn from qualitative research data.<sup>47</sup> Given debates around the stage(s) at which coding should occur in qualitative analysis, the absence of an agreed definition of its components and dimensions is unsurprising. Miles and Huberman (1994) define codes as 'tags or labels for assigning units of meaning to the descriptive or inferential information compiled during a study' (56). However, a normative, technical definition is resisted by Saldaña (2013), who defines a code as 'a word or short phrase that symbolically assigns a summative, salient, essence-capturing, and/or evocative attribute for a portion of language-based or visual data' (2013:3). Implicit in this definition is the subjectivity of the coding process, informed by coders' judgments on what constitutes 'essence-capturing' and 'evocation'.

On this basis, coding is an 'interpretative act' (Saldaña, 4), influenced, *inter alia*, by the disciplinary and theoretical orientations of the researcher', who unconsciously and consciously applies a 'repertoire of filters' (7) to the coding process. Saldaña's differentiation between 'first' and 'second' cycle coding provides a useful point of departure, rather than a prescribed

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<sup>47</sup> Other approaches to GT, including more recent ones, conceive this stage as subsequent to coding and therefore as a precursor to theory development.

apparatus for the coding approach and sequence adopted. First cycle coding refers to the 'processes that happen during the initial coding of data' (*op. cit.*, 58) in which seven sub-categories are identified: Grammatical, Elemental, Affective, Literary and Language, Exploratory, Procedural and theming the data. As Saldana acknowledges, the sub-categories do not constitute a definitive suite of headings under which to place data. Recognising this, the coding of interview data in this study will not draw on these categories, but instead deploys the principal of first cycle coding, and the sub-codes which emerge from this.

#### **4.7 Ethical considerations**

Chapter Four concludes with a range of ethical considerations involved in designing and delivering this research. The British Educational Research Association (BERA) *Ethical Guidelines for Educational Research* (2011) inform the research design and delivery. The BERA *Guidelines* structure ethical considerations on the basis of responsibilities to a range of stakeholders in the research process: participants, sponsors, educational researchers, educational policy makers and the 'general public'. I decided that it was not appropriate to ask participants to sign an informed consent form as a familiar feature in a repertoire of research ethics tools. This acknowledged that completion of a consent form was not fit for purpose in a context of reciprocal professional peer trust, and recognised the drawbacks in seeking consent at the start of the project (Murphy and Dingwall, 2007). This included concurring with the view of seeking informed consent at this stage as a 'premature' act (Marzano, 2012:445), on the basis that topics of conversation in the semi-structured interviews were likely to include unexpected topics and reflections which could not be prepared for in advance. However, to ensure that potential interview participants were not misinformed about the broad parameters of my research, they were provided with: 1) a summary of the research scope; 2) confirmation that the subject matter and approach had received ethical clearance from the IoE; 3) confirmation that the institution's website had been subject to desk-based review and 4) an invitation to ask questions and seek clarification on any

aspect of the research, before agreeing to participate in an interview. Additionally, the number and spread of HEIs included in the study was notified to prospective participants, as was confirmation that qualitative data generated through the interviews would, wherever possible, be presented in such a way as to limit the likelihood of identifying the HEI within the sample and, by association, the interviewee. This commitment upholds the guidelines emphasis on the 'participants' entitlement to privacy' and 'their rights to confidentiality and anonymity' (BERA, para., 25).

Of insider research, Sikes and Potts (2008) argue that 'alertness to the risks of 'othering', and of any way of doing harm to anyone, including the researcher himself, should be pervasive and paramount' (8). This was a consideration in my study on the basis that participants held senior positions in their organisations, and by virtue of their role, would be party to confidential and sensitive information and insights into the dynamics between governing body members and senior management, which they would not wish to disclose through the interview process. As the 'conscience of the company' (Coyle, 2012:56) and person often responsible for helping to safeguard business ethics, the company secretary<sup>48</sup> role also includes ensuring that the company is not brought into disrepute through breaches of confidentiality. This duty is equally applicable to university board secretaries, including when engaging with myself as a professional peer from another HEI. In turn, I had a personal obligation to maintain confidentiality and discretion, where sensitive matters were disclosed, by not discussing more widely the outcomes of the interview discussions with others, including colleagues in my workplace.

The one area in which confirmation of ongoing informed consent of participants was problematic was for those interviews which were not delivered FtF. For example, Mason (2002) notes that one component of consent is shared understanding and perspective between interviewer and interviewee on 'what counts as data' (81) includes 'intonation, body

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<sup>48</sup> The word 'secretary' derives from the Latin *secretum*, reflecting the role of the *secretarius* as one entrusted with the secrets of officials.

language, pauses, general demeanour' (*ibid.*) and the delivery of telephone interviews meant that para-linguistic cues were absent, even though pauses and spaces for reflection were observed.

## Chapter Five: Presentation of Research Findings

### 5.1 DA of online governing body role-descriptors

The sample governance webpage governing body role-descriptors accessed for textual analysis typically comprise two to three paragraphs of narrative posted on the governance homepage. Further details on the prominence and positioning of the homepage are provided in Appendix Three. Returning to Jäger's (2001) 'toolbox' for DA, a close reading of each of the online role-descriptors accessed was undertaken in the period December 2013 to March 2014.<sup>49</sup> The process led to the identification of four principal discourse 'fragments', within the wider discourse 'strand'. The discourse fragments identified are: 1) executive authority; 2) accountability; 3) 'educational character' and 4) strategy. Firstly, it is important to note that there are overlaps between the fragments, as themes emerging from the DA which may converge, or operate in contradiction to one another. This observation is unsurprising given the argument provided earlier in the study that the online construction of the role of the governing body represents a series of discursive acts, whether or not as conscious editorial choices, which prioritise specific strands of the governing body's role and contribution over others.

To illustrate, discourses around the accountability role of the board include its capacity to hold the vice-chancellor to account for the effective leadership and management of the university. This converges with discourses around its executive authority *vis-à-vis* executive management's responsibilities for delivery and implementation. In turn, the discourses of executive authority may overlap, or register ambiguities surrounding or conflicting interests between, the discursive construction of the board's responsibilities for university strategy and that of executive management. However, I argue that the discourse fragments represent facets of how the governing body's role is constructed and

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<sup>49</sup> An overlap existed between the conclusion of the DA phase and commencing semi-structured interviewing. Whilst the absence of a wholly separate succession of the two methods may have reduced the holistic integration of themes from DA of role-descriptors into interview guide development from the start of the first interview, I ensured that DA of each website had occurred prior to interviewing taking place at the participating HEI.

(re)presented, and provide a window into which of its roles are prioritised over others. The discourses therefore constitute dimensions of the board's visibility and have implications for the communication to, and perception by staff, of its effectiveness in institutional oversight.

### *Discourses of executive authority*

Discourses of executive authority refer to the powers of the governing body in relation to 'executive' university matters. However, as discussed in the next section, the discursive construction of the governing body's role in holding the head of institution to account - as the chief executive officer at the apex of executive authority - is silent in the majority of the role-descriptors. The findings from the content analysis of the sample governance webpages in Appendix Three structurally reflect these observations, through weak or complex navigability between governing body and senior management webpages.

Secondly, a number of sample statements present confusing messages about the locus of executive responsibility, which conflates executive responsibilities with the corporate governance duties of the board. For example, a number of the statements refer to the role of the council as the 'executive governing body' (Newcastle and Harper Adams) or the 'governing and executive authority' (St George's University of London, SGUL). References to the role of the governing body in relation to 'executive' authority and leadership would indicate a blurring of non-executive and executive boundaries as commonly understood in a commercial corporate setting. For example, listed company boards require a 'clear division of responsibilities at the head of the company between the running of the board and the executive responsibilities for the running of the company's business' (UK Corporate Governance Code, 2012:6). Executive governance therefore encompasses oversight of finance, estates and resources, and a number of the role-descriptions refer to these as explicit areas for which the council or board is responsible.

The governance tenet of a lay majority of independent board members over internal governors is well-understood and prescribed in the English HE sector. Therefore, usage of 'executive' as a shorthand for the governing body's role is a

potential legacy of a pre-Jarratt Report period when the governing body's role was regarded as an executive rubber-stamping body, in contrast to the professional authority and collegial core activities of teaching and research, and the role of academic boards and senates in oversight of these arrangements.

Therefore, the executive management responsibility delegated to the vice-chancellor from the governing body<sup>50</sup> is elided and arguably obscured through a simplistic partitioning of the responsibilities of board and academic board in many of the sample fragments. In turn, given that many vice-chancellors' senior teams are referred to as the 'University Executive', or the 'Executive Management Group', a clear understanding of the respective roles and responsibilities of the board and executive management in the web-based role descriptors is limited. Whilst explicit executive powers are ascribed to the board in these examples, its value in rendering the board institutionally visible is significantly reduced if they generate a distorted understanding to readers of the descriptors of the board's actual powers, and the delicate balance of respective responsibilities and authorities between the board and senior management. This will be explored next through discussion of the discourses of accountability fragment.

### *Discourses of accountability*

The discourse fragment of the board's external and internal accountability role is arguably one of its arms of authority, rendered visible in the university setting. In Chapter Three, examples of audit and accountability activities involving disclosure displays, as 'rituals of verification' (Power, 1997) present a measurable but narrow view of governance effectiveness. In turn, these formal manifestations of accountability are foreground in the role-descriptors analysed. Arguably, the legal-rational modes of governing body accountability, such as the powers to appoint the vice-chancellor or approve the annual accounts are

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<sup>50</sup> Paragraph 19 of HEFCE's *Model Financial Memorandum* (2010) states that 'Each governing body will appoint a head of institution. It will delegate to that person responsibility for the executive management of the institution and its policies'.

expected dominant discourses on the basis that these duties are enshrined in both HEFCE regulation and HEIs' governing instruments.

However, analysis of discourses around the ultimate authority of the governing body in the sample websites indicates a failure to clarify its accountability responsibilities. Whilst the statements signpost the governing body's responsibility as the pinnacle in the organisational hierarchy as the 'ultimate authority' of the university (Open), these are general in nature. In turn, the majority of statements refer to specific official assets for conferring legitimacy on the governing body, such as the charter, statutes or instrument and articles of government, from which board authority flows. However, few statements explain the rationale for, or implications of, the constitutional authority or purpose of the governing body which may help legitimise its purpose and actions within the institution. For example, the majority of descriptors confirm the constitutional 'fact' that the university is required to establish a governing body, but fail to elaborate on the purpose of this. The following example signposts several markers of the council's legitimacy and internal and external reference points, but leaves the reader unclear as to the function or purpose of it:

The Council is the governing body of the University and conducts its business according to the Instruments and Articles approved by the Privy Council (Bucks New University).

The website of SGUL states that 'The Council of the School is the governing and executive authority of the School and as such shall have custody and use of the Common Seal', drawing the reference directly from the School's Charter. Reference in the statement to custody and use of the Seal appears to be an arcane and tenuous emblem of constitutional power. However, reference to the Seal is arguably an (albeit) narrow reflection of the legal authority of the council as the 'corporation', through its authorisation to affix the Seal to contractual documents and bind the School through the execution of deeds with legal or natural persons. The significance of the Seal as shorthand for the legal persona

of the Council on behalf of SGUL is unlikely to be understood by the vast majority of staff or students within the institution.<sup>51</sup>

However, caution needs to be exercised when assessing the idiosyncrasies local to specific HEIs' statements (as a product of institutions' histories) against standard HE sector terminology. Durham, for example, refers to council as 'the ultimate governing body of the University'. In the constitutional context of Durham, the adjective 'ultimate' ahead of 'governing' body is not a tautological reference, but reflects the fact that a number of governing bodies operate across the organisation, including two of its colleges which are independent foundations with separate governing councils. In turn, Durham's Senate is described as the 'supreme governing body on academic matters' in line with a traditional bi-cameral structure found in many pre-1992 HEIs. A second example is the Open University statement, which refers to its council as its 'main governing body', which is in the context of a range of other statutory bodies in its distributed, quasi-democratic structure including the General Assembly and wider national and regional representative bodies.

The most significant and high-profile sets of acts of accountability of the governing body relates to the vice-chancellor. As HEFCE states in its *Model Financial Memorandum* (2010):

The appointment (or dismissal) of the head of institution is governed by employment law, and this is clearly the responsibility of the governing body (para., 22:8).

However, Plymouth is the only role-descriptor of the 20 sampled websites which refers to the governing body's responsibility to appoint, monitor the performance and suspend or terminate the head of institution, as well as setting and reviewing the role-holder's pay and benefits:

...to appoint a Vice-Chancellor as head of the university and put in place suitable arrangements for monitoring his or her performance; the Board is also responsible for the remuneration and conditions of service of the Vice-Chancellor and for processes whereby s/he may be suspended or dismissed.

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<sup>51</sup> For most external web users, the 'Seal of the Corporation' would be an unfamiliar proxy for the legal authority of the governing body. Section 36A of the Companies Act 1985 abolishes the requirement to affix company seals to a deed.

Whilst other HEIs make reference to this non-delegable activity in their adoption or adaptation of the *Model Statement*, its absence from the high level statements conceals one of the key powers of the board and, in the case of vice-chancellor performance monitoring and dismissal, the accountability levers it can pull. This is borne out by research that indicates that governors themselves are not wholly familiar with its collective authority and accountability for aspects of performance appraisal and monitoring of the head of institution.<sup>52</sup> The absence of reference to the accountability of the vice-chancellor to the board in the statements could reflect web authors' reticence to communicate the board's authority and the sensitivity of power relations between it and the head of institution. However, reference to these acts of accountability may also be omitted from the statements, as the need for the board to demonstrably hold the vice-chancellor to account is discharged by the governing body on a relatively infrequent basis.

#### *Discourses of educational character*

This discourse fragment is delimited to the post-1992 HEIs in the sample, as 'determining the educational character' of the university is a specific power assigned to boards in the 'initial instrument of government of a higher education corporation' in the Education Reform Act (ERA) 1988.<sup>53</sup> The reason this discourse fragment of a sub-set of the sample is foreground because the discourses around it register potential ambiguities and shortcomings in the responsibility of the board in the 'new' universities for the academic mission, shape and structure of the university. As Middlehurst (2011) observes of educational character, 'what this means in practice may vary' (10) and the role of the governing body in oversight of this area is therefore unsurprisingly obscured. Arguably, its original statutory construction in the ERA 1988 was deliberately general to ascribe broad powers to the new boards over academic matters, giving them flexibility without the bicameral council-senate baggage of many of the pre-1992 chartered HEIs, which ascribe authority to senate for all matters of academic policy.

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<sup>52</sup> The 2009 OPM survey of 27 HEIs commissioned by the LFHE and the CUC found that 'a third of governors were consistently unaware that a regular performance review of the head of institution was conducted' (2009:29).

<sup>53</sup> s124 (2).

Of the eight post-1992 HEIs in the sample, with the exception of two (Birmingham City and Bournemouth), all refer to the board's remit in relation to 'educational character'. However, there are two important points to note. Firstly, whilst each role descriptor makes reference to the boards' responsibility for 'educational character', only the Harper Adams and Newman cases precede the term with the verb 'determining', to identify the board's ultimate locus of authority for this. The remaining web statements instead refer to the board's role in 'overseeing' or being 'responsible' for educational character which avoid clarification of ownership and accountability. Secondly, none of the post-1992 descriptors elaborate on what is meant by educational character in the university's own local setting, *vis-à-vis* the role of the vice-chancellor and senior management teams and academic boards. Studies published shortly after the passing of the ERA 1988 and the Further and Higher Education Act (FHEA) 2002 respectively, indicate that minimal evidence exist of regular and effective consideration of educational character by the post-1992 boards on an equivalent level to the economy and efficiency activities of financial or wider resource matters (McNay, 1999, Bennett, 2002).

On this basis the relative invisibility and lack of clarity in relation to this role of the board of the post-1992s as underlined in the role descriptors arguably reflects the HEIs' undeveloped oversight of academic mission and strategy. However, the semi-structured interviews will explore whether the governing bodies have advanced in the depth of their oversight and understanding of academic strategy and policy, and their capacity to seek appropriate assurance from the vice-chancellor and academic board. In turn, whilst the new HEIs in the sample have been the subject of micro DA of this term, the findings more widely reflect weak reporting relationships and unclear respective authorities of governing bodies and academic boards or senates in the pre and post-1992 HEIs, as indicated in the 2009 LFHE and the CUC survey.<sup>54</sup> The potential contribution that the increased interaction between and co-visibility of governing

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<sup>54</sup> The survey gathered feedback from both governors and senior management teams in 27 UK HEIs on whether constructive working relationships existed between the governing body and the academic board or senate. That almost half of the governors, and over a third of senior managers reported that they 'don't know', or responded 'not at all', 'rarely' or only 'sometimes' indicate limited understanding and interaction between the two bodies.

bodies and academic boards and senates could make to strengthening the governing body's understanding of, and input to academic strategy development will be explored through the semi-structured interviews.

### *Discourses of strategy*

The final fragment refers to discourses of strategy around the role of the governing body, as arguably one of the least understood aspects of the governing body's role, but an area where there is most scope and demand for governing bodies to demonstrate their effectiveness. In a study of Australian HEIs' councils Rytmeister (2009) observes that:

While strategy has remained largely in the executive domain, this appears to be changing: institutional identity and mission, acknowledged concerns of governance, are becoming key components of strategic differentiation in a globally competitive environment (137).

Rytmeister observes that the board's emerging role in overseeing strategy increases the likelihood that 'greater tensions may emerge between governance and management roles and responsibilities in this area' (138). These challenges are reinforced by Collis (2004) who found that the strategy-setting role in US HEIs was amongst the most difficult tasks facing university governing bodies, in terms of trustees' capacity to deliver this, and the cultural constraints within institutions which prevent boards from making a full and effective contribution to this area. A focus on the discursive representation of the governing body's role in relation to institutional strategy is insightful.

The DA undertaken demonstrates that a number of the sampled web statements are silent on the role of the governing body in shaping, setting, steering or monitoring institutional mission or strategy (Bradford, SGUL, RAU, GSMD, Gloucester, LCM). The role of the Council at SGUL is described at a level of bureaucratic generality, in conducting 'the general business of the School consistently with the provisions of the Scheme and Statutes', which fails to capture reference to school strategy. Bucks New adopts a constitutional description of board responsibility for the outputs of 'All staff and corporate policies, rules and procedures to assure effective governance' as enablers of,

and subordinates to, strategy. In turn, a number of other statements use a language of generality around the totality and ultimate nature of board authority.

Common to analyses of the following fragments is a failure to identify the core responsibilities for institutional strategy-planning and setting. The Open University's Council is described as the 'ultimate authority within the OU' in which 'It is particularly concerned with finances, property and staff matters'. The remit of Newcastle's Council is similarly ring-fenced to oversight of resources, 'It is specifically charged with the management and control of the University's finances and property'. Both Newcastle's and Durham's governance statements adopt a language of generality around their councils' institutional oversight, in which reference to university strategy is omitted. The Council of Durham is described as having 'ultimate responsibility for the affairs of the University' and Newcastle's Council's role in 'reviewing the work of the University'. However, each statement is silent on the locus of the 'affairs' and 'work' in the organisational hierarchy for which it has responsibility, or the 'level' and nature of such activities. The absence of reference in the above examples to the contribution of the university councils to strategy development is arguably evidence of caution around ascribing this activity to the governing body, thereby obscuring its visibility.

Despite these discursive gaps, several of the sample statements refer to the board's responsibility in relation to the overarching strategic principles of university mission. De Montfort's descriptor adopts verbs making explicit the board's authority for 'defining and upholding the overall character and mission of the University', in which 'upholding' points to the board's role in setting the tone and displaying the values of it. Other examples are less explicit, including the board's responsibility for the 'mission of the University and overseeing its activities' (Newman), 'overseeing strategic mission, direction or affairs' (QMUL), or being 'responsible for the educational character and mission' (Gloucester, Bucks New). 'Oversight' and 'responsibility' for mission could be read as attributing a long-term function for the governing body.

Six of the 20 summary statements make direct reference to the board's oversight of institutional strategy, but in the majority of these, the governing body's purpose is linked to general oversight rather than setting out a clear role for it in strategic development, including a responsibility to 'set its (the University's) general strategic direction' (Harper Adams). At Salford, the description of the Council includes its role to 'assure an effective corporate strategy', although 'assuring' a strategy could be read as a 'check and balance' audit and assurance activity, rather than strategy development and review. Potentially these formulations may discursively register and re-produce ambiguities and the anxieties of executive management around the board's role in constructing and engaging with strategy. The absence of active verbs in the majority of the statements to specify the nature of the governing body's role in setting, shaping or reviewing strategy and mission, means that its value-added contribution to this fundamental activity of university leadership is not recognised or rendered visible for external or internal communicates accessing the descriptors.

Whatever motivations may be read into the production and positioning of these discourses, the generality of the statements on board strategizing is unhelpful in ensuring this core area of board activity is understood by staff and external stakeholders. However, arguably the lack of clarity stems from, or is at least similarly reflected in, the key HE sector policy texts which are best articulate provide general responsibilities for the governing body around strategy. For example, the CUC's *Model Statement* as a generic reference point for the board's role in English HEIs, emphasise its ultimate ratifying function:

To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure these meet the interests of stakeholders (2009:111)

However, the *Model Statement* is silent on role of the governing body in the 'development' of strategy or in periodically 'monitoring' strategic performance. This arguably reflects the exercise of universities' discretion, and where HEFCE's capacity to intervene, and proclivity to do so, is limited in the context of institutional self-regulation. However, the absence of a more explicit

statement from the CUC or HEFCE risks confining the governing body to a ratifying function. Rytmeister's study of perceptions of university strategizing reinforce this perspective, in finding that governor and executive management placed strategy-making 'firmly in the domain of management or administration' (2009:141), in which the council's role is 'a passive one of *approving* strategic direction, mission and plans...embedded in a range of best practice guidelines, protocols and statutes' (*op.cit.*,142).<sup>55</sup>

However, two of the sample governance statements are outliers in (re)presenting a more proactive, high-profile role for the governing body at the interface of institutional strategy. Plymouth plots board responsibilities on a spectrum from development of mission, through to approval of the corporate plan:

To contribute to and approve the university's mission and strategic plan, through approval of the corporate plan, and associated academic and business plans and budgets designed to support the achievement of the mission and vision.

This clarifies the responsibility of the board at the university for the both the overarching direction of mission and strategic plan, and the specific artefacts of the corporate plan and associated repertoire of planning tools. Its ongoing role in monitoring 'the university's performance against approved strategies, using key performance indicators benchmarked wherever possible against competitor institutions' is also clear, positioning the board as inward-looking (through strategic, planning and budgetary alignment) and outward-looking through its focus on external benchmarking data. The Board is presented as having a structured and clear, if largely approval role in supporting the realisation of university mission and vision.

Nottingham University's Council is presented as actively setting the tone at the apex of the authority of the University, through collaborative and proactive strategic development. The strapline for the Council webpage sets the scene

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<sup>55</sup> The board's strategic approval role was reinforced in the 2009 LFHE and CUC survey which included 13 questions on the spectrum of responsibilities of the governing body for institutional strategy and mission. Governor and senior manager groups were overwhelmingly 'clear about their responsibilities for approving strategy' (Schofield, 2009:13), to a greater extent than the wider contribution of the board to the strategy process, from shaping and setting through to performance monitoring, revision and re-approval.

for its role in 'Supporting and guiding a global university' in a governance and leadership nexus depending on the 'commitment of all of its leaders, members and champions'. Council's role is cast as one of strategic stewardship and meaning-making:

University Council has a key role to play in the *stewardship* of the University *helping* it to *fulfil* its *mission* and ensure *ongoing integration* with and *impact in all* the communities that the University is part locally and globally (my italics).

The role of the Council as one of a series of stakeholders in championing the University's mission is emphasised. In turn, the Council is established as forging connections and contributing to fulfilling the University's mission, and brings to life the formal legal-rational transactions of 'conducting' business, or setting direction in the other sample discourses cited. Council's contribution to leading and setting the tone for, and ongoing integration with, communities is emphasised further by its impact 'in' communities, thereby subtly subverting the colonial connotations of impact 'on' these. This positioning of the Council is part of a process of helping sustain an image of the University as a global entity incorporating and representing its China and Malaysia campuses.

The differences in the discursive registers of the Plymouth and Nottingham examples are stark. The first incorporates the lexicon of strategic planning and performance for the board's role responsibility for institutional strategy. In contrast, the second highlights the Council's steering role in shaping and modelling shared cultural and collaborative behaviours across the university's global network as pivotal to institutional success. Common to both examples is the governing body's value-adding role in contributing to strategic development. This reinforces the role of the board as one of the key institutional 'artefacts of strategizing' (Jarzabkowski, 2005:183) as a steward of and, where well developed, a key player in the different stages of an iterative cycle of strategic direction-setting, formation, approval, enactment and review.

## 5.2 Semi-Structured interviews

### *Interview coding*

As outlined in Chapter Four, first cycle coding of the interview transcripts provides a point of departure for making sense of the secretaries' and vice-chancellors' perceptions of the institutional visibility of their governing body and its impact on governance effectiveness. Manual coding was undertaken, instead of using computer-assisted qualitative data analysis software (CAQDAS) such as NVivo. Advocates of CAQDAS argue that it provides a robust, accurate and auditable trail and repository for data analysis (Welsh, 2002), which aids the coding of content. However, detractors argue that such software may dictate researchers in a specific direction (Seidel, 1991), including indexing systems influencing how data are defined and collated, more so than would be the case with manual coding systems (Mason, 2002). The principal reason for not using CADQAS software for coding in this research was to mitigate the risks that the tools would distance me from the interview data generated. This echoes Saldana's cautionary note that 'your mental energies may be more focused on the software than the data' (2013:26).

Whether manual or technology-enabled coding is undertaken, it would be naïve to assume that the identification of first cycle codes was wholly abstracted from, and independent of, the assumptions underpinning the research and the interaction between reflections on the findings from the webpage DA phase and the emerging interview findings. An inductive approach to coding was undertaken through what Hennink et al (2011) describe as 'active reading' and "seeing' the issues raised by participants themselves' (220), thereby temporarily disregarding whether participants specifically responded to the PRQ, SQs and interview questions. Through a process of re-reading and cross-referencing of transcripts, four overarching themes or four first cycle codes were identified. These related to board visibility amongst staff: 1) impacting on the effectiveness of constitutional and formal processes (Constitutional); 2) enabling governors' interaction with staff across university spaces

(Organisational Structures); 3) as a vehicle for supporting organisational change including strategy (Organisational Change) and 4) in fostering constructive relations with senior management, and modelling and manifesting university mission and values (Cultural).

Prior to detailed presentation of the findings emerging from each of the first cycle codes, a short explanation of the properties of each of these is merited. The 'constitutional' theme reflects recurrent observations made on institutional visibility relating to the formal powers and remit of the governing body, its relationship with other bodies in the university, and the benefits brought to effectively discharging its accountability duties. The 'organisational structures' code captures perspectives on the impact to board performance of the institutional visibility of individual or groups of governor actors operating outside the formal confines of the 'boardroom', to inhabit and interact with executive management, and academic, disciplinary and departmental staff in less formal settings. The 'organisational change' theme brings together perspectives from interview participants where the visibility of the governing body and/or its key actors has played a role in contributing to institutional transformation and direction-setting around university strategy. This encompasses a process for facilitating organisational change steered, overseen or endorsed by the governing body, for staff, such as vice-chancellor succession. The final strand focuses on the 'cultural' themes which emerged from interview transcript analysis. Two elements are built under this banner. The first is the way in which institutional visibility contributes to the conditions for positive behaviours and dynamics between the board and executive management actors, and the governing body's role in institutional tone-setting including communicative practices around its own role, role-holders, influence and actions.

It is important to note that the codes, as with the discourse fragments emerging from the DA phase, are overlapping and have common threads. Interaction between the themes will be woven into analysis, as a form of axial coding, 'whereby data are put back together in new ways after open coding, by making connections between categories' (Strauss and Corbin, 1990:96). The social constructionist stance of this study means that examination of the insights

afforded by the interviews into the collective and individual role of board actors in governance meaning-making represents another ‘axis’ in this study. This is therefore not confined to the ‘cultural’ code, and spans the themes. A number of second cycle codes are identified in Figure Five below under each of the first cycle codes in the first row.

*Figure Five*

<b>Board visibility impact on the effectiveness of constitutional and formal processes</b>	<b>Board visibility enacted within and across Organisational Structures(OS)  Board visibility as a vehicle for supporting Organisational Change (OC)</b>	<b>Board visibility as enabling or engendering cultural dynamics with itself and staff groups</b>
<p>Co1) Formal authority and role understanding of the board</p> <p>Co2) Board and academic board/senate relationship</p>	<p>OS1) Flexibility versus fixity of structure in board and governor institutional engagement</p> <p>OS2) Trespass anxiety</p> <p>OC1) Strategizing as planned change</p> <p>OC2) Leadership succession</p>	<p>Cu1) Governors’ (and others’) behaviours/personalities</p> <p>Cu2) Board Collective Identity</p> <p>Cu3) Informal staff communications on the board, governors and corporate governance</p>

The above constitutes a high-level ‘codebook’ which may be defined as ‘a list of all codes relevant to the study’ (Hennink et al, 2011:225). The second cycle codes will feature in the presentation of findings in the following paragraphs of this section.

***Constitutional visibility of the university governing body***

*The visibility of the formal authority of the governing body*

The majority of interviewees were of the view that the core constitutional role of the governing body as the ultimate authority at the acme of the university hierarchy was generally visible to, and understood by, the majority of staff.

However, in all cases, interview participants observed that mainstream staff groups were unlikely to have a specific understanding of the governing body's role. Reflecting the institutional visibility spectrum in Figure One, the accountability role amounted to 'apparency'. This was regarded by interview participants as accommodating a broad and general awareness amongst staff that the board made or ratified significant decisions in the name of the university, and that the leadership team were charged with delivering them, and bring proposals to a periodically convened governing body. This was not considered as extending to more than general awareness of the role, and did not represent the unambiguous authority of the board as cited in the *Higher Education Code of Governance* (2014). For example, two interview respondents noted that:

I think they're aware of the existence of the governing body, but they're probably less clear about its remit...(Interview C:1).<sup>56</sup>

...they wouldn't have a clear view of what council does or it would be very general terms, a vague understanding...(H:1).

However, the majority of interview participants did not consider that wider staff groups were aware of the detailed powers of the governing body to be a significant factor in supporting board effectiveness. In turn, it was not considered a major influence on building staff confidence that the university was being well run. The two secretaries quoted above were of the view that their council's visibility and demonstration of its influence and role was less important to wider staff groups during times of stability, but that a need existed for heightened visibility during times of organisational change and uncertainty:

For your regular staff members I think that, providing everything is working well, it's not an issue...and often they're not really interested in governance. It's only when things go wrong that they might have an interest (C:2).

...if a place is being well-managed and things are on an even keel, the visibility of council perhaps matters less (H:2).

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<sup>56</sup> Subsequent quotations from interviews will be assigned a letter between A-L to differentiate the 12 interviews. The numerical reference after the colon refers to the page number of the interview transcript.

As will be discussed in the next section, examples are cited where the specific powers and decisions of the governing body are communicated to staff when major events which occur demand this, or make it desirable. An observation made by the participant in Interview C, however, was that staff understanding of the role of the governing body 'in some ways matters more to the governing body than to the staff members' (1). Firstly, this supports the view that institutional visibility to and from the governing body to staff groups is not one-way from the board to staff, but functions as a dialogue and joint meaning-making activity in a constructionist mould. The implication of this observation is that governors seek 'recognition' from staff for the role they perform, to ensure staff awareness of the accountability arrangements in place to review the performance and actions of the vice-chancellor and wider senior management.

One of the two vice-chancellors interviewed echoed the view that the benefits of wider staff groups having an enhanced understanding of the role of the governing body was minimal, beyond general awareness of it at the 'apparency' end of the visibility spectrum. However, the purpose of such awareness as a means of staff understanding the wider decision-making structures of the university beyond their own departments, schools and faculties was considered important for sense-making and recognition of:

...the ultimate responsibility that the governing body has for the academic shape of the institution, and its financial management and a whole raft of other things (G:1).

Examples of engagement with staff on the broader role of the governing body cited, included staff induction events, which provided an opportunity to positioning staff's individual roles in the wider governance and leadership structure of the university.

As anticipated, the specific constitutional powers of the governing body were considered more explicitly understood at the level of senior management team, through its direct engagement with the board in the endorsement or approval of executive business. However, one example cited poor levels of understanding amongst staff in senior roles, who would not generally engage with the board:

...I'm staggered at the level of ignorance and the assumption even at levels of deans of faculty, that a vice-chancellor's omnipotent and their lack of understanding that a case needs to be built and made, that's convincing, that stands up to scrutiny (E:2).

However, this may be read as a wider observation on tensions at the interface of academic autonomy and corporate and executive accountability *per se*, whereby the governing body's role is consciously overlooked or misunderstood due to its perception as a potential obstacle to progressing specific activities considered the preserve of the academic community.

#### *Relationship with academic governance*

The majority of interviewees reported weak formal reporting relationships between governing bodies and their academic board or senate, reflecting the outcomes of the LFHE and the CUC survey quoted throughout this study. However, the interview findings indicate that the basis for an effective relationship between the governing body and the academic board or senate is not reducible to the formal constitutional protocols of governing body 'supervision' or 'superintendence' of academic matters. Instead, relations between actors on the various bodies were considered important, with various modes of institutional visibility as a lever for building and sustaining these relationships.

The limited understanding and variable quality, scope and frequency of information flow between the two bodies (but mainly up to the board) was not considered as impairing the capacity of the governing body's performance to challenge or approve decisions with direct academic implications. For example, one of the council secretaries interviewed from a Russell Group HEI observed that the five senate appointees to the council helped forge a constitutional connection between the two bodies. However, this was qualified by the observation that the 'unreconstructed senate' (J:6) of the university, in comprising over 100 members, presented political as well as logistical barriers to frequent and well-developed co-visibility and mutual understanding between the council and the senate.

The interviewee observed that the bi-cameral partitioning of the two bodies did not delimit the council's performance or capacity, but enabled it to focus on strategy:

They do get reports from senate but by and large council is absolutely delighted to leave the academic business to senate (J:6).

Whether this same degree of trust and delegation would be granted from the governing body of a university with a lesser academic reputation and ranking in the different league tables, or perceived performance challenges in terms of academic and research quality, is an interesting question. Poor visibility as a symptom of limited reciprocal role-understanding and engagement between the two bodies and respective sets of individuals was cited in other interviews. The majority of interviewees highlighted shortcomings in the performance of their academic boards, with a role for it restricted to ratifying decisions already taken by other bodies or individuals. Reflecting the decline of academic board authority through the assertion of the governing body as recommended by Jarratt, one secretary observes of senate that:

It's been squeezed by council itself, inadvertently, and it's also been squeezed by the university's Learning and Teaching Committee, which is doing a tremendous amount. That previously used to go through to the academic governing body (D:12).

Other interviewees identified poor or partial visibility of academic board matters at the level of the governing body - whether through insufficient or low quality reporting and contextualisation on academic strategy and policy matters:

I was always struggling because there were reports of academic board and all that sort of stuff. There were annual reports and the governors just didn't have a bloody clue, really, what it was all about...(K:11).

However, respondents were unable to pinpoint the potential adverse impact of this on governing body effectiveness. As with other qualitative measures of 'good governance', it was acknowledged that the impact on governing body performance was difficult to measure or impact-assess. However, it is inconceivable that several of Schofield's outcomes of effectiveness as examined in Chapter Three would be satisfied without the governing body being

visible, and the deeper understanding of academic matters this helped engender. Whether the outcomes of 'Ensuring quality in academic and service provision' and 'Enhancing institutional reputation and competitiveness' could be satisfied without a contextualised board understanding of the core 'business' of teaching, learning and research, and the role of institutional visibility in informing this, arises from interviewees' reflections.

Several interviews included examples of measures introduced to raise the profile of academic policy and strategy at the level of the governing body. For example, the participant in Interview A noted a provisional recommendation from a recent internal governance effectiveness review that senate should establish an assurance sub-committee to independently review its own decision-making processes around academic governance, on which a lay council member could sit to report back to the council on the effectiveness of academic policy formation and monitoring. Further, in Interview C, the secretary cited nominations committee's intention to fill a council vacancy brought about by the retirement of an academic registrar from another HEI, on the basis of the value the appointee added to board discussion and decision-making, in validating or challenging management perspectives.

Relatively innovative practices were cited by interview participants in two of the sample sites: a small specialist HEI and a smaller HEI based on staff and student numbers, where visibility was identified as an enabler of interaction between governing body members and academic governance counterparts. For example, the physical presence of nominated independent governors attending, or as a member of, the academic board was judged to be effective supplementary activity to formal reporting on academic matters to the board. The independent governor observer at academic board was considered positive on several levels. The role included forging enhanced board understanding of the basis for academic decision-making, and strategic performance measures included KPIs for student satisfaction and graduate employability.

Feedback from the governor observer to the governing body helped make the academic business a 'reality' for the board, and reduced risks of board

remoteness from the academic action of the institution, as well as providing assurance that academic policy and quality activities were being effectively deliberated and decided upon:

Anna was able to say, “Well, I was at the academic board last week and I can assure the board that there was a very, very lively discussion about x, y and z...(K:12).

This example of concentrated and targeted governor institutional visibility could be regarded as a carefully set of managed sense-making activities on behalf of the board in navigating what may be an unfamiliar academic landscape. In turn, the nature of the assurances afforded to the board through the direct, demonstrable engagement of independent governors in the academic governance system, mitigated the temptation of governor trespass into academic policy and practice.

The vice-chancellor of the small specialist institution noted that, with his support, the board had appointed one of its independent governors to academic board on the basis of them being a senior academic at another university. In this case, the inclusion of an independent voice on academic board was welcomed by the vice-chancellor, to encourage academic board to reflect on its decision-making, whilst also ‘to make sure that the governing body felt as though it was getting a really good sense of what the academic body was thinking’ (G:3). As elaborated on by the interviewee:

That person happens to be the senior academic in another institution, which is helpful because they understand the academic nature of decision making, but they are then asked to report back on meetings in the academic board to the full governing body. That creates a connection then between those two organisations (G:3).

The example illustrates that a managed process of governor visibility through ‘facework’ commitments to academic board, to quote Giddens from Chapter Three, is perceived to be a meaningful way of informing the governing body of the work of academic board and *vice-versa*, alongside reporting through the ‘faceless’ regulatory artefacts of academic board minutes and reports. In turn, the periodic attendance of professional services staff at board meetings to present on specific areas represent ‘rituals of verification’ (Power, 1997) in

which 'They want to check out whether what the vice-chancellor is telling them is right' (L:31). One secretary refers to a board session with the academic registrar on academic quality and enhancement:

...I had the Academic Registrar come and do a question and answer presentation session to members of the board about how it all works and fits together. They liked that, and then feel assured (F:14).

Therefore, the building of 'trust relations which are sustained by or expressed in social connections established in circumstances of co-presence' (Giddens, 1990., *op.cit.*) is exemplified through these actor-centred approaches. To conclude this sub-section, one of the vice-chancellor interviewees captures the positive impact on meeting debate and dynamics of governors engaging with wider staff on specific areas of board business:

So that's a different sort of meeting because they're then directly engaged in the debate. They're not actually just responding to what they're being told by the executive (G:8).

### ***University governing body visibility enacted within and across Organisational Structures***

The extent to which the board and its actors inhabit organisational spaces outside the formal, periodically scheduled environment of the boardroom, and the implications of this for board and its actors' visibility and potential value-creation, was a recurrent reflection throughout the interviews.

#### *Parallel governor and executive strategic portfolios and contributions to projects*

The formal allocation of specific areas of oversight to independent governors in parallel to executive management members' responsibilities was not favoured by the majority of secretaries interviewed. This was with the exception of interviewees from the two institutions which operated some form of 'lead governor' model (Salford and Harper Adams), and considered it an effective means of providing a nominated governing body member reference point and 'sounding board' for executive management members. In turn, the model was regarded as helping to crystallise and focus accountability at the level of the board for areas such as health and safety, equality and diversity or fundraising

and major gifts, and empowered (and expected) governing body members to elicit information and assurance from management on the relevant areas.

It was also argued that in terms of visibility of issues and the associated visibility of the lead governor and the wider board that the model makes manifest and explicit what may otherwise be a more latent area of interest for the board or more formally reported on through the sub-committee system. Caution cited by other participations around this model included the perceived risks of governor and board encroachment on matters of implementation and operation within the domain of management.<sup>57</sup> One secretary states that:

We've never gone down the route of associating each governor with a particular area of work. We've always felt that that was counter-productive and made them quasi-champions and open to all sorts of lobbying (E:12).

Another secretary observes that 'We do discourage them from having a portfolio' (K:5) to avoid the risk that 'it becomes a kind of lobbying-of-the-governor kind of thing' (K:6). Another HEI had attempted implementation of a 'buddy system' (J:10) which had been abandoned, as 'It didn't feel remotely natural for anyone' (*ibid.*), as a form of imposed 'association' of, rather than 'engagement' between, governors and senior managers.

One of the two vice-chancellor participants also posed the risks of governor academic and professional service departmental formal linkages:

The ultimate then is to be linked up with an area, where they have regular visits. I think that's hugely dangerous. I think there are huge risks in that; because I think they get a very particular perspective, often one dimensional. Often one which is - it may be a bandwagon of a particular group of staff...(L:3).

These interactions thereby risk governor misreading of local interests taking precedence over, or being representative of, a university-wide position or interests.

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<sup>57</sup> The 'dual assurance' and 'dual engagement' model at the University of Exeter is an example of this. A recent review of this model indicated that whilst both senior management and council supported the system, 'too much detail relating to the business area in question is raised which simply doesn't need to engage Council members' (2014:8). A further factor cited related to a risk that the model limited board debate and discussion amongst Council, with one review respondent observing that 'D.A leads tend to talk, others don't challenge'. (2014:3)

However, examples of governor visibility through input to strategic initiatives and projects align to individuals' skills sets and experience was cited in the majority of interviews, providing additional expertise and challenge to senior management. For example, one participant referred to independent governor involvement in 'special interest groups' chaired by a member of the executive team which were 'not actually part of a governance structure' (D:10), but in which input precedes any formal discussions of the proposal at the council. Capital and infrastructure projects were areas where the presence of targeted governors, including with commercial and estates experience, was judged as beneficial:

...We're benefiting from their expertise in them being there. Also they're able to report back if you like, so that they have a greater understanding of the process, to give them more reassurance (L:20).

This assurance to executive management and the governing body was perceived by participants as productive in engendering mutual trust between the two groups, as well as supporting due diligence on project risks, in '...helping us later in terms of the audit trail' (L:21). This was echoed by a former board secretary, citing governor involvement in a major estates project through a joint management and board working party:

Because someone – two or three people have spent the time exploring in detail and are satisfied and can provide that assurance to other members of the Board (E:18).

This included development of a due diligence 'template, which had the confidence of the Board' (19) as a consistent reference point for reporting on such matters.

### *Governor and wider staff engagement*

Unstructured or loosely structured activities to enable the engagement of the governing body in a range of institutional activities where they interacted with wider groups of staff arose as an activity in the majority of interview exchanges. The benefits highlighted of this mode of less formal institutional visibility as features of effective governance included engendering trust in governance arrangements and the 'system', through raising the profile of the governing

body amongst staff groups, whilst also broadening the perspectives and contextual understanding by governors of the university context. The improved capacity and competency of governors to therefore make more informed inquiries of management for information and interpretations on business, and decisions was cited, which supports one of Schofield's outcome of board effectiveness in 'Constructively supporting and challenging the executive'.

A tight-loose approach was advocated by the majority of respondents in managing governing body members' entry into non-boardroom, non-corporate environments, such as visiting faculties and academic and support departments. One secretary notes that this was:

...deliberately not overly managed. So it's not managed by the Vice Chancellor or anything like that (F:1-2).

Another participant observes that:

We give them the opportunity - we don't force it on them, we give them the opportunity - to have one-to-ones with key senior staff in the University (B:9).

This form of sense-making of governors' and staff respective roles and responsibilities across disciplinary and organisational boundaries - as a constructionist endeavour - is enacted through these informal engagement encounters and events. It is presented therefore as a dialogue in seeking mutual role understanding and recognition, as opposed to more conventional modes of one-directional reporting to the board:

What we sought to do as well is to involve staff from different schools within the university in meeting with members of the governing body as well so that they - it's a two way thing (K:1-2).

The positive contribution of governors' literally 'being seen' and having regard for non-formal institutional activities and initiatives through these forms of engagement for members' own knowledge development is borne out in several interviews. One example included the opportunities for council members' interaction with senior academics as a form of vicarious visibility or confidence cascade, through which the credibility and relevance of the council as a set of

actual individuals, rather than an abstract body was subsequently percolated through the senior academic to wider staff groups. One secretary observes that:

...the teams are getting the impression that Council is real, these are not just people falling asleep around a committee table once a month...that they're actually active in the industries that we are engaged with and are bringing benefit and value to the University and to the students (B:12).

In turn, the importance of the governing bodies seeing first-hand the reality of activities and individuals with which they engage with on only a superficial, general and remote level through formal board and committee transactions. One secretary referred to the annual rotation of groups of governors to visit the university's China and Malaysia campuses, which enabled them to 'get to see the reality of it' (K:4) and directly engage with the aspects of the university's offshore activities in a way which would not be captured through a position paper or performance report. The same secretary identified the importance of governors engaging with grounds staff, which in the context of the agriculture and horticulture subject specialisms of the university, rendered real and material the latter group's wider contribution to the university:

...the governors really, really enjoyed that, because they didn't understand, for example, the extent to which those staff don't just manicure the flowerbeds and manage the trees, but they also manage the woodland that's used for teaching. They actually teach - we do rural skills, and a number of those staff actually teach on those (F:2).

Whilst not prevalent, the risks associated with governor outreach in the university were identified by several interview participants, including the potential for tensions to arise when the executive management and the board fail to comprehend and respect each others' roles:

I've seen a situation where there was the potential for the governing body and the executive to fall out, and there was a lot of behind the scenes activity, which was quite complex and tricky, until a point of resolution was found (C:25).

The role of the secretary in helping to manage such scenarios will be examined later in this chapter.

## ***University governing body visibility supporting Organisational Change***

### *The visibility of the governing body in relation to strategy*

As addressed throughout the thesis, the governing body's contribution to university strategy represents an emerging area of its remit, where its potential for value-creation in influencing the long-term direction and success of the university is significant and could be most visible, particularly *vis-à-vis* constructive advice and challenge to the vice-chancellor and wider senior management teams. One secretary was of the view that clarity existed in relation to governors', executive and, potentially, wider staff understanding of governing body authority for strategy setting and shaping:

There's no doubt the governing body has to approve the strategy. There's no doubt that they should be able to shape it as well so it shouldn't be a rubber stamp (D:6).

Another secretary cited that their vice-chancellor made explicit to staff that the board owned the university's corporate plan:

...he makes it clear to everybody that it's not his strategic plan, it's the Board's strategic plan (K:3).

These conversations with staff would no doubt raise the board's profile and visibility in terms of responsibilities for strategy, and the ultimate nature of its stewardship and responsibility beyond his ownership of it. However, communication of this message requires careful calibration to avoid the impression that the university strategy is not a matter for wider engagement, whether between the board and senior management and, in turn senior management and wider staff groups, but is instead an imposed direction and non-negotiable set of objectives. Arguably the two examples above are what Jarzabkowski (2005) terms 'procedural strategizing' (81) by conferring structural legitimacy on strategy, through the governing body's formal ownership of and reporting on, an institution's corporate plan.

In line with the DA of the online governing body role-descriptors, university strategy-making is a process integral to the nature of the interface between the board and senior management, and which may bring into sight the potential fault lines between these groups of actors. Rytmeister's study of councils' roles

in university strategic development exposes the 'perceptions, practices and tensions at the governance-management interface' (2009:138). This scenario is reflected by one secretary respondent in my study, who identifies fissures in the respective authorities of council and senior management around the locus of authority for approving the strategic plan:

We're redeveloping our strategy at the moment, and there's been a semantic discussion about whether the council sets the strategy. In the sense that the executive feel that they set the strategy by writing it, whereas you could also perceive the word 'set' to mean approve, so there has been quite an interesting dichotomy there (C:15).

It could be argued that 'semantic' debates about university strategy are unsurprising in an academic context and are primarily philosophical and conceptual in nature rather than materially impacting on the effectiveness of this governance strand. However, these debates also function to bring the role of the council to the fore in terms of its contribution to the long-term direction of the university and, from a constructionist angle, constitute actors seeking to make sense of sensitive issues of power relations, which may be regarded as features expected in a well-functioning strategy development process.

The vice-chancellors interviewed refer to a more complex role dynamic of governor and senior management players in shaping and setting strategy, reflecting a mode of 'interactive strategizing' to account for 'face-to-face interactions between top managers and other actors' (Jarzabkowski, 2005:51) facilitated by the institutional visibility of the board. One of these referred to governing body agenda-setting and the arrangements for the meeting as a carefully managed process involving the chair, vice-chancellor and secretary, centred on development and review of performance against the five-year strategic plan. This entailed the scheduling of two board meetings per semester, the first of which covered more routine regulatory business, with the second focussing on a strategic topic such as the student experience, by adopting a 'much more discursive' (L:4) approach through exploratory material rather than fixed reports, 'using quantitative data, but also more qualitative stuff' (*ibid.*). At these sessions, the institutional visibility of the board was one factor contributing to interactive strategizing through strategic council meetings

involving a broader group of participants and attendees, 'So it's not just the board and the senior team, there are other members of staff there' (*ibid.*). The conditions were supported by configuring the meeting room tables in 'cabaret' style to foster collaboration and breakdown the formality and hierarchies implied by a formal boardroom structure.

Strategy development as an institution-wide process of iteration was a feature of the planning cycle cited by the other vice-chancellor interviewed, reflecting the 'journey of the strategy' (C:15) in which board visibility is seen as one enabler for its journey, from staff groups at more junior levels, through to the senior management team and onwards to council and *vice-versa*. Another respondent cited the role of the board executive planning day in supporting the trajectory of the strategy taking shape, in being used 'to set out our stall for a new strategic plan' (G:12). The outcomes of this session subsequently fed into staff consultation meetings, centring on sense checking including around the nuanced areas of how it is pitched and therefore likely to be 'received'. This was prior to reporting the draft strategy through management and back up to the governing body for approval, with some degree of assurance of staff understanding and acceptance of it:

...where we feel comfortable enough to share this with staff and say "What do you think?" Is this the right sort of tone? Is it the right sort of direction that we've got for the institution?" (F:13).

The transparency of the council's role in strategy development and its intention to ensure staff input through a process of engagement, had the potential to support staff buy-in and increase the likelihood of the strategy being owned throughout the university, and thereby delivered at local levels. Other examples offered through the interviews included preparation for a council away day with senior management which invited the independent governors to co-create material for the event, by gathering feedback from staff within the institution. The case cited illustrates ways in which executive management in the university 'strategized about the away day' (I:8), by identifying independent governors to investigate strands of activity which would feed into the sessions:

...we actually made the independent members go and do some research, and find out about different aspects of the institution. We set up meetings for them so they could meet different constituencies, and then report back to the away day (I:8).

The potential outcomes of directing independent governors to explore and gather information on a specific theme, activity or function 'inside' the institution, served to both raise the visibility of independent governors across staff and student groups, whilst also building governors', council's and also, most likely, senior management, knowledge and understanding of the area.

#### *Governing body visibility supporting leadership succession management*

Alongside strategy development as a focus of long-term organisational change, several interview participants identified major change processes and incidents necessitating, or acting as opportunities for, governing body visibility. Governance review exercises were cited as examples which formally fostered institutional reflection on the effectiveness of the board, its structures, relationships and actors. As one interviewee notes:

...people know more about it now because of the quite sustained work we have done for the governance review (A:1).

Another interviewee referred to an effectiveness review as an opportunity to evaluate the profiling of the council within the university:

When we had our last effectiveness review of our Council we wanted to very much look at the profiling of the governing body within the institution (K:1).

The purpose of this exercise was to help overcome the challenges faced by a large pre-1992 HEI in communicating the role, decisions and deliberations of the council to a diverse and geographically dispersed staff and student population.

One respondent noted that circumstances in which governing body visibility was deliberately heightened by agreement between the chair and vice-chancellor activities, included strategic landmarks or events in the life of the university, whether celebratory or for matters of change, challenge or crisis:

It's usually only in the event of a major decision but it could be on issues around...issues of emergency, financial stringency, the need to make cuts, the prospect of a potential merger. It's in those sorts of areas where the decision-making of the governing body becomes apparent within the institution (E:5).

This was echoed by a pre-1992 HEI secretary, who drew on recent experiences of high-profile governance and leadership challenges and changes in the university where it was considered appropriate by the chair of council to make manifest to staff that the university's senior management were supported by the council, and were also held accountable to it:

...I think particularly when we're going through perhaps difficult times, assurance that there is a body which is ultimately accountable and is reviewing exec performance I think can be a sort of comfort to staff more generally (H:18).

Change and challenge would appear to involve a re-calibration of relationships, which exist beyond the formal parameters of board and committee powers and terms of reference. Instead these are instead based on subtle shifts in stance and positioning between the bodies and key actors:

...traumatic events thankfully only happen occasionally. I think since then, I think there's perhaps been a rebalancing and the governance voice is perhaps being heard more than it was previously (H:20).

One of the vice-chancellors interviewed cites a significant moment of change embodied in a leadership succession planning exercise following the announcement of their own retirement. The role of the governing body in the process included the production of a video for staff which featured the chair, and included assurance along the following basis:

I'm the Chair. This is a process of appointing a new Vice-Chancellor which is a board responsibility. This is what we're going to do; this is how we're going to involve you etc. This is our plan (L:9).

This represents a real-world scenario where it was appropriate to communicate one of the key roles of the governing body to staff, to provide re-assurance that the vice-chancellor's decision to step down was both planned and effectively managed rather than as an outcome of a breakdown in relationships or other crisis. This was intended to both inform staff, and aid them in making sense of a change in leadership, and what this might mean for the university. The

importance of facial encounters, albeit via the medium of video, in engendering trust relations is evident:

I think it was an opportunity for them to see her literally, what does she look like. Also...the intention was to try and reassure that this is not something that we're just going to lurch from...It has been planned out; reassurance. It's not about a huge change of direction (L:9).

### ***Governing body visibility informed by, and instilling, institutional culture***

#### *Overview*

It is recognised that there is not one single culture which characterises each university, despite the fixation in the critical literature on university types, including collegial, bureaucratic, entrepreneurial, corporate forms (Dopson and McNay, 1996). However, if culture in universities is regarded as an 'invisible tapestry' (Kuh and Whitt, 1988) woven into organisational structures and behaviours, it poses the question of whether the institutional visibility of the board helps shape, set and articulate university mission, values and culture. One secretary observes the different cultural contexts of universities which:

...vary from institution to institution and according to the personalities of the individuals involved (E:31).

The flexibility and openness of senior managers to governors in accessing university spaces to engage with staff more widely, is presented by a number of interviewees as a barometer for the wider institutional culture and tone set or modelled by the leadership team. One of the vice-chancellors interviewed refers to a culture of trust in which executive management consciously - and conspicuously - relinquish control of governors beyond corporate level interactions with senior managers. The potential scope of this approach in helping advance governor understanding and development of the wider university context, alongside the cultural messages this signals are considered significant:

You have to, as an executive I think, just let go a bit. If you see it as an opportunity to gather more information, rather than risk that a governor's on the loose (G:7).

The confidence in releasing or loosening control is reflected in another interviewee's observation that 'There is nothing to fear from a properly trained non-executive' (A:5). Another example cited the importance of a culture of transparency 'We're quite open; we want to foster and engender working relationships' (B:10) amongst the governing body and senior management. These perspectives are in contrast to the director of a company cited in research by Cornforth and Edwards (1998), where a company director sought to avoid the board interacting with each other, or staff outside meetings, through fear that it would undermine her authority, which led to board over-reliance on the information and representations made to them by the CEO. These behaviours, and the adverse impact of them on governance effectiveness, are reminiscent of the closed management milieu cited in the cases of HE governance breakdown in Chapter Two.

#### *Governor personalities and perspectives*

Human dynamics in governance include understanding the interplay between governor actors' personalities and those of senior management, and the extent to which the surfacing of personalities balances with the formal roles and responsibilities to deliver effective board performance. Role performance, therefore, extends beyond constitutional remits and job descriptions of key actors populating the governance system. Instead good governance is closely related to mutual recognition and respect of respective governor and executive roles. As one secretary highlights:

I think what's underestimated often in governance is the personality because you can't really legislate for it and personalities change a lot. You can have all these codes of practice and very good structures, very good committee secretariat, but it could still go horribly wrong because the personalities aren't right (D:9).

Another secretary participant observes of personalities that 'it's often because of egos, and people trying to exclude the others' (C:26) where damage occurs:

I've seen a situation where there was the potential for the governing body and the executive to fall out, and there was a lot of behind the scenes activity, which was quite complex and tricky, until a point of resolution was found (C:25).

Recognising Dearing's concerns about the size and function of governing bodies, one secretary reflected on what was once an unwieldy, collegial and consultative council of more than 40 members, which represented:

...an abdication of responsibility on the part of individual governors because it was so large. They were there, largely, for their representative function (E:29).

However, despite the demands on the duties of individual governors, and the importance of interpersonal dynamics between actors, the collective identity and purpose of the governing body and how this is projected more widely, is seen as constitutionally crucial for consensus-based decision-making:

Big Personalities believe they run the institution. Collectively they are the trustee board, but individually they don't have any right of action (A:4).

Institutional visibility through governor engagement with staff outside senior management put governors' skills to the test, including how effectively individuals were able to place a partition between their personal perspectives, and their duty to act in the best interests of the university. One Secretary noted:

Our Council members are pretty astute...They know when somebody is trying to push a particular view which is maybe not the right thing to do, and we'd take it with a pinch of salt (B:8).

Examples were cited of governors' ability to negotiate and mediate the viewpoints of staff interest groups or local concerns when encountering staff on a visit to a department. These included the ability of governors to identify the 'elevator pitch' from head of a department on the need for new facilities or accommodation (A:5) for his department, and filter contentious comments made by a student to an independent governor:

Yes I think he understood. He fed back to us and said, "I'm not going to bring this up at the council away day, because I think it's something that you need to discuss outside of the meeting" (I:9).

However, a number of interviewees identified risks to independent governor institutional engagement with staff, such as being susceptible to lobbying:

The more visible they are the more likely it is that they will be hassled by people who want to lobby then or want to register a complaint or whatever (K:12).

The risk of governors forming misconceptions about areas or activities as a result of engagement with specific departments and staff was also identified. This required recovery activity by the secretary and head of institution, to rectify, counter or at least balance the viewpoint, to limit the potential of distorting the collective understanding of the governing body on the matter:

They can inevitably end up with a skewed view of reality because they're just getting a very narrow and temporal snapshot of what's going on. If they allow themselves to be drawn into imagining that that's the way everything is, then we spend quite a long time unpicking that and trying to retrieve it (K:13).

Difficulties were identified where governing body members sought to assert their own abilities and knowledge of an area of expertise, and impose these on an equivalent area of activity within the university:

...the desire of people to demonstrate their expertise in that area versus their role in steering and critiquing and advising gets crossed (J:9).

#### *Cultural convergence of university mission and values*

As quoted earlier in the thesis, one of the seven enablers of effective governance is board 'commitment to vision, organisational culture and values'. The extent to which institutional board visibility fosters or strengthens this level of commitment emerged from several interviews. The size of the staff and student population of the university appeared to be an influencing factor on the capacity to 'connect' to staff and demonstrate cultural alignment. One respondent of a small specialist HEI observed that 'I would say our governors are a little bit like the institution' with independent governors' professional experience linking to the academic disciplinary base of the university, as well as them aligning to the wider ethos and culture:

So they're quite high powered people, but they're not hierarchical. I think if they were desperately aware of their own importance and very hierarchical, it wouldn't work (F:25).

Interview participants from the other smaller HEIs in the study, including three of the four B, C and D institutions in the sample, associated a more contained staff (and student) community as increasing the likelihood of greater institutional engagement between the board and staff. One interviewee observed of the independent governors that, 'They get to know some other people. We're not a big organisation so that's possible'. (G:9). This contrasted with a pre-1992 HEI with global campuses, a student population exceeding 30000 and a staff population of 5000, in which the challenges of council engagement with staff were identified as a result of the size, complexity and geographical reach of the university:

...because of the sheer scale of the institution, they can't possibly hope to get - none of us can - a sense of the detail of what's going on on the ground (K:10).

McNay (2002) echoed this perspective in a study which asserted that a cycle of presentations to governors on a university's academic activities was 'impossible in the larger institutions where...governors rarely meet staff other than the senior management team (SMT) and elected staff governors' (308). However, potential risks arise with the close connections borne between board and staff in small, specialist institutions, which Schofield (2009) refers to as 'the governance and management continuum' (15) and the associated dangers of governing body drift into management matters and *vice-versa*, or 'cultural congruence between governors and governed' (McNay, 2002:304) at the expense of independence, challenge and, ultimately, accountability.

### *Internal communications*

The final area addressed in this section is the role played by internal, less formal or informal communications in profiling the governing body within the university, demonstrating its effectiveness and engendering confidence in governors and connections to them amongst staff. Almost all interview respondents considered both formal and informal communications about the role, deliberations and decisions of the governing body to be under-developed in their own institution. A number of secretaries and vice-chancellors cited this as symptomatic of poor internal communications in universities, cited in more

extreme terms in one example: 'the actual effectiveness of communications in universities is woeful anyway' (D:22). However, most participants were of the view that more could be done to disseminate information on the outcomes of board deliberations to staff in an accessible and comprehensible manner. This was in contrast to the more formal existing communications, including the circulation of executive summaries of meetings to staff, which:

...might tell staff something like, you know, "The Board has approved". Something like that. I don't think it's very lively though is what I'd say (L:24).

However, in many instances, accessible communications through platforms and media including the staff intranet were favoured, provided that what was published did not over-simplify discussions and decisions, and thereby increase the risk of staff misinterpretation of the rationale for or outcome of these. Communicating decisions of council shortly after meetings and the time was favoured in several interviews, 'it might be something we could do after Council meetings...' (I:15). In one example, the secretary reflected that this could operate in parallel to existing channels for communicating the key discussions from executive team meetings which are streamed to staff in a short video presented by the vice-chancellor or registrar, 'We might think about maybe doing that for council going forward...' (H:10).

Pro-active, actor-centred communication, including interviews of governors which provided a more personalised alternative to the formal publication of governor biographies and disclosures of registers of interests were favoured by interview participants. Central to this was 'to raise awareness about who they are, and what they do for the University, and why they want to do it for the University' (B:21). The potential for governor interviews to function as narratives to which staff (and students) could relate, and be inspired by, was cited in one interview. The interviewee reflected on a lost opportunity to profile within the university the achievements of a governor who retired from board membership as a charity fundraiser, rather than his professional career highlights: 'Why didn't we get that inspiration out to our students' (B:22). Enhancement to

communications of this type featured as a reflective moment for a number of secretaries, as area which they would co-ordinate as part of their roles:

Maybe we should do more on that. It's a good point (D:22).

I think it would be quite good, maybe, to profile it a bit more (L:24).

Effective governance in this context is less about conferring of legitimacy on the board, but is instead about ensuring that staff are confidence that a body of individuals exist which is distinct from, and challenging of senior management, whose role is to support the best interests of the university.

## **Chapter Six: Summary of research findings, recommendations and professional implications**

### **6.1 Integrating research findings to respond to the research questions**

The potential contribution made by the institutional visibility of the governing body amongst staff to board performance as set out in Chapter One, is re-visited here: 1) supporting the board's formal accountabilities; 2) enabling interaction with staff; 3) facilitating organisational change and university strategic development and as a cultural enabler; 4) supporting governor and senior management relations and 5) helping to inform and model a university's values.

Prior to summarising and integrating the findings of the two phases of the research in response to the PRQ, the outcomes of the research highlight the following key points. Firstly, the perceptions of the secretary reinforce the observation in Chapter Three that the institutional visibility of the governing body is a multi-faceted construct and activity in the 'doing' of governance. In turn, the outcomes of the DA of the online governing body role-descriptors and the examples identified in the interviews, illustrate the many ways in which the governing body's role and performance and actors are rendered visible. These include the reciprocal relationships between the governing body and different strata of staff in the university hierarchy, in formal transactions through to less formal engagements. Secondly, the research findings indicate that the institutional visibility of the governing body amongst staff is regarded as a potentially powerful, but under-estimated contributor to its effectiveness. From a 'paradox perspective' (Cornforth, 2004:1), non-profit boards embody both 'conformance' and 'performance' functions. However, the study found that the visibility as vehicle to support the accountability (conformance) function of the board such as legal and regulatory compliance to sector bodies, and holding the vice-chancellor to account was perceived as a less valid measure of effectiveness than its broader performance role. The wider remit for the board which institutional visibility supported, including in harnessing board knowledge of the context of the university, helping it steer and shape strategy, and visibility as a mode of interacting, fostering positive relations with senior management and

staff. The PRQ is re-visited below in order to summarise how the research findings respond to it:

**What perceived role does the institutional visibility of the university governing body amongst staff groups play in contributing to its effectiveness?**

With one exception, semi-structured interview participants considered it important that mainstream staff groups in their university settings had a broad understanding of the accountability function of the institution's governing body. The collective institutional visibility of the board was not regarded as a major variable in strengthening the accountability as conformance function of the governing body. However, in broad terms, the institutional visibility of the governing body in deepening governors' reservoir of contextual knowledge beyond the confines of business reported to the board, informs the board's collective capacity to interrogate information in reports brought to the board for accountability or developmental purposes, and make intelligent inquiries of management on business brought before it.

What emerged from the interviews were the difficulties associated with measuring and articulating the contribution of the accountability role of the governing body to its performance and the wider institution's success, beyond the act of signing-off of documents including the financial statements, budget and forecasts and the audit committee annual report as formal accountability returns to HEFCE. This was also evident from the DA of the online role-descriptors, where descriptions made general reference to the ultimate authority of the board for fundamental university matters, but failed to elaborate on the fundamental basis and purpose of the governing body in ensuring accountability. These outcomes register a gap between HE governance policy expectations and the practical realities of boards demonstrating accountability to their stakeholders, both internal and external to the university. To illustrate, the Association of Governing Boards of Universities and Colleges (AGB) in its *Statement on Board responsibility for governance* (2010) recommends that 'The governing board should manifest a commitment to accountability and transparency', but the

challenges of defining, not least manifesting, meaningful and authentic accountability to stakeholders through acts of visibility and transparency are evident from this research.

One facet of visibility amongst staff which supported Schofield's effectiveness outcome of 'ensuring accountability and regulatory compliance' included manifesting board oversight of key acts and interventions related to its formal powers, including around the vice-chancellor's leadership, or periods of change and challenge in the governed university. To illustrate, circumstances in which the board and its key role-holders were rendered visible featured in several interviews, including one chair's communication of the process of appointing a new vice-chancellor to staff, or times of organisational restructuring. The former scenario of vice-chancellor succession illustrates the ways in which the board's 'conformance' and 'performance' responsibilities (Cornforth, *op.cit.*) were undertaken, and how the visibility of the chair enabled the performance aspect to be progressed. To illustrate, conformance was satisfied through the board ensuring its constitutional powers to appoint the vice-chancellor were adhered to, with chair presentation to staff ensuring that the appointment process was understood and engaged with, helping to mitigate staff uncertainty during times of change. The research has advanced an understanding of how institutional visibility can engender an understanding of, and confidence in, acts of board accountability, and its potential contribution to institutional morale. This supports two of Schofield's outcomes of board effectiveness: 1) 'ensuring accountability and regulatory compliance' and 2) 'ensuring confidence in institutional governance' amongst staff.

With reference to Figure One, the 'engagement' end of the institutional visibility spectrum, as represented through less formal interactions between the board, individual governor actors and staff groupings, was considered a form of effective governance. This is not to imply that this mode of engagement was recognised as a substitute for collective decision-making, as a fundamental, non-delegated board responsibility. Instead, the research findings indicate that engagement with staff can operate as a precursor or accompaniment to, or outcome of, the

collective role of the governing body, which challenges the fixation in classical governance theory of the board 'only being effective if it is a collective decision-making body' (Van den Berghe and Levrau, 2013, *op.cit.*). However, less formal, actor-centred interactions outside the board's formal, constitutional powers and role have the potential to enhance governors' understanding of the context of the university, and support their knowledge development, which feeds back into collective board deliberations and decision-making in the boardroom.

Alongside the staff engagement elements of visibility as a vehicle for governors' knowledge-building, the various expressions of board and governor visibility was regarded as a factor supporting its contribution to university strategy development, setting and review, centring on the university's strategic or corporate plan. The secretaries interviewed regarded this as one of the most important, emerging areas of the board's remit, in which governing bodies had the potential to add significant value to institutional long-term sustainability and success, with HEIs' leadership teams seeking strategic focus, distinctiveness and competitive advantage in a new and uncertain market and operating environment for HE.

However, the DA of online role-descriptors and the interviews identified this as an obscured area of the board's remit, which was insufficiently defined and under-developed. A possibility exists that senior management anxieties around the balance of powers and assertion of board authority relative to that of the head of institution, were registered in the findings emerging from aspects the DA and the semi-structured interviews that the board's contribution to strategy were ambiguous or absent. However, exceptions existed in the DA case studies and where interviewees cited scenarios where the board's contribution to steering strategy was visible and, in turn, where visibility played out through board engagement with senior management and wider staff, supported strategy consultation and development.

Another principal contribution of board visibility amongst staff was as a cultural vehicle helping to shape and then model and manifest to staff, the values and ethos of the university. The importance placed on this in the interviews was in

helping to create a narrative for the university and a consistent set of values during times of change, either through the collective presence of the board, or actual encounters between governors and staff. Arguably, these cultural and behavioural properties are both enabled and expressed through the acts of board visibility. The potential of institutional visibility - through the practices of staff engagement - to help inform the shaping of university mission in a way which is meaningful and attuned to the culture of the university, emerged in several interviews.

The proposition in Chapter Three that board 'effectiveness' is a relative, context-specific construct upholds the constructionist lens through which governance practice is viewed in this study. All interview participants were of the view that the institutional visibility of the board as a contributing factor in board effectiveness and governor development, resisted verification or measurement. However, the different forms of board institutional visibility did offer opportunities to satisfy Schofield's outcomes of effectiveness. In turn, elements of effectiveness cited included the board having fuller and franker discussions and debate between the board and management than may otherwise be the case, echoing Bader's (2001) examples of value-adding boards in the health sector in which 'Sounder decisions results, not because trustees are smarter than management', but through a 'synergistic effect, producing new insights and innovative ideas' between both groupings (16).

**SQ1: Which arrangements and activities supporting the board's institutional visibility are more effective than others in supporting board performance, and on what basis?**

A key finding of the study is that formal constitutional protocols such as structural committee machinery and vertical and hierarchical reporting to staff, play a modest part in rendering apparent the board or supporting its effectiveness. Reflecting back on the institutional visibility spectrum in Figure One, the interview findings indicate that the 'apparency' (staff broadly understanding what the governing body purpose is and general make-up) and 'transparency' (open disclosure of key discussions, decisions and wider practices of the governing

body) play a modest role in supporting governing body effectiveness. Phase two of the research indicates that the formal structures and role summaries published on the governance webpages, as examined in phases zero and one, were considered of limited importance as a means of supporting the apparency and transparency of the board amongst staff communities. The interviews also identified the variability in the quality, breadth, accuracy, currency, accessibility of governance webpage content. The perceived principal value of the governance webpages was as a functional repository of core information on the formal powers and composition of the governing body, rather than as a mode of staff communication giving insights into its role, decisions and actors.

The 'apparency' and 'transparency' aspects of board visibility, through web-based or internal communications about the role and composition of the governing body, were regarded as playing a general role in supporting one outcome of effective governance - 'Providing confidence in institutional governance' (Schofield, 2009, *op.cit.*). This finding does not imply that acts of apparency and transparency around board discussions and decisions affecting the direction of the university increase the likelihood of staff support for these decisions. However, staff understanding of the wider decision-making structures inhabited and overseen by the governing body, and making transparent the basis and rationale for decisions made on behalf of the university, may be regarded as a more positive outcome than staff being uninformed or misinformed about the board and its business. In turn, a potential exists for staff confidence in the board to motivate governors, and sustain resilience during times of tension or challenge at the interface of senior management, or external pressures exerted on the institution. This is an appropriate stage to re-visit Montagu's observation on the governing body in the Introduction that 'It doesn't loom large in their lives' (*op. cit.*), with the research findings challenging the view, 'That is as it ought to be' (*op. cit.*). However, the findings indicate that staff awareness about the governing body is dependent on staff desire and interests to understand and engage with board business, and appreciate its relevance to their own roles within the organisation.

The interview findings indicated that governor engagement with staff was more effective when it was decentralised and not subject to strict gatekeeping by the secretary, head of institution, chair or a combination of these. Participant feedback cited cases of carefully managed, but flexible and ‘tight-loose’ structures around of governor interface with staff as effective in their own HEIs. The mutual contextualisation and knowledge-enhancing benefits for governors, the wider board and staff were highlighted in the previous section of this chapter.

The importance of physical and material interactions which rendered ‘real’ governor and staff relations was highlighted in several interviews, through a range of examples. Several examples were presented where social connections forged in the ‘doing’ of governance outside the boardroom, helped challenge and erode a view of the board amongst staff as an abstract, bureaucratic and remote body. Scenarios which supported ‘facework commitments’ (Giddens, 1990, *op.cit.*) were recalled in the interviews, in which governor and staff exchanges engendered trust and understanding about the role of board and its contribution to the performance of the university. Several means of governor interactions with segments of staff at varying degrees of formality, from advisors to project task and finish groups, participating in faculty and departmental visits, or membership of academic board, were considered effective ways of achieving mutual role-understanding between governors and staff. These insights were perceived as having the potential to feed back into, and inform, board deliberation and decision-making. Finally, informal and accessible internal communications about the backgrounds and motivations of individual governors, and the outcomes governing body discussions and decisions were considered potentially potent narratives to connect staff with governors, and the wider organisational and leadership structure in which their own roles were located.

**SQ2: What risks are associated with the institutional visibility of the university governance body as threats to its performance?**

Interview participants observed potential and ‘in principle’ risks associated with over-active governing bodies and members, including encroachment on executive management or academic territory. Threats to performance included

governor vulnerability to lobbying by specific staff interest groups, including from staff assuming that the governing body influenced local decisions on staff resources, or capital and infrastructure investment. The risks to governance effectiveness included the potential for damage to trust and constructive relations between the board and the executive team, or poor decisions being made by the board, based on ill-informed or distorted information or influences. In these circumstances, senior management, including the secretary, staff and student governors invested significant effort to recover and rectify skewed or misinformed perspectives presented to the board as an outcome of ineffective staff engagement. The interview scenarios signpost the key role of the secretary in contributing to this process, and the diplomatic dimensions of his or her duties in helping to resolve potential tensions, whilst seeking to ensure positive relations at the interface of board and senior management are preserved.

However, the opportunities arising from governor engagement with staff were considered as outweighing the identified threats to independence. Only a limited number of examples were cited in the interviews where collective board or individual governor institutional engagement and activity crystallised risks to effective governance. However, the majority of interview participants considered the incidents of governing body trespass on management territory minor or immaterial in their impact on board performance or relations. In turn, governor motivations were identified as largely well-meaning and driven by enthusiasm for participating in management matters, rather than furthering their own personal interests or agendas, or seeking to undermine executive authority.

## **6.2 Contribution to knowledge and claims of originality**

The thesis makes a distinct contribution to knowledge through its focus on perceptions of governing body visibility amongst staff groups as a lens through which to view university board effectiveness. In examining both the collective board and individual actors' contribution to this process, the study responds to the critical and policy deficit in university governance in which 'human dynamics have remained under-investigated' (Kezar and Eckel, 2004:373). A further area of originality is the incorporation of methodological innovation in the research

design through the DA of university governance webpages (and whilst only a contextual part of the study, online content analysis) in conjunction with the interview process.<sup>58</sup> An empirical contribution is also made through privileging the perspectives of the university secretary over governors or trustees, as an unexamined role-holder in supporting governance effectiveness in the research.

### **6.3 Recommendations for policy and practice**

A number of recommendations emerge from this study as means of enhancing the effectiveness of governing body's value-creation beyond compliance with constitutional and accountability protocols. An overarching theme in the recommendations is the potential for the different facets collective board and governor visibility to build, maintain and further develop constructive relationships with executive management, academic boards and senates. In turn, institutional visibility has been shown to start or strengthen meaningful connections with wider staff groups, which have mutual benefits for board and the staff base. It is acknowledged that the generalisations made from the research findings are 'fuzzy' (Bassey, 2000) reflecting the qualitative and interpretative nature of the two research phases. However, the recommendations in the following paragraphs of this section - not least because they arise from research using a sample of HEIs across England - are applicable beyond my own workplace to other HEIs' governance settings in England. Reflecting the themes proposed for institutional visibility at the start of the thesis, and the first cycle coding, the recommendations relate to constitutional, organisational and cultural measures and interventions for governing body secretaries to consider, in conjunction with chairs and heads of institutions. Alongside, providing a reference point for internal institutional reflection, the recommendations presented have implications for the advancement of policy and guidance of HE sector bodies with an influence of institutional corporate and academic governance, namely the LFHE, the CUC.

The first overarching recommendation is that HEIs take a co-ordinated approach to internal communications and media on the role of the governing body and its

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<sup>58</sup> Peck (1995) observed that the majority of qualitative studies on corporate governance have attended to the accounts of board members through a sole focus on interviewing, rather than gathering data through other techniques.

members, drawing on professional internal resource within the university's own communications and media functions. This proposal is informed by the interview insights into the value of producing and publishing less formal communications, including the dissemination of information about the deliberations, decisions and membership of the governing body. Within this recommendation is a proposal to develop less formal communication including a programme of internal media which profile an HEI's governing body and ensure key decisions and discussions are circulated to staff and student communities in a timely and accessible way. This would help deliver the LFHE and the CUC's joint survey recommendation that 'enhanced internal communication about governance' (Schofield, 2009:15) within HEIs would be beneficial in aiding staff understanding of the governing body and potentially foster the increased buy-in of staff into decision-making.

This recommendation could be realised in several ways. One means would be to more systematically, regularly and proactively (rather than reactively) produce joint statements and announcements for staff from the chair and head of institution on landmark events in university life, such as major decisions including organisational change programmes or major investments or collaborations. This could be extended to the 'managed' participation of the chair and other key governors, including staff and student governors, in staff-wide briefings traditionally led by and comprising the vice-chancellor and senior management team.<sup>59</sup>

Another medium identified in several interviews for the dissemination of governing body information, is the production and publication of in-house marketing features and stories on individual governors, which elucidate the personal and professional background and motivations of independent governors, and implicitly elucidate their contribution to the university. Finally, within this recommendation it is proposed that increased care and attention is invested in the design and review of each institution's governance webpages.

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<sup>59</sup> This represents a less contentious response to, and compromise position for the recommendation of the *Report of the Review of Higher Education Governance in Scotland* (2012) that 'annual meetings of governing bodies should normally be held in public unless the matters under consideration are deemed to be of a commercial or sensitive nature' (Chapter 4: Recommendation 1:15). The *Scottish Code of Good HE Governance* (2013) has not converted this recommendation into a requirement. However, holding annual public meetings of courts and boards which all staff and students are eligible to attend, is regarded as a 'good practice example' (29) in the *Code*.

This is to ensure that consistent, high-quality information on the role and composition of the governing body is published and maintained, which accurately describes the governing body's contribution to institutional oversight, and clearly delineates the relationship between the corporate, executive and academic governance domains of the university. However, the level of resource should be proportionate to web-user traffic and interest in governance webpages, recognising that governance webpage content is predominantly corporate and outward-facing.

The second recommendation is the structured identification by executive management (including the secretary) of external governors to apply their skill-sets and experience to provide independent advice to strategic proposals and projects at the design, development or due diligence stages which are likely to have a fundamental reputational, financial and wider resourcing impact. Acknowledging that the destination of such proposals would be the governing body or of its key committees, this model would help provide assurance to the board or committee by the point at which a collective decision or endorsement was required of it. Whilst the examples cited by interviewees indicate that these practices already exist, the recommendation proposes that an agreed framework within HEIs and beyond would be beneficial for embedding these in a more systematic and structured way. This could be implemented by devising institutional protocols or, nationally, through the development of CUC guidance, which would provide parameters for executive teams inviting governor input, the secretary, participating governors and the board. The establishment of shared principles and guidance is intended to safeguard contributing governors' independence to the process and mitigate governor 'trespass' risks.

The third recommendation arising from a focus on institutional visibility is to increase the formal and informal opportunities for co-visibility and engagement between governing bodies and academic boards and senates. This would help further the OPM survey finding on 'the need for more effective consultation with academic board or senate' (Schofield, 2009:13). Identifying good practice from the interviews, consideration could be given to the appointment of at least one independent governor with a current professional background in universities such

as a senior academic or senior professional services manager to university governing bodies, where a university's governing instruments does not already prescribe this. This proposal would help strengthen shared formal and informal reporting between the two bodies, including through informal, human feedback and assurance to the board on the effectiveness of the academic governance, strategy and policy framework of the university.

Whilst referring to an outcome of decentralised and networked approaches to macro policy-making, Rhodes (2007) argues that 'If governance is constructed differently, contingently and continuously, we cannot have a toolkit for managing it' (1257). However, there is scope to apply the research recommendations across HEIs through the incorporation into existing sector governance toolkits and guidance. For example, the recommendations could inform the development of the draft illustrative practice notes currently being commissioned by the CUC to supplement the principles and requirements in the revised *HE Code* (2014). To illustrate, governor engagement in strategic project and steering groups in the second recommendation, could support the board in discharging its duty in the *HE Code* of ensuring that a 'rigorous process of due diligence' (2014:9) exists for high-profile university initiatives.

#### **6.4 Research limitations and qualifications**

Prior to outlining the methodological limitations of the research, a logistical and resource shortcoming linked to effective governance in universities is the extent to which governor visibility as an enabler of staff engagement is constrained by the competing external commitments of many independent and external governors. The examples cited in the interviews and research recommendations, reflect in-depth modes of governor engagement with staff. However, the exhaustibility of an intense and structured level of governor engagement with staff at various levels cannot be excluded in practice. Irrespective of the attributes of self-motivation, confidence and competence required of governors, the limited number of governors populating the board to engage with staff groups beyond senior management - relative to the number and diversity of an institution's staff - represents a logistical and practical obstacle to engagement.

In turn, the voluntary and infrequent basis on which governors attend their host university, as part-time appointees overseeing the work of full-time professionals (Chait et al, 1996, *op.cit.*), means that governors' and others' expectations of the contribution they can make needs to be realistic. The *HE Code* (2014) states that the governing body should satisfy itself that 'members are able to allocate sufficient time to undertake their duties effectively' (25). However, it is unlikely that informal staff engagement is considered core to such duties. Shattock (2006) notes that it is 'difficult to see how governing bodies can build up the necessary expertise and involvement in strategic decision-making' (50) when spending only a modest amount of time on board matters, and staff engagement outside the boardroom is likely to be a casualty of these constraints.

Related constitutional features which may be contrary to board and governor visibility include membership turnover and succession. To illustrate, governors normally serve three-year or four-year terms, subject to renewal for a second and up to a third period. However, the expiry of appointments, member resignation and anticipated pressures on nominations committees to replace governors who lack the required skills-set in a demanding HE environment, potentially undermine the building of governing body and governor stability, continuity and as a consequence recognition and visibility. However, membership renewal and change needs to be balanced with the potential risks of governors serving more than one term of office and 'over-staying their welcome', which could risk a misguided sense of complacency in understanding the university context, or over-familiarity with management.

The methodological limitations include the restricted reliance which can be placed on the DA phase identified earlier in the thesis, which require re-visiting. Firstly, the desk-based aspect of DA presents a one-dimensional window into the visibility of the board. The DA of discrete textual summaries of the board's role risks delimiting the content which thereby overlooks the wider online context as well as the reception and co-creation or re-interpretation of the governing body discourses. This reflects the view that:

...any qualitative exploration would have to be what research arenas the internet comprises and how they shape, as well as are shaped by, participants' and producers' experiences of use (Orgad, 2009:34).

Inferences or assumptions about authorial intention in constructing discourses around the governing body therefore need to be approached with caution, recognising that discourses can be overly constructed or deconstructed through analysis. This risks reinforcing the particular perspectives and positions of the researcher as a form of 'interpretive positivism' (Fish, 1981:63), rather than reflecting the multiple truths and realities of authors and audiences.

A second methodological improvement identified is that the delivery of a survey to the sample group on HEIs' wider institutional communications and media strategies around the governing body may have been a more focussed precursor to the interview phase. The third methodological limitation reflected on is the restriction of the interview phase to the sample stratum of the governing body secretaries. The rationale for prioritising the perspectives of secretaries is set out in Section 4.3, and supports the practitioner-oriented nature of this study, and the argument that the secretary is pivotally positioning to influence the conditions and arrangements for governing body visibility amongst staff. An alternative to focussing on the single sample sub-set of the secretary would be to conduct interviews of different clusters of governance actors across several universities, including the secretary, chair and head of institution (Llewellyn, 2009); *ex-officio*, appointed and elected governors (Rytmeister, 2007) or governors, presidents (heads of institutions in US HEIs) and sector commentators (Kezar, 2006).

A related limitation of the sampling decisions made in this study is that a wider spectrum of staff perspectives were not sought, as potential onlookers of the board, in various degrees of proximity to, and interaction and visibility exchanges with, the governing body and its members. For example, sub-sets could seek the views of elected staff governors, senior management team members, academic board or senate appointees, heads of department or teaching, research and professional services staff, or targeted interest groups such as officers of the

recognised trades unions, who would be potentially alert to corporate governance machinery and decisions centring on the governing body.

However, securing access to a wider range of staff and a focussed rationale for identifying specific staff groups over others is not a straightforward exercise. Aside from gatekeeping issues, the degree of reliance that can be placed on the insights of interview participants from across these groups would require careful consideration in the sampling strategy, and reliance may need to be placed on referral between participants. The trade-off in selecting a wider sample of HEIs in the research design for this study is that it constrained my ability to cross-reference the perspectives of different categories of governance actors or staff groups, for logistical, time and resource reasons. Adoption of a single or comparative university case-study would have aided interviewing different board membership or staff categories, to support the triangulation or differentiation of perspectives on the phenomenon of board visibility.

## **6.5 Future research areas**

Opportunities for further research arise from the methodological limitations identified in 6.4 to address this study's principal focus on the perspectives of the secretary and vice-chancellors. Wider staff perspectives in and around the corporate governance system on board visibility, and its impact on performance merit further research. Research in this area could further the recommendation that governance practice guidelines place increased emphasis on the informal interactions and relationships between the secretary, chair and head of institution (Llewellyn, 2009). This could encompass assessing differences in board and staff engagement across disciplinary domains or formal management structures, and whether these encounters contributed, for example, to challenging 'taken-for-granted status hierarchies' (Trowler, 2012:7) of academic staff.

In the US, Mathies and Slaughter (2013) have examined the role of university trustees as channels between 'academe and industry' (1286) using an executive science network case-study. Another research area prompted by the board institutional visibility-effectiveness nexus would be to examine the existing and

potential contribution of independent governors to knowledge exchange. This could include assessing the possibilities for re-imagining the governor role in a new engagement environment co-habited with staff, as an extension of the 'third space' of 'blended' (Whitchurch 2008) academic and professional roles. Feedback from a number of interview participants considered governors and knowledge exchange and engagement as a nascent area, which has the potential to enhance wider institutional success.

The final future research area identified is broader in scope, and reflects the practitioner-oriented aspect of this study. Emerging from my own reflections and the observations of other secretaries, research is required into the changing role and profile of university board secretaries, and the skills-sets demanded to support governance effectiveness in a new business and operating environment. This would help advance the work of Llewellyn (2009) on the critical role of the university secretary in institutional governance, and provide a HE sector parallel to a recent study by Kakabadse and Kakabadse (2014) into the company secretary's contribution to company performance. Common to both of these studies is the finding that the role and contribution of the secretary to governance effectiveness is under-estimated, whether as a sounding board for the chair, independent governors, NEDs, vice-chancellors or chief executives, or a repository of company history, culture and potential guarantor of continuity in a context of changing board membership.

## **6.6 Practitioner-researcher status**

The penultimate section of Chapter Six will reflect on my insider-outsider positioning as a practitioner researcher in a professional setting.<sup>60</sup> It has been argued that all individuals are 'insiders in some contexts and outsiders in other situations' (Adler, 2004:107), and therefore 'insider-ness is not a fixed value' (Trowler, 2012:1). To illustrate, it would be simplistic to define my research as 'outsider' solely on the basis that the sample sites were external to my

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<sup>60</sup> The conceptualisation of the insider-outsider researcher as an identity position is arguably analogous to the role of the independent governor located at the internal and external crossroads of the university, seeking to balance objectivity with insight and involvement.

workplace. This is because the research entailed both access to webpage content with which I was broadly familiar, and interview interaction with professional peers and senior colleagues with whom I had a degree of role affinity and understanding. I self-define as an 'indigenous outsider' (Banks, 1998) of the sample universities in this research. The indigenous outsider role troubles a simplistic binary of insider-outsider researcher, and has been positive to my own practitioner-researcher and wider professional development. This positioning has helped me to avoid the insider researcher risks associated with a work-based case-study, including potential conflicts of interest and what audit ethicists refer to as 'familiarity threats' to independence and objectivity.

In turn, a conscious decision was made not to undertake case-study research in my workplace, which helped to mitigate the risk that 'researchers can lose their sense of self if they are pulled one way or the other by being seen alternatively as an insider or outsider' (Humphrey, 2007:127). Nonetheless, my semi-native status in researching other HEIs' governance practices, influenced and arguably dictated the direction of the research design and sampling strategy. For example, my full-time role as a professional in another HEI was perceived, at least by myself, as a potential barrier to securing access to a wider pool of research participants than the secretary sample group, including a wider group of vice-chancellors, senior managers and governing body chairs. An independent researcher, or academic may have felt less constrained to seek access to a wider pool of participants in and around an HEI's governance system.

## **6.7 Conclusion**

Future funding and policy changes in HE will no doubt exert greater pressures on HEI governors and leaders to develop (and demonstrate) effective and innovative academic, finance and wider resource strategies for their universities. Arguably, governing bodies and leadership teams making crucial decisions behind closed doors is no longer wholly feasible, with the contemporary equivalents to the secret chamber or cabinets of the *arcana imperii* as increasingly inappropriate in a climate where transparency trumps confidentiality of deliberation and decision-making.

A concluding observation from the first interviewee in this study is that, 'it will be the non-executives leading the sector into the new era' (A:10). If we subscribe to this view, senior managers and staff are likely to increasingly expect enhanced accountability from their governing bodies, as more acutely aware of the performance of the board and the decisions it takes in the name and interests of the university. This may, in turn, necessitate university governing bodies reflecting more fully on their own roles, and the skills and support needed from members and - literally - how well 'placed' and 'positioned' it is to respond to the new challenges. 'Rising to the Challenge or Running for the Door?' is the question posed by Cornforth and Mordaunt (2002) in their study of board directors and trustees of non-profit organisations during times of change and crisis. It is hoped that the governing bodies of our universities will rise to the challenge, and that any door they pass through is not the fire exit in the council chamber or boardroom, but the doorways of senior management and academic and professional support departments to engage with staff. Arguably, the manifestation of their leadership in coalition with, or constructive challenge of senior managers, whilst also being cognisant of the perspectives of wider groups of staff, is arguably needed more than ever.

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## Appendix One: Semi-Structured Interview Guide

No	General Question Phrasing	Prompt Questions/ Follow-Up
1)	The Leadership Foundation conducted a survey in 2009 on board effectiveness. One of the findings from governors and senior management that came out of the survey was that many staff and students did not fully understand the role of their institution's governing body. Could you discuss your experiences linked to this observation, including whether that perspective is borne out?	Do you think it is important that staff understand the role of the governing body, and who is on it, and why?
2)	I have reviewed the public information on the Board or Council on your university's webpages? Could you discuss the internal communications and PR in place in your university, and its role in promoting the visibility of the governing body, the duties it discharges and decisions it makes?	Do you communicate key decisions of the governing body to the wider staff, and if so how, and how often?  What impact do you think this practice has on staff understanding of the board?
3)	In what ways is there a clear understanding of the distinctive roles of the governing body and the senior management/executive team amongst both of these groups?	Can you provide examples where the contribution of governors to executive matters has been effective, or less than effective? What influenced this?
4)	Can you discuss the relationship between the governing body and your university's Senate or Academic Board, and the impact of this on the performance and effectiveness of each body?	What arrangements are in place in to ensure connections and communications exist between both bodies?
5)	How does the relationship work between the collective role of your governing body, compared with the role and influence of key individuals such	Does the board or council collectively reflect on their own function and

	as the chair or committee chairs?	purpose?  Do board or council members reflect on their individual roles and identities?
6)	Could you talk about the risks and opportunities associated with raising the profile and presence of the governing body within your institution?	Can you cite examples where any risks have been managed, or opportunities have been exploited?

## Appendix Two: Semi-Structured Interview Sample HEIs, Participants and Schedule

HEIs from sample framework	Interview Participants	Interview Mode	Interview Date(s)
Birmingham City University	Recently Retired Chief Operating Officer and former University Secretary	Face-to-Face (FtF)	07/04/14
Bucks University	i. Director of Governance and Quality ii. Vice Chancellor	Telephone Telephone	06/02/14 30/07/14
University of Durham	University Secretary	FtF	22/01/14
Harper Adams University	i. University Secretary ii. Vice-Chancellor	FtF FtF	07/04/14 07/04/14
University of Newcastle Upon Tyne	Registrar and Secretary	FtF	17/03/14
Queen Mary, University of London	Secretary to Council and Academic Registrar	Telephone	03/03/14
University of Salford	Head of Governance and Secretary to Council	Telephone	11/04/14
University of Nottingham	Registrar and Secretary	Telephone	11/06/14
St Georges, University of London	Head of Governance and Secretary to Council	Telephone	29/04/14
University of Worcester	Secretary and Pro Vice-Chancellor (Students)	Telephone	29/07/14

## **Appendix Three: Content Analysis approach and findings**

### *Coding framework*

The coding framework for phase zero adapts and selectively applies Bauer and Scharl's (2000) criteria for website classification and evaluation, which are 'content', 'interactivity' and 'navigation'. Adopting a quantitative approach, the authors favour use of 'autonomous software tools to capture the characteristics of commercial Web information systems, determine their specific importance, and store them in a central data repository' (2000:31). The smaller scale of my research, and the adaptation of this model as a precursor to a core research design, dispenses with the need for software to systematically search content. Manual analysis has therefore been undertaken.

### *Content*

Bauer and Scharl's quantification of the number of website documents is excluded from the content analysis of governance webpages in this study. Instead, the codification of document 'types' embedded in webpages is included, as an index of the different mechanisms through which web authors post information on the university governing body. On this basis, the number and type of documents (e.g., textual, graphic, photographic) will be quantified. The number of kilobytes downloaded is also excluded from analysis, as the value of data types with differential kilobyte levels (e.g., JPEG images or text) is not considered a valuable measure for understanding site architecture, structure or substantive aspects of content which can meaningfully link to the discursive properties examined at phase two of the research. The number of discrete webpages comprising the core governance site will be counted, as will types of webpages (e.g., constitutional versus biographical or visual information on governors).

### *Interactivity*

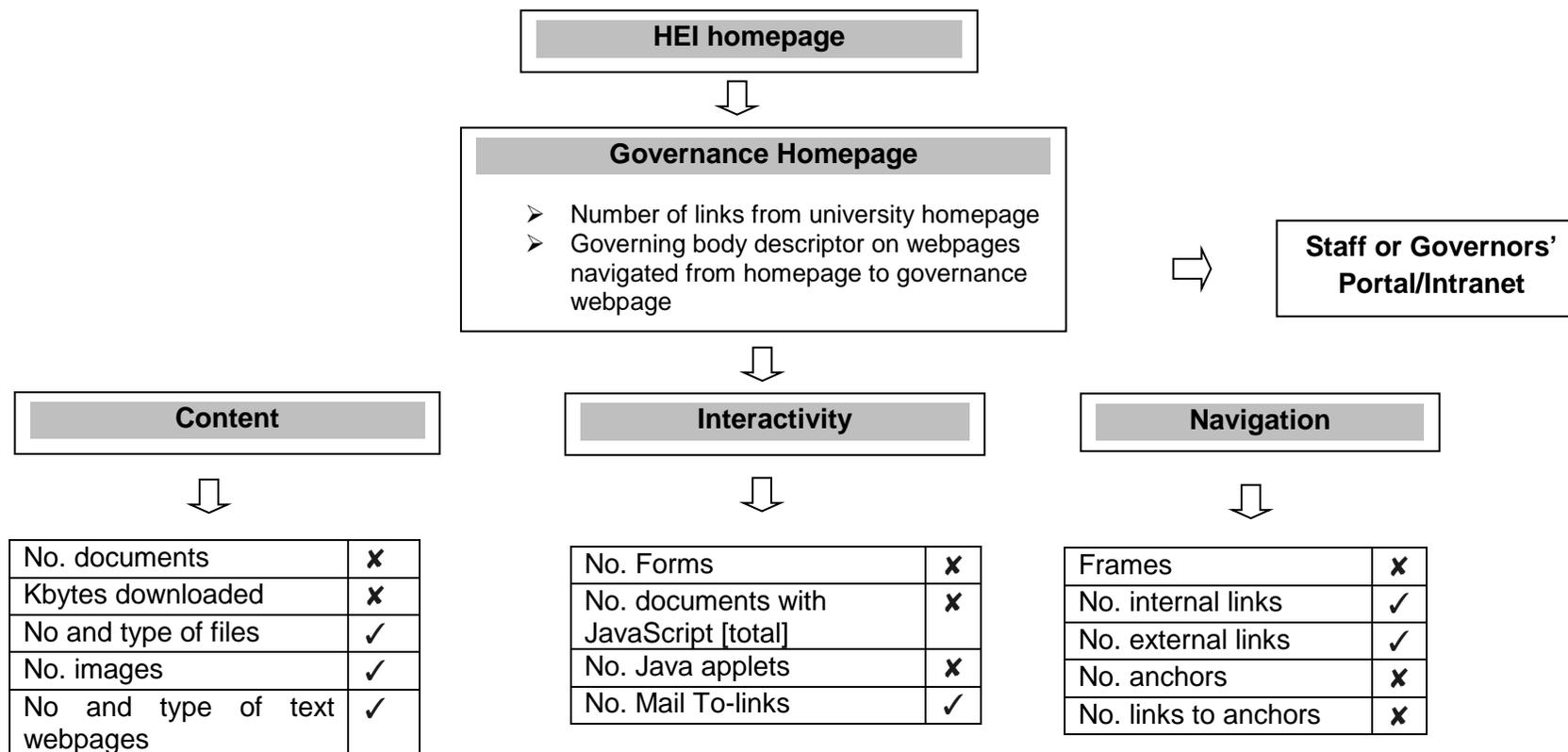
The interactivity element of Bauer and Scharl's model includes the number of web-based forms which users can access, populate and submit. This type of

interactivity is of limited relevance to the governance area of university websites, and will not be the subject of analysis. Also, the number of documents using Javascript or Java Applets is excluded from analysis, the first of which is based on understanding the programming basis of web content, and the second of which is a small embedded feature within a webpage, such as interactive animations or calculation tools. The key criterion applied under the interactive heading is the number and type of e-mail 'link to' features, to institutional contacts for information and queries related to the governing body. Whilst not covered in Bauer and Scharl's model, mapping the prominence of the linkage between the university website homepage and the governance webpage will enable assessment of: (a) its position in a hierarchy of wider corporate information about the university, measured through the number of webpages to be clicked through to reach the destination and (b) the route taken to reach the destination. Navigation from the governance website to key information on both senior management and academic governance (e.g., academic board or senate) webpages will be analysed, to plot the online linkage between these pillars of the governance system.

### *Navigation*

The navigation criterion used by Bauer and Scharl overlaps significantly with the interactivity elements discussed above. The two key navigational features included in the analysis are the numbers and types of internal links and external links. Internal links refer to embedded links signposting a governance intranet, which is often accessed through a password-protected area containing information and documentation for staff and governors. External links are websites or other information sources outside the institution, including HE sector bodies or social media or professional networking sites connected to through icons or widgets, such as enabling specific webpages and information to be shared or liked. The elements of Bauer and Scharl's website coding framework which are included in, adapted for, or excluded from, the analysis are mapped in the diagram below, with inclusion and exclusion indicated by a tick and cross symbol respectively.

## University Governing Body webpages – Content Analysis Coding Criteria



Prior to discussing each of the content components mapped through analysis of 20 HEI governance websites, an overarching observation is that there is limited distinctiveness in content and structure across the sample webpages. Whilst a minority of HEIs in the sample have sought to expand page content beyond the core information on the structure of corporate governance and those who populate it, including as required by HEFCE on behalf of the Charity Commission, most pages indicate limited discretion in providing additional information to the core requirements. The potential for the governance website to be content rich and an intuitive and visually distinctive repository of information, is one means of building an online presence for, and understanding of, the governing body for staff, students and external audiences. In isolation, web-based content through a governance microsite is not a wholly reliable proxy for assessing the visibility and profiling of the university governing body. However, the findings indicate the limited usage of the sample governance websites in presenting and promoting a full online profile of the host university's board structures and governors.

Annex One summarises the numerical frequency and/or narrative explanation, where appropriate, for the content, interactivity and navigability criteria. Each category, or cluster of categories, is accompanied by an analytical commentary. The sample governance webpages were accessed between 01 and 10 November 2013. Website development and changes to the architecture and internal structure is likely to have occurred across a number of HEIs in the sample, as has routine maintenance and revision such as updating of cyclical changes to content (e.g, material related to the academic and financial year) or *ad hoc* changes, including policies or governor and trustee profiles. Content analysis therefore at best provides a snapshot in time of the online positioning of each university's corporate governance apparatus and arrangements.

### *File types*

Aside from the HyperText Markup Language (html) files, in which webpage contents are coded, the majority of file types in the sample websites were PDF documents and digital images, with a limited number including Microsoft Powerpoint slides (e.g., committee organograms) or Microsoft Word documents. The individual numbers of PDF documents or graphic images has not been quantified in the content analysis, but the number of file types has been tracked for each set of governance webpages. The file types ranged from webpages comprising only html files in one example (Leeds College of Music), with the majority of websites incorporating a mixture of PDF and graphic files. For example, Nottingham University's council webpage contained four different file types in addition to HTML: PDF documents, rolling photographs, static photographs and videos or podcasts of governor experiences.

### *PDF documents*

The number of PDFs hosted by each of the sample websites was not quantified. However, these were the most prevalent of file types, and for the most part perform a perfunctory, information-sharing role, presenting static, core corporate governance information and data. These provide access to the governing instruments as documents which HEIs are required to make accessible online, corporate governance policies and key constitutional content such as board powers and committee terms of reference, governors' terms of office and narrative information including biographies and registers of interest. The inclusion of links to PDF documents is a means of focussing key html text on webpages, such as the core descriptors of the purpose of the governing body, subject to discourse analysis next. However, it also renders less prominent key contextual information. For the purpose of website navigation, PDF documents constitute content routed to a *cul de sac* and risk user exit from the website, unless navigation frames are used or hyperlinks are embedded in the PDF to enable return to the previous page.

## *Images*

Visual imagery is identified as a distinct file type on the sample websites, and falls into four main categories. The most common mode of visual content is the use of digital portraits of governors and, in limited circumstances, group photographs of the governing body. Therefore this indicates that most website editors and owners consider facial profiling of governing body members to be a worthwhile investment, whether for the benefit of external or internal stakeholders, akin to the widespread use of faces in corporate annual reports (Campbell, McPhail and Slack, 2009, *op.cit.*). Three of the sample websites did not include photographs of governors (Leeds College of Music, Worcester and Plymouth). The majority of the websites included embedded static digital portraits of governors took the form of a scroll-down or scroll-across gallery format.<sup>61</sup> The Nottingham webpages made varied use of digital photographs, including informal, non-frontal and expressive shots of groups of council members, a stack of mock 'polaroid' images linking to the members' gallery of individual portraits, and a rolling trail of images under which are governor quotations on the link between institutional governance and the university's global performance. Digital media also extended to short videos of governors discussing the council's contribution to the university's strategic development.

The second most frequently occurring feature of visual content is generic corporate governance imagery and iconography, which provide graphic and photographic representations mirroring the webpage textual content, such as the display of a boardroom and table (e.g., Newcastle) or groupings of individuals whose gesturing indicates board or management interaction and debate. Another visual component, which was not widespread across the sample websites, is the usage of institutional insignia such as the university coat of arms (Open) or photographs of official emblems, including the scroll

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<sup>61</sup> HEIs' approaches to capturing the images of governors appears to be varied, including sourcing of images through internet search engines, such as the use of pre-existing corporate shots from the professional 'lives' of governors, through to consistent photographic portraiture, backdrops or colour palettes. The drivers for different approaches may be many and varied, including governors' availability. However, corporate consistency in photographic 'facework' could contribute to the cementing of a collective governing body identity.

of the university charter. An assumption is made that the importation of formal imagery is intended to connect to the constitutional subject matter of the governance webpages and confer a degree of legitimacy on the authority base of the governing body.

The third main category is generic branded web banners, often replicated across the website, including the trading name, logo and any stylised university branding, e.g., the placement of 'DMU' as a banner in the headline frame on the board pages of De Montfort. This generic imagery provides a corporate look and feel across the website. In a minimal number of cases, design decisions appear to have been made which seek to create a distinctive branding for an institution. For example, on the Royal Central School of Speech and Drama board webpages, use of black and white digital images of both the governors and senior management team, accompanied by red typeface headings for governor names and black typeface for the narrative, mirror the red and black corporate palette on the wider website. This design decision implies symmetry of the board and senior management to the ethos of Royal Central.

#### *Webpage numbers and types*

Quantifying the number of individual webpages is not wholly straightforward, due to the links of pages to other parts of the website which may contain corporate governance content. For example, a number of leadership and governance homepages combine headline information on the senior management teams with that of governing bodies and academic governance arrangements. In turn, the link to a gateway page containing institutional charitable information has been counted once only. Password-protected pages, such as an intranet or governors' portal are excluded from the page count. The majority of sample institutions have multiple governance webpages (between two to six), often including a general introduction to or statement of the role and purpose of the governing body, and pages which as a minimum include the biographies and images of governors in gallery format. Two institutions have one governance page containing corporate,

academic and executive information (Leeds College of Music and Open). The second of these has a single webpage for its 'Formal Governance Structure', including a summary paragraph on the Council, Senate, General Assembly, Membership, Audit and Remuneration Committees, with further information provided through a menu of PDF documents under each heading. The maximum number of webpages listed was 10 (Gloucestershire), although five of which refer to generic governance information. The type of board-related information on webpages varies considerably, with the most frequently occurring information, aside from the core descriptor on the governing body which exists in each case, is summarised below:

<b>Board-related webpage content</b>	<b>Frequency</b>
Summary page of key board committees (e.g., Audit, Finance and General Purposes, Nominations, Remuneration).	n=14 (some websites have pages per committee, and others have joint pages).
Preamble on the legal status and structure of the University.	n=12
Contact Details (e.g., a page with details of the secretary, governance team or how to contact the board).	n=11
Intranet/Members' Area webpage or portal	n=5
Governor Recruitment or Election Information	n=3

## **Interactivity**

### *Homepage Prominence*

On each of the sample webpages, homepage routes to the governance webpages are through an 'About Us', 'Leadership and Governance', 'How we are run' or equivalent tab. The charitable 'gateway' webpage also included a linked to the core governance webpages where navigation was strong. For the majority of the HEIs the route from the 'About Us' link is to a menu of information in the margin, such as a drop-down list including 'Governance

and Management', 'Governance', or 'Board/Council'. In a number of cases a generic 'University Governance' link is identified (De Montfort, Open) directing users to a horizontal set of panels or blocks containing key headings which link to webpages with more information on each organisational domain. For example, the four panels on the De Montfort governance homepage are: Chancellor, Board, Vice-Chancellor, Executive Board and Executive and Governance and Legal Services. Two different sample examples of the route for accessing the governance webpages are provided below, both of which exceed the 'three-click' rule:<sup>62</sup>

Homepage

- ↓
- About the University
  - Organisation and Governance
    - Admin and Governance
      - The Open University's formal governance structure
        - The Governance of the Open University (Council, Senate and General Assembly)

Homepage

- ↓
- Discover Worcester
  - About Us
    - Charitable Information ('gateway' page listed 10/18 within the 'About Us' tab)
      - Governance (General webpage)
      - Profile of Governors
      - Governor Trusteeships (PDF)

An index of information existed in the majority of sample HEIs, normally on a side bar menu or dropdown list.<sup>63</sup> However, in many cases the link to information on corporate governance and the board was not located towards or at the start of the index, signalling a structural mismatch between the organisational hierarchy of the governing body and its online indexing. The majority of HEIs sampled had 10 or more key information areas in an index

<sup>62</sup> The 'three click rule' (Zeldman) is an unofficial norm to 'create sites with intuitive, logical, hierarchical structures' (2001: 22). The rule has been challenged, e.g., Porter (2003) could not find a correlation between the number of times users clicked and their success in finding the content they sought, or evidence of leaving the website where multiple clicks were required.

<sup>63</sup> The 'About Us' tab was normally accessed through the navigation menu in the margin, or horizontal button bar at the head of the webpage.

for different aspect of university life, with up to 20 (27 at Plymouth) including schools and departments, through to sustainability, news and events, jobs, history of the university. With the exception of De Montfort (1/20) Newman (1/18) and Newcastle (2/5), the link to the governance webpage was half-way down, or in the bottom quartile of the index of information links (e.g, Harper Adams 12/15, Bournemouth 14/16, Plymouth 27/27).

#### *Links to senior management webpage*

The majority of HEIs in the sample demonstrate 'weak' navigability and interactivity between governing body and senior management webpages. For example, the 'Who's Who at Worcester' link provides information on the chancellor and the university executive team, but does not link to its governing body, thereby creating a constitutional information gap which elides the link provided by the pro-chancellors and wider board between the roles of the chancellor and vice-chancellor. A limited number of websites included a generic webpage to access separate board and senior management areas (e.g, Open and De Montfort). However, in the majority of cases, information on the spheres of governance and management are connected solely by a hyperlink to the respective pages, with minimal or no contextual commentary on the relationship between the bodies and actors. The principal link between the majority of sample HEIs' leadership and governance domains is the vice-chancellor's trustee profile.

#### *Academic Governance Links*

Direct access to information on the senate or academic board does not feature on the majority of the 'About Us' or equivalent pages of the sampled HEIs. Whilst this is expected given the subordinate status of the academic board or senate to the governing body, the limited linkage between corporate and academic governance webpages, emerged from the content analysis. Of the small number of HEIs with a generic governance and leadership page, reference to academic board or senate and key role-holders and membership was absent. However, there are examples of explicit relationships and routes between council and senate webpage, such as the

demarcation of a bi-cameral structure of governance at Durham, with senate as the 'supreme' governing body on academic matters, subject only to the superintendence and final authority of council. On the Open website the broader governance structure is mapped clearly, from council and its relationship to senate as 'academic authority', through to the wider democratic structures including its general assembly. In the majority of websites the role of senate is presented in one or more of the following ways:

- i. in an online list of committees of the governing body (e.g., a link to a separate webpage or a PDF of terms of reference and membership);
- ii. through a link to the institution's publication scheme for Freedom of Information (Fol) purposes, on how and who makes decisions at the university (e.g., Harper Adams, Worcester);
- iii. through a link to a separate senate or academic board webpage which directs users to a separate area of the institution's website, such as the academic quality team or Registrar's webpages;
- iv. by reference to the vice-chancellor or principal chairing senate or academic board on their trustee profile.

The extent to which a limited relationship between the corporate and academic governance structures is a signal of ambiguous relations between these two domains will be examined in phase one.

#### *Mail-to links*

The majority of university websites sampled included a 'mail-to' link, such as to the office of the secretary, or named contact, and a general correspondence and e-mail address. In all cases, e-mail contacts direct to the chair of the governing body or members are not provided, with the secretary or secretariat serving as gatekeeper of enquiries.

## **Navigability**

### *Internal Links*

Internal links refer to the presence of intranet for password-protected access to further information and documentation for staff and/or governors. Almost one third of the sampled websites included an internal link to a governance or governor portal, in the form of a members' area (Newcastle) or a wider staff and members' portal (such as the Insight staff portal at Gloucester).<sup>64</sup> The content was inaccessible to me as the pages were password-protected. However, it is likely that many HEIs adopt the 'Principles of Openness and Transparency in the Operation of Governing Bodies' in the CUC *Guide* (2009) which includes a recommendation that 'all institutions might include placing copies of the governing body's minutes on the institution's intranet' (29).

### *External Links*

The majority of the sampled HEI websites include a mixture of specific external links relevant to constitutional and governance matters. For example, the majority of the HEIs linked to external sector representative bodies such as the CUC or the CUC *Guide*, or HEFCE (e.g, St Georges, De Montfort). Others include links to the LFHE Governor Development Programme webpages, and a limited number link from the governance webpages to external benchmarks for board and management conduct, such as the Committee on Standards in Public Life, or civic connections such as the Lord Mayor of Birmingham's website (Birmingham City).

Alongside links to external sector or local bodies and contacts, the majority of sampled webpages deploy Web 2.0 features through inclusion of social media or professional networking icons as website-wide headers or footers, to enable information to be readily shared, including emailing a link to the page through Facebook, Twitter or LinkedIn. The extent to which

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<sup>64</sup> Other sampled websites may have a portal or utilise the intranet to provide further information for governors and staff on governance material, such as meeting agendas and minutes, but this was not identified on the public webpage. Access may also be available to independent, virtual boardroom software, access to which is outsourced to an external server.

governance-related content is shared through the selection of social media icons, is likely to be limited compared to the traffic of sharing information on university news, achievements and events. LinkedIn<sup>65</sup> is likely to be the most relevant external links to the corporate governance websites, and could be used as a tool supporting governor recruitment, and for independent, staff and student governors with professional responsibilities to record their governance role and responsibilities, whilst also promoting the work of the university.

### **Summary of content analysis findings**

The function of the content analysis was to provide a window, as a preparation and wider context to the discourse analysis of governance webpages into how the governing body is represented to audiences both internal and external to the university. Website content, interactivity and navigability as charted through content analysis cannot be relied on to draw definitive conclusions about the reality of reporting and wider relationships between boards, academic boards and executive management. A range of factors influence website design and how this is structured, managed and maintained on local webpages of institutions' websites. These factors include unstructured and *ad hoc* design decisions in the absence of central oversight of the indexical positioning of items, and adjustments to the ordering and nature of content over time.

However, analysis indicates that there are shortcomings in the online information available on the governing body in terms of volume or connectedness of content for external and internal audiences. The structure and contextualisation of governance content is a further area of weakness on the majority of sample websites. It is important to acknowledge that any analysis of content on university webpages cannot definitively identify and isolate political motivations behind content production and management. The majority of HEIs' websites will be developed and maintained by a central team of web designers and editors, with use of web content management

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<sup>65</sup> 'LinkedIn Higher Education' provides general resources which HEIs can access, including for marketing and admissions purposes.

systems which enable flexibility in design, for multiple individuals to edit and maintain websites. However, given the scale and breadth of content on university websites, it is perhaps unsurprising that the devolved nature of website management can lead to poor interactivity and navigation, with corporate information on the board serving a secondary status to promotional and marketing and teaching, learning and research and business content.

At the level of university website architecture and branding, many institutions will be developing or delivering a digital communications strategy, central to which is the use of digital marketing and online branding which prioritise promotion of university performance and achievements, such as the student experience, league table rankings and graduate employability over corporate governance matters. However, content analysis indicates that many university communications teams have failed to consider the presentation of their governing body as part of a wider internal communications strategy.

In conclusion, the following broad connections are made between phase zero and phase one, the second of which forms part of the main thesis:

- i. in many of the sample websites, the low positioning of information on the governing body index in the 'About Us' or equivalent tab, was mirrored by incomplete or ambiguous references in the board role-descriptors to the basis and nature of governing body authority and its accountability role;
- ii. overall, weak interactivity between the webpages of the governing body and the academic governance domains of academic board and its committees, was matched by ambiguous or absent references in many of the samples to the role of, and relationship between academic board or senate and the governing body;
- iii. weak interactivity between the governing body and senior management webpages reinforces the role-descriptors which inadequately articulate the distinction, and relationship between both bodies and sets of actors.

## Annex One: Governance Webpage Content Analysis Summary

Sample HEIs	Content			Interactivity				Navigation		
	Types of file	Types of images	No of pages	Homepage prominence	No of links from home page	Links to Senior Management pages	Links to academic governance	No of mail-to links	No internal links	No external links
Royal Central School of Speech and Drama	PDFs	Black and White Governor Portraits	5	'About Central' > Governance 5/10 position on index	2	0	1	0	0	0
Leeds College of Music	HTML	Graphic for governance title and strapline	1	About Us > 'Governance – who we are and how we work'	2	0	Reference to external degree validation	0	0	5
Royal Agricultural University	HTML	1 generic – display of names  Individual photos of governors	2	'The RAU' > 'Governance and Finance'  8/8 position on index	2	1	0	1	1	0
St George's University of London (SGUL)	HTML +PDFs and photos	Individual photos of Council Members	2, plus sub-pages for individual members	'About Us' > 'Governance' 9/10 position on index	2	0	0 direct <i>Indirectly through general committee list</i>	0	0	2
Newman University	HTML + PDFs and photos	Lay governors and VC only	3	'About Us' > 'Governance and Management'  1/18 position on index	2	0 <i>Joint governance and management page</i>	0 <i>Joint governance and management page</i>	0	0	0
Harper Adams University	HTML + PDFs and photos	Individual photos of Board members	5	'About' > 'Governance Overview'  12/15 position on index	2	0	<i>Indirectly via Publication Scheme</i>	1	1	0

University of Gloucestershire	HTML, PDFs, photos	Individual photos of Council members	10	'About Us'> 'Council'  5/7 position on index	2	0	0	1	1	1 <i>Dedicated internal and external resources page - HEFCE, CUC, LFHE, IoD</i>
Bucks New University	HTML, PDFs, photos, powerpoint diagram, word forms	Individual photos of Council members	5	'About Us'> 'Our Structure' > Council	3	1	0	1	0	3
University of Bradford (website under review as of 09.11.13)	HTML, PDFs, photos	Individual photos of Council members	9	'The University' > 'Our Structure and Organisation' >Governance	3	1	1	1	0	0
Queen Mary, University of London	HTML, PDFs, photos	Individual photos of Council members	3	'About Us' > from 'Main Menu' and 'Charitable Status'	3	1	1	1	0	0
University of Worcester	HTML, PDFs	N/A	4	'Discover Worcester'> 'Board'  10/18 position on index	4	1 <i>publication schemes directories on academic board and management</i>	1 <i>publication schemes directories on academic board and management</i>	0	0	0
Bournemouth University	HTML, PDFs, Word forms and hyperlinked diagrams, photos	Individual photos of Governors	1	'About BU' > 'Governance'  14/16 position on index	2	1 > 'People/ Senior People' (e.g. Chancellor, Board, Executive)	1 <i>integrated committee page</i>	1	0	1
University of Newcastle	PDF, photos	Individual photos of Council members + Generic board table photo	6	'About Us'> 'University Staff and Structure'>  1/6 information dashboards.	3	1	1	0	1	2

University of Durham	HTML, PDFs, powerpoint, photos	Individual photos of Council members	6	'About DU' > 'How the University is run' > 'Council, Senate, Legal, Leadership'	3	1 a level above at 'How the University is run'	1 a level above at 'How the University is run'	2	1	0
Salford University	HTML, PDFs, photos	Individual photos of Council members	8	'About Us' > '-Corporate Information' > 'Governance' > 'Governance and Management' > 'Council and Executive' > Council	4	0	1	1	1	0
De Montfort University	HTML, PDFs, photos	Multi-coloured Graphic with Individual photos of Governors	3	'About DMU' > 'University Governance' 1/20 position on index  Plus 1/4 information dashboards	2	1	0	1	1	2
Birmingham City University	HTML, PDFs, photos	Individual photos of Governors	4	'About Us' > 'Corporate Information' > 'Governance'  7/11 position on index	3	1 a level above at 'Corporate Information' which includes 'Our Vice-Chancellor's Office'	0	1	0	3
Plymouth	HTML, PDFs	0	5	'Our University' > 'Governors'  26/27 position on index	2	0 one-way link from 'Vice-Chancellor's Welcome'	2	1	0	0
Open University	HTML, PDF, Coat of arms	Coat of Arms image,	1	'About the University' > 'Organisation and	5	0	1 The Governance of the Open University' (covers Council, Senate, General	0	0	0

				governance' >'Admin and Governance' > 'The Open University's formal governance structure' >'The Governance of the Open University'			Assembly)			
Nottingham University	HTML, PDFs, photos, moving images Council Members' Video, 5 podcasts	Council group photo, plus individual photos (frontal and angles)	6	About the University > 'University Structure' -  8/10 position on index	3	2	1	2	1	5

## Appendix Four: Interview Transcript Extract from Interview

### G - 07.04.14 pp., 5-8

The extract below provides a rich source, namely the 'Organisational' and 'Cultural' first cycle themes, as well as a number of second cycle codes, including 'tight-loose/flexible open structures', 'trust', and themes including the institutional size in terms of staff and students and its impact on the conditions for board visibility. The highlighted text and coding commentary illustrate the manual process of content review, coding and my own reflections as annotated in the text boxes.

Interviewer: Yes. Then the more social informal side is lunches after the meetings and other visits they may do, or events they're invited to. I've had chairs who have been pretty active in the past. **It's about not holding them back from going anywhere and talking to anybody. I think that's really helpful because they will get a different sense of the institution, from being able to do that. You have to, as an executive I think, just let go a bit. If you see it as an opportunity to gather more information, rather than risk that a governor's on the loose. I don't think that's actually the case, because they're very sensible about how they do it.**

Coding commentary:

*-Flexible organisational structures  
-Different perspectives gained by governors outside the boardroom  
-Executive trust in governors  
-Limited risks*

Interviewer: Absolutely. I think that degree of trust is really important isn't it?

Interviewee: Yes.

Interviewer: You know that they're not going to go native. I think with the conditions of trust there, they're less likely to do so probably anyway.

Interviewee: I think also there are a couple of other mechanisms that we've introduced which make that helpful, but still keep them governing and not managing. So we have a **lead governor system** so that governors are expected to report against certain items on the agenda, be they finance or estates or whatever it might be. So that it's not just the executive reporting to the non-executive governors, there are

Coding commentary

*-lead governor system, specific governor-executive budding model  
  
- proactive non-executives with open access to staff*

actually some non-executive governors getting a little bit deeper into what does this paper really mean? They're given the opportunity to talk to officers, before the meeting, so that they can find out. The Chairman will call upon them to report on the paper, unless it's something very technical or specific, or up to the minute which the officers would then deal with.

*Quality of debate can't be specified, not about output, but better*

So that's a different sort of meeting because they're then directly engaged in the debate. They're not actually just responding to what they're being told by the executive.

Interviewer:

So do you feel that the other governors almost derive comfort by association almost. They can see that one of the non-execs has taken a lead there, and therefore that gives them more comfort without that person dominating?

Interviewee:

*'Tight-loose' structure of engagement*

What we're looking for is association but not relaxation. We don't expect governors to think well governor X is going to report on finance therefore I don't have to [Cross talking 0:11:19].

Interviewer:

Therefore I don't need to worry about it.

Interviewee:

*Informal engagements give governors deeper insights into the operation of the*

That's been a perpetual concern of that sort of system. So we do make sure then that other governors are brought into the discussion, so they have an opportunity to say something. It goes alongside that connection with visiting departments, meeting people over lunch, being involved in other activities, that they have a deeper insight into the mechanics of the organisation. They're not just turning up once every quarter and expecting to be told things, or have read their papers and make decisions completely unaware of what else is going on, across the rest of the institution.

Interviewer:

They've got that wider contextual knowledge.

Interviewee:

*Small organisation aids culture, conditions and logistics for governor-staff engagement.*

Yes. They get to know some other people. We're not a big organisation so that's possible. They will understand a little bit about the pressures on certain departments, all the way through from our portering and catering staff, right the way through to the professoriat. They will actually have contact with these people, so they can better understand what they're going through.

## Appendix Five: Interview Transcript Extract from Interview C - 03.03.14 pp., 13-16

The extract below provides covers aspect of the 'Constitutional' (e.g., Council Membership, the locus of authority for strategy) as well as 'Organisational' and 'Cultural' first cycle themes. One of the second cycle codes identified relates to the importance of personalities and personal qualities of governors as a factor in governor visibility and credibility amongst staff.

Interviewee:

*Value of lay council member on council with university expertise and experience.*

I think there's a potential for misunderstanding. One thing we've looked at, in terms of our membership of our governing body, is **the value of having somebody who is an experienced university manager as an external member.**

We used to have that in one of our members, who had been academic registrar of a large research intensive institution, and often the governing body looked at that person to be the expert and give them a reality check on what the executive were saying.

Actually, that was quite helpful, and we were originally thinking, "Well, we've already got lots of higher education experts on our governing body from the executive, and from the elected staff and so forth."

*Build this consideration into governor recruitment practices*

In fact we're also thinking that there was a real value in that, and **we're missing that now, and we might actually want to instigate that as we're filling vacancies going forward.**

That worked quite well in the past, just in the same way as they would look to somebody who is perhaps an expert on financial matters or estates, to reality check some of the estate things.

Interviewer: Do you think that might give not tokenistic but symbolic credibility with bodies like Academic Board, and indeed the wider staff community as well, if they see somebody there as a member of the council that does have that breadth of experience? Do you think that might reassure those members of the community that might be more cynical, shall we say, about independents coming in and not understanding fully the business?

Interviewee: I think it's a really hard, tough call, because often it's all about personalities and personal qualities, and someone's credibility isn't always to do with exactly what their day job is and what their expertise is, and it's as much about how they approach things.

*Personalities and interpersonal qualities in gaining credibility in the institution*

One thing I don't think we've been hugely successful at, at Queen Mary, but now that we've got our Council Secretariat back to solid staffing we might look to take forward in the future, is I think that we have a responsibility to our external members to help them understand the academic business of the college.

*Informal governor engagements with staff departments as a development tool*

What I'm keen to see is that we do things like visits to departments, so they can see what kind of work of it is.

Because the other issue as well about the academic activity is that, when we have conversations about academic matters in the council setting, it's either in relation to admissions, and therefore money, or just programmes and programme delivery.

*Gaps in governor understanding of key academic strand of business*

Never does the issue of research come into the conversation, for example, so it's quite one-dimensional, which is clearly a bit of an issue if you're a research intensive institution.

Interviewer: Absolutely. Where there's obviously been a very high performance as well. It almost does become a corporate strategic pillar, doesn't it, really, that kind of stuff? We've spoken a bit about strategy, around the role of the board in strategy. Do you feel in many institutions, just looking at websites and the way people describe this, whether it's sometimes...? We talk about the board's role in overseeing strategy. We've spoken about academic strategy and policy. We talk about the board's role in monitoring strategy.

How visible do you think its role there is to the wider community in doing that strategically? People know it does the accountability piece in many senses, but what about that value-added piece, I suppose, around mission and direction? How well-aware do you think colleagues are about that particular very important function?

Interviewee: I think the broader community isn't so aware of it, as such. They might trouble themselves to read the opening page of the strategy, which describes how it was approved by council, but beyond that they might not know the more active role that council members might have had, in terms of the approval journey of the strategy.

*Locus of ownership of strategy unclear amongst staff*

I also think, at the same time, in the context of this institution, that the executive would have a very different view of that. We're redeveloping our strategy at the moment, and there's been a semantic discussion about whether the council sets the strategy.

*Council and executive philosophical debates about strategy 'setting'*

In the sense that the executive feel that they set the strategy by writing it, whereas you could also perceive the word 'set' to mean approve, so there has been quite

interesting dichotomy there. If you're the secretary to the governing body, you hear different views about involvement expressed on the different sides and role.

Interviewer: Have you seen the council's role, or do you envisage the council's role being one that's also shaping an iterative process in helping to shape that strategy, rather than just a sort of ratification and, "Oh, we don't like this wording", or whatever?

Do you think it is a more fundamental role, and perhaps some colleagues on the executive would rather not see, or...? (Laughter)

Interviewee: Yes, exactly. The council very much sees that role for itself, in terms of shaping, contributing to it, having discussion about it. The executive feels that it's very much its responsibility to come up with a strategy, or the strategic plan, for the council then to approve, and doesn't always value the contribution of council members to the strategy.

*Potential executive tensions around council input to strategy*