An investigation of influences on and dimensions of English university governing body roles

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UCL

A thesis submitted for the degree of Doctor of Philosophy

Declaration:

I, Alison Thompson Wheaton, confirm that the work presented in this thesis is my own. Where information has been derived from other sources, I confirm that this has been indicated in the thesis.

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Date: 18 March 2022

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Abstract

This research addresses two questions: how are English university governing body roles characterised at sector level and how do English university governing body members perceive their roles and why? The analytical framework includes governing body attributes and a range of governance theories. It was conducted at system and institution level. At system level, governing body attribute data were aggregated across 120 English universities, resulting in a new dataset. Relevant documentary evidence and data from thirteen expert informant interviews were thematically reviewed. At institution level, five university case studies were conducted, including interviews with over sixty governors.

English university governing body composition has become more homogeneous but member characteristics have become more varied. The majority of governors across at least four cases identified nine governing body roles, aligned to strategy, oversight and support clusters. They also identified six key internal, external and individual influences. Three cross-cutting themes relate to influences; the importance of governing body composition, the emergence of 'new' stakeholders and the significance of context. Two pertain to roles. Governors largely agreed regarding their strategy and oversight roles. Views differed amongst governors, and compared to sector expectations, regarding governors' support roles.

A conceptual framework of dimensions of governing body roles is introduced. The first is the degree of integration in the key role areas. The second is the nature of involvement. The third is the level of legitimacy. In addition to testing of this conceptual framework, this research could be broadened to include smaller, specialist universities in England, as well as geographically, across the UK and overseas, particularly in Europe and Australia. It prompts exploration of internal members' and academic lay members' contributions to academic governance, how to best codify governing body support roles and stakeholder perceptions of governing bodies.

Impact Statement

This research can assist all involved in English university governance. It has a strong potential to impact English higher education institutional governance at sector, university governing body and individual governor levels. The main emphasis is governing body members' understandings of their roles and influences on their perceptions. A conceptual model of university governing-body level governance is proposed. In addition, it includes a new governing body dataset regarding governing body composition and member characteristics by way of context and enabled analysis of changes over time.

I engaged numerous individuals who hold sector-level roles with regulators, funders, sector-body executives and advisors as expert informants. They are aware of my research and many are keen for me to share my findings with their organisations and will likely assist my efforts to disseminate my findings more broadly. During my field work, the Higher Education Policy Institute (HEPI) commissioned me to write a report regarding governing body member remuneration. Although the topic was outside of my research area, it helped me recruit expert informants and university case study participants. Additionally, it paved the way for me to publish my findings as subsequent HEPI papers.

Chairs of each of the five case study universities have invited me to share my findings with their governing bodies. This allows them not only to learn the views of their own governors, but also those of over 60 other participants including expert informants and governors across four other institutions. Since the findings are relevant across all 120 English university governing bodies, and there are over 2,200 university governing body members, the most effective way to disseminate findings will be through sector bodies. The most relevant ones are the Committee of University Chairs, the Association of Heads of University Administration, and AdvanceHE, the sector body responsible for governor development. I presented at their annual UK governance conference in November 2021 and expect to publish a governor development briefing paper. I am also a regular contributor to their governor development programmes attended by governing body Chairs and Secretaries, as well as new student, staff and lay governors. AdvanceHE's work extends to universities abroad. I will approach the other two organisations regarding the best way to brief their members.

I have actively engaged with the higher education research community to disseminate my research to date. The Centre for Global Higher Education (CGHE) invited me to present my findings regarding changes to governing body composition and characteristics over time at an April 2021 webinar and published a subsequent working paper. I am scheduled to present my governor role findings at one of their seminars in April 2022. I have also presented findings at two Society for Research into Higher Education annual conferences and the British Educational Leadership, Management and Administration Society Governance sub-group. I will work with colleagues at the CGHE, the University of Melbourne's LH Martin Institute, and the University of Pennsylvania to disseminate my research, as appropriate, overseas.

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List of Acronyms and Terms

Acronym	Term	Meaning
	1960s university	Institutions established by Central government (also known as Plate Glass) or former Colleges of Advanced Technology which earned university status in the 1960s
	Academic body	Known as Senate in Pre-1992 universities and Academic Board in most Post-1992 universities
AHUA		Association of Heads of University Administration
	Cathedral university	Universities with Church foundations
CEO		Chief Executive Officer
	Civic university	University established in late 1800s until 1960s
	Clerk	Used interchangeably with Secretary
	Governing body (sub)committees	Audit, Remuneration and Nominations standard. Usually includes Finance/Resources. Others vary.
CUC		Committee of University Chairs
DES		Department of Education & Science
DfE		Department for Education
	External member	Non-executive governing body member from outside the university. Used interchangeably with lay member.
	Governing body	Sometimes called Council or Board of Governors (and in Scotland, Court)
	Governing documents	Usually Charter and Statutes in Pre-1992 universities and Articles and Instrument of Government in Post-1992 universities
	HE Governance Code	Higher Education sector code of governance per Committee of University Chairs
HEC		Higher Education Corporation
HEFCE		Higher Education Funding Council for England
HEI		Higher education institution; may not have university status, so not interchangeable with university
HERA		Higher Education and Research Act 2017
JISC		Joint Information Systems Committee
NED		Non-executive director; used interchangeably with external and lay member
NSS		National Student Survey
NUS		National Union of Students
	New university	Those established after 1994 other than Cathedral and Specialist
OECD		Organisation for Economic Co-operation and Development
OfS		Office for Students
	Post-1992 university	Universities established after 1992, usually by legislation as a Higher Education Corporation or as company limited by guarantee; also known as former Polytechnic
	Pre-1992 university	Universities established before 1992, usually by Royal Charter
QAA		Quality Assurance Agency
REF		Research Excellence Framework

	Russell Group	Self-selected group of 24 UK public research-intensive universities, including many high-ranking institutions
SLC		Student Loan Company
	Specialist university	Usually smaller universities with narrow curricular focus, including art, agriculture and veterinary and much larger with part-time, remote provision only (the Open University)
TEF		Teaching Excellence Framework
UKRI		UK Research and Innovation
UUK		Universities UK
	Vice-Chancellor	Head of institution; at some institutions, known as Principal and Director. At Post-1992 universities, also Chief Executive Officer.

Chapter 1: Research topic and literature review

1.1 Background

Organisational governance is much-investigated. In the study of corporate and third-sector organisations, the scope includes the role of the governing body. In corporate settings, the focus is often board size, insider/outsider ratio, CEO duality and shareholding by board members (Huse 2007). In the third-sector, research focusses narrowly on board-level issues (Cornforth 2012). The impact of governing body features on institutional performance remains under-investigated with mixed outcomes identified (Zahra & Pearce 1989, Daily et al 2003). Theories have been developed to explain particular roles played by boards of directors such as Agency or Stakeholder Theory, but no overarching theory of corporate governance exists (Hung 1998, Huse 2007).

Studies of university governance have mostly overlooked governing bodies. Instead, the focus has been on hierarchical layers above and below them. Above, research focusses on the role of the state vis-à-vis the institutions (van Vught 1989, Geodegebuure & Hayden 2007, King 2007, van Vught & DeBoer 2015, Maassen 2017) or the role of the state vis-à-vis the academic profession and the markets (Clark 1983). At the level below, research focusses on the internal workings of universities, with particular attention paid to decision-making dynamics (Moodie & Eustace 1974, Clark 1998, Shattock 1999 and 2017), academic governance (Rowlands 2017), the impact of managerialism (Deem 2001) and the rise of enterprising behaviour (Slaughter & Leslie 1997, Clark 1998, Marginson & Considine 2000, Shattock 2003).

The origins of university governance structures are well documented (Clark 1983, Kerr & Gade 1989, Marginson & Considine 2000, Musselin 2004, Paradeise 2009, Shattock 2017). However, the existing university governing body discourse remains largely conceptual and normative (Bargh et al 1996, Kezar 2006, Greatbatch 2014, Horvath 2017). Apart from three doctoral theses (Bott 2007, Berezi 2008 and Buck 2013) and a recent study regarding the impact of governmental, financial and market pressures on British higher education governance (Shattock & Horvath 2020), there has been relatively little empirical work conducted and much of it is dated (see Kerr & Gade 1989, Chait et al 1991, Kaplan 2004 and Kezar 2006 in the US; Bastin 1990 and Bargh et al 1996 in the UK).

In England, much of the concern about the governance of public service organisations stems from public sector reforms during the 1980s and early 1990s (Cornforth 2003). More recently, the role of university governing bodies has received greater attention. This is partly because regulation emphasizes the governing body's role in institutional governance. It also arises from society's heightened expectations of universities' contribution to economic development, social mobility and overall public good.

Why is it relevant and important to study the roles of English university governing bodies?

English university governing bodies are now clearly accountable for all aspects of university governance. However, scholars have identified trends toward "boardism" along with the "corporatization" and "laicization" of university governance in response to funding

constraints, marketisation, and policymakers' quest for efficiency and effectiveness (Meek & Hayden 2005, Trakman 2008, Christopher 2012, Kretek et al 2013, Stensaker & Vabo 2013, Veiga et al 2015, Shattock & Horvath 2020). Any potential clashes between corporate and academic values, norms and practices were less significant when the role of the governing body was more limited and perfunctory. In the UK, for example, differences were accommodated by splitting corporate and academic governance between the governing bodies and academic senates in universities established before 1992.

This is against a backdrop of concerns about "shared governance" not working (Shattock 2002, Kaplan 2004, Lapworth 2004, Taylor 2013, Bowen & Tobin 2015). The concept originated in the US in the 1960s, with university presidents attempting to clarify academics' roles in institutional governance (Kerr & Gade 1989, Kezar & Eckel 2004). Since the early 2000s, discourse arose in England (Shattock 2002, Lapworth 2004, Taylor 2013) as universities founded after 1992 tended to have a uni-cameral structure, with the Academic Board, in effect, a sub-committee of the governing body. Subsequently, the funding council made university governing bodies accountable for all aspects of the university, including academic matters.

Compared to European counterparts, English universities are seen as having more institutional autonomy (DeBoer et al 2010, Austin & Jones 2016, Shattock & Horvath 2020). This includes several rights: to self-govern, to own, buy and sell property, to employ and dismiss staff, to admit students on own terms and conditions, to design curricula, to teach and assess students, and to grant degrees (Pruvot & Estermann 2017). The UK is viewed as relatively good practice with respect to the engagement and participation of the academic community in institutional governance (Bargh et al 1996, DeBoer et al 2010), but scholars have noted the risks of this deteriorating caused by managerialism and the perceived "corporatisation" of university governance (Berdahl 1990, Shattock 2002, Locke et al 2011, Rowlands 2017).

The thesis is set out as follows. First is presented an overview of literature relevant to the study of university governing body roles, with the research object defined. The analytical framework follows, along with a brief explanation of the empirical setting. The methodology adopted for the study is provided in Chapter 4. The findings with regard to the preliminary research question – the characterisation of English university governing body roles at sector level – are provided in Chapter 5. The findings with regard to the primary research question – governing body members' understandings of their roles and influences – are presented by case study in Chapter 6. Cross-cutting themes arising from the research, along with an emerging conceptual framework regarding dimensions of university board-level governance, are described in Chapter 7. The thesis concludes with a summary of findings, limitations of the research and areas for further research.

1.2 Overview of literature relevant to the study of university governing body roles

This review is presented in three parts. First, relevant concepts and definitions adopted for this study are introduced. Second, an overview of governance theories deemed relevant is

provided. Finally, the literature on governing body roles themselves, in wider and higher education contexts, is briefly discussed.

Relevant higher-level concepts

Governance. Birnbaum posits "there is no single and generally accepted definition of governance" (1988, p4). More recently, Horvath (2017) offers a comprehensive, though by her own admission, not a "working definition":

> "a set of structures, regulations, rules, norms, standards, mechanisms, processes and practices – formal, informal and embodied – that both regulate, coordinate, steer, and/or orchestrate (inter)actions as well as (re)produce socio-cultural, economic and political relations and values […]. The scope is usually to achieve field specific, practice-oriented goals." (Horvath 2017, p9)

The focus of this research is primarily at organisational level. Whilst this definition will not be adopted in its entirety, definitions of different governance levels often overlook less tangible norms, values and informal processes and practices. These considerations are relevant to this study and are included in the analytical framework.

System-level Governance. System-level governance is "wider than (the Board) and includes the frameworks of responsibilities, requirements, accountabilities within which organisations operate, including regulatory, audit and reporting requirements, and relations with key stakeholders" (Cornforth 2012, p1122). Corporate system-level governance includes markets for capital, labour and custom (Huse, 2007).

Governance systems are often multi-level, including global, regional, national and local aspects (Kezar & Eckel 2004, Fumasoli 2015, Fumasoli et al 2018). The OECD definition (2008) of higher education governance reflects this: "the structures, relationships and processes through which at both national and institutional levels, policies for tertiary education are developed, implemented and reviewed […] A complex web including legislative frameworks, characteristics of institutions and how they relate to the whole system, […] as well as less formal structures and relationships which steer and influence behaviour" (OECD 2003, p61). Many models have been developed to explain the state's role in steering higher education systems and institutions (Clark 1983, van Vught 1989, Braun & Merrien 1999, Musselin 2004, Reale & Primeri 2015 and Maassen 2017), yet none address the role of the governing body.

System-level governance is relevant to this study for two reasons. First, institutional governance takes place in wider contexts and some governance issues cannot be addressed solely within organisations (Cornforth 2003). External environments include economic, political, legal, regulatory and social. Neo-liberalism and New Public Management have influenced public sector governance, giving more stakeholders a say, increasing the power of the executive, and creating quasi-markets to aid in the allocation of resources (Shattock 1999, Cornforth 2012, Huisman et al 2015, Austin & Jones 2016). Second, the governing body itself is only one of several governance mechanisms. Other mechanisms include the legal regime, regulation and market mechanisms. Corporate systems rely on "light touch"

legal regimes and arms-length market mechanisms (McNulty & Pettigrew 1999, Huse 2007). In a public sector and higher education context, other governance mechanisms include professional norms, audits, indicators and rankings (Cornforth 2003, Horvath 2017). Governing body roles will be considered in this wider context.

Corporate Governance, including Accountability. Cadbury (1992) defined corporate governance as "the system by which companies are directed and controlled" (p15). Daily et al (2003), define it as "the determination of the broad uses to which organisational resources will be deployed and the resolution of conflicts among the myriad participants in organisations" (p371). The OECD (2015) notes "corporate governance involves a set of relationships between a company's management, its board, its shareholders and other stakeholders […] (It) also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined" (p9).

For the purposes of this study, both the OECD definition and a wider definition of organisational governance will be adopted - namely, "the systems by which organisations are directed, controlled and accountable" (Cornforth 2003, p17). The former includes more actors, takes into account the wider context and notes the importance of relationships, in keeping with Horvath's view on governance. The latter includes accountability.

Accountability is the "requirement to demonstrate responsible actions to some external constituenc(y)ies" (Berdahl 1990, p 171). In the context of governing bodies, there are three key aspects to accountability. Namely, *who* is accountable to *whom*, for *what*? The answers depend on the lens through which governance is viewed. Accountability is relevant to this study because it encourages linkages between governing bodies and their roles, given relevant stakeholders. The OECD's Principles of Corporate Governance notes the board is not only accountable "to the company and its shareholders but also has a duty to act in their best interests…(and) are expected to take due regard of, and deal fairly with, other stakeholder interests" (OECD 2015, p45). Accountability also encompasses an expectation of compliance – with laws, regulations, company statues – and communication with external stakeholders (Chait et al 1991).

Corporate governance, and the related accountabilities, are relevant to the study of governing bodies due to the influence of governance codes. "Reliance on the prevailing rules increases the board's ability to justify and defend its actions and decisions" (Huse 2007, p 181). The aims of code authors should be considered because underlying norms are not always explicit (Huse 2007, Horvath 2017).

University Governance, including Shared Governance and University Governance Models. In universities, "governance" is more broadly defined than "corporate governance" (Shattock 2006). Neave defined it as "a conceptual shorthand for the way higher education systems and institutions are organised and managed" (Neave 2006, p4). It refers to how decisions are taken at all levels throughout the institution. Definitions often refer to authority, which stems from the contests between internal actors.

In universities, "corporate governance" is typically more narrowly defined. Historically, some universities split corporate (including financial, commercial, estate and administrative issues) and academic (including curriculum, academic standards, admission policies, academic staff appointments and promotions) governance between the governing body and the Academic Senate/Board, in a "bicameral" arrangement, with the governing body and Senate sharing overall responsibilities.

Two definitions of university governance will be adopted as reference points for this research. The first is Marginson & Considine's (2000), which is;

> "the determination of values inside universities, their systems of decision-making and resource allocation, their mission and purposes, the patterns of authority and hierarchy, and the relationships of universities as institutions to the different academic worlds within and the worlds of government, business and community without." (Marginson & Considine 2000, p7)

This definition notes universities' pan-institutional decision-making, issues of authority and the existence of different academic worlds within institutions. Birnbaum's (2004) definition is included as it points to inherent tensions;

> "Governance is the term we give to the structures and processes that academic institutions invent to achieve an effective balance between the claims of two different, but equally valid, systems for organisational control and influence. One system, based on legal authority, is the basis for the role of trustees and administration; the other, based on professional authority, justifies the role of the faculty." (Birnbaum 2004, p5)

"Shared governance" is defined as a system of self-governance where all affected by a decision assume responsibility in decision making and should cover three groups – governing board, president and faculty - whilst serving the needs of broader society (Schuetz 1999, Stoessel 2013). It is described as the "influence and representation of academic staff in various decision-making processes" (Stensaker & Vabo 2013, p258), and is potentially less about a strict demarcation of duties between the governing body and academic body and more an issue of tone and mutual respect between them (DeBoer et al 2010, Taylor 2013). The concept depends on perspective - academics delegating to managers or managers allowing academics a say (Veiga et al 2015). In the UK, scholars called for the adoption of shared governance as a means of re-engaging the academic community in university governance in those Post-1992 universities which adopted uni-cameral (dominant governing body) governance structures (Shattock 2002, Dearlove 2002, Lapworth 2004, Taylor 2013).

The concepts of university governance and shared governance are relevant to the study of university governing bodies. The prevailing understanding of governance, along with underlying organisational culture, norms and values may differ from governing body members' experience elsewhere. Some warn against holding corporate and academic governance at odds. Principles such as "professional self-regulation, representative democracy, bureaucratic steering and corporate management are not mutually exclusive"

and “institutions work best if governance is seen as a partnership between corporate and collegial approaches” (Bleiklie & Kogan 2007, p480; Shattock 2002, p243).

There is an additional strand of scholarship regarding university governance models (Birnbaum 1989, McNay 1995, Braun 1999, Marginson & Considine 2000, Kezar & Eckel 2004, Trakman 2008, Austin & Jones 2016, van Vught & DeBoer 2015, Rowlands 2017) and higher education models, in general (Becher & Kogan 1992). These are varyingly described as collegial, collegium, professional services, bureaucratic, corporate, entrepreneurial, enterprise, market-oriented managerialism and cybernetic. Most include little regarding governing bodies (except Trakman 2008) and are akin to what Birnbaum describes as organisational functioning in the widest sense of university governance. None address governing body roles. As such, they are treated as out of scope of this study.

Governing body. An organisation’s legal form, general codes of practice and other relevant norms influence the existence and nature of governing bodies. Organisational governance is typically specified in an organisation’s governing documents. In most countries, companies – private, for profit, and non-for-profit/charities – have directors, but not all have boards of directors or governing bodies.

Where they do exist, an organisation’s governing body is defined as “the body with the main responsibility in an organisation for carrying out governance functions” (Cornforth 2012, p 1122). Corporate “board of directors are responsible for the governance of their companies” (Cadbury 1992, p15). In universities, Birnbaum noted “legally the governing board is the institution” as the state establishes them through statute, charter or constitutional provision with a corporate existence and a lay governing board (1988, p4).

Cornforth’s definition is insufficient in a university setting, due to the aforementioned wider meaning of governance. The governing body alone does not carry out all of the governance functions. For the purposes of this study, Cadbury’s definition will be amended to note “responsibility for the governance of their *institutions*”.

Corporate and third sector governing bodies have been well-researched, with a focus on structure, composition, compensation, who sits on them (alongside whom – known as board interlocks), how they are selected and whether any of these factors influence performance (Dalton et al 1998, Cornforth 2003 & 2012, Guest 2008, Ferreira 2010, Tonello 2010, Kaya & Banerjee 2015, Rebeiz 2017, Booth-Bell 2018). Less is known about what boards actually do (McNulty & Pettigrew 1999, Huse 2007, Cornforth 2012). The governing body will be the primary level of analysis in this study.

Governing Body Effectiveness. Definitions of governing body effectiveness vary, primarily due to different perspectives on governing body aims. Is the aim of effective governance “enabling a board as a group to perform effectively” (Chait et al 1991, p2) or the achievement of wider organisational objectives, or both? Many scholars define it as board task performance given the difficulties of measuring the direct outcomes of governing body activities (Forbes & Milliken 1999, Stiles & Taylor 2001, Huse 2007, Minichilli et al 2010).

Scholars have researched the effect of governing body attributes on various aspects of organisational performance in corporate settings (Zahra & Pearce 1989, Daily et al 2003). In higher education, there is little research testing the relationship between governing body attributes and/or effectiveness with institutional performance other than Holland et al (1989), Kezar (2006) and Nicholson (2008). Here, the assumption is that effective governance might enhance organisational outcomes, but it is not the main aim. That, presumably, is the aim of management. Governing body effectiveness is thus defined as the alignment between what the board is expected to do and what it actually does – or board task performance (Huse 2007).

Scholars have identified competencies which enhance governing body effectiveness (Nicholson & Kiel 2004 in a corporate context, Chait et al 1991, Bennett 2002 and Kezar 2006 in higher education). Further work has identified the sources of weak and ineffective governance (Hermalin & Weisbach 2003, Greatbatch 2014). A key finding from much of this research is the need to clarify governing body roles. Governing body effectiveness is treated as out of scope of this study, with the emphasis instead on governing body roles.

Governance theories relevant to the study of university governing body roles and critical review of higher education literature regarding these theories

Scholars have developed and explored a myriad of corporate governance theories, and many agree there is no one single overarching theory (Zahra & Pearce 1989, Hung 1998, Stiles & Taylor 2001, Cornforth 2003, Huse 2007, Christopher 2010 & 2012, Seyama 2015). Whilst "there is no single competent and integrative theory or model to explain the roles played by governing boards" (Hung, 1998, p 101), governance theories may highlight particular roles and assist in contextualising them. As this is an exploratory study of governing body roles, the aim is not to "prove" or "disprove" any of these theories. Rather, the theories are expected to provide relevant considerations in the analysis and explanation of roles. The theories included in scope are intentionally broad and from different originating traditions. Here, the background to each of the theories is described briefly, including relevant higher education literature.

Agency theory. Corporate governance arose from the need to reconcile ownership with control. Agency Theory, with roots in economics and finance, is the "mother" of organisational governance (Fama & Jensen 1983, Zahra & Pearce 1989, Hung 1998, Stiles & Taylor 2001, Cornforth 2003, Huse 2007, Kivisto 2008, Auld 2010, Austin & Jones 2016). Humans are viewed as rational, opportunistic actors seeking to maximise their personal utility. Principals are the 'owners' of residual claims and agents are the 'managers'. The "agency problem" is the mis-alignment between the utility functions of principals and agents. There are two sources of the problem, adverse selection and moral hazard/shirking. Information asymmetry is key at both junctures. Seeking to minimise costs, owners put controls in place, including, but not limited to, boards of directors (Fama & Jensen 1983, Kivisto 2008, Todd 2010, Kivisto & Zalyesvska 2015, Austin & Jones 2016). Boards are seen to reduce agency costs by monitoring manager behaviours and increase the understanding of and executives focus on principal(s) expectations (Zahra & Pearce 1989). This monitoring

role is also linked to calls for greater numbers of independent directors on corporate boards (Guest 2008, Tonello 2010, Ferreira 2010).

Agency Theory supports the separation of decision control (approval and monitoring) and decision management (initiation and implementation), with the board responsible for the former and the management the latter (Fama & Jensen 1983, Stiles & Taylor 2001). Issues of information asymmetry arise as expert managers can filter information provided to boards (Fama & Jensen 1983, Stiles & Taylor 2001). Scholars have noted the importance of contracts in reducing agency costs, which tend to focus on inputs/behaviours or outputs/outcomes, with the latter being difficult in uncertain conditions (Eisenhardt 1989). The concept is also applicable in non-profit settings, where even worse agency problems may arise as managers do not bear a substantial share of the wealth effects of their decisions. Further, there may be greater ambiguity regarding principals and agents, and their respective goals; greater focus is often placed on charitable objects and organisational sustainability (Fama & Jensen 1983, Cornforth 2003).

Some scholars have dismissed agency theory in higher education because the governing body is not answerable to the government *per se*, and HEIs have neither principals nor managers (Shattock 2006). Others have embraced agency theory as relevant to higher education, identifying various principals. These include donor trustees in private US universities (Fama & Jensen 1983), the government (Kivisto 2008, Lane & Kivisto 2008, Auld 2010), students and taxpayers (Toma 1990), and a range of other parties (Buckland 2004, King 2015). The agency paradigm may be useful at both state/university and organisational levels with information asymmetries exacerbated due to the intangible nature of knowledge, the organisational complexity of universities, including expert management, and the relatively complex production technology (Buckland 2004, Kivisto 2008, Kivisto & Zalyesvska 2015). Scholars have also considered the concept of slippage – unintentional mis-compliance (Lane & Kivisto 2008).

Scholars identify enablers of improved decision control including governing body composition, lay member induction, and the approach of the Vice-Chancellor/President (Toma 1986, Buckland 2004, Lane & Kivisto 2008). Only Toma (1986) examines governing body composition. In the UK, expectations regarding the role of governing bodies in terms of decision-control have changed over time (Buckland 2004, Shattock 2017). Most studies largely ignore the role of governing bodies, with the exception of Buck's (2013) study, which gauged feedback from university governing body members regarding governance theories. Agency Theory was the only one of four theories assessed which was positively rejected by at least one governor from each of the six case study universities (Buck 2013).

Managerial hegemony. This is a variant of Agency Theory with its roots in organisation theory. It holds that although shareholders may legally own and control large corporations, they no longer *effectively* control them, having ceded control to a new professional managerial class (Berle & Means 1932, Mace 1971, Zahra & Pearce 1989, Hung 1998, Huse 2007). This is seen to result, in part, from external board members being recruited by the CEO, co-opted by the organisation and accruing benefits from the position (Mace 1971, Hung 1998). Again, information flows, time and knowledge are problematic, with members

being described as "rubber stamping" proposals (Zahra & Pearce 1989, Hung 1998, McNulty & Pettigrew 1999, Cornforth 2003).

According to Managerial Hegemony Theory, governing bodies serve as a source of advice and council to executives (Mace 1971, Stiles & Taylor 2001), which may result in those recruiting external members to seek expertise, however it yields little change to management decisions (Mace 1971, McNulty & Pettigrew 1999). Board members will act in a crisis and may also act as some sort of discipline (Mace 1971, Stiles & Taylor 2001). They may set boundaries for decisions, act as gatekeepers and protect the underlying corporate values, which can have a significant constraining effect on managerial opportunism (Stiles & Taylor 2001). Their role in remuneration committees, where no internal members are allowed, contributes to "the avoidance of excesses" (Mace 1971, p181).

Opinions differ regarding these dynamics. Some note Presidents exercise their control in moderation (Mace 1971), whilst others find "boards' formal authority to make decisions is undermined by the practices of managers to control decision-making processes, leaving boards merely as decision taking and legitimating institutions to ratify decisions made elsewhere" (McNulty & Pettigrew 1999, p52). Whilst Managerial Hegemony Theory was developed in a corporate setting, it is just as relevant in non-profit organisations (Cornforth 2003).

In higher education, although Managerial Hegemony Theory is often overlooked (Austin & Jones 2016), there is some empirical evidence relating to governing bodies. Based on their large-scale study of US university governing bodies, Kerr & Gade (1989) described three of their nine types of governing bodies as "out-to-lunch boards", "external cosmetic boards" and "ratifying and reviewing boards" – all of which could be associated with Managerial Hegemony. Whilst they do not use the term, they later encourage university Presidents to avoid recruiting "rubber stamp" boards. Marginson & Considine's (2000) study of Australian universities found;

> "it is the style and prerogatives of executive management which dictate the role of the Council […]. We found evidence of the 'management' of Council through the streamlining of committees, retreats and induction procedures, executive reporting and equally through inefficiency, informality and obfuscation. The governing body is a location of power within universities which at times is hotly contested, and at others, quietly and cleverly manoeuvred around." (Marginson & Considine 2000, p133)

Further, Managerial Hegemony was identified as the most relevant governance theory at one of the six case study universities in Buck's (2013) work. Interestingly, it was not seen as a weakness, but rather "the governance of [the university] involved voluntary acceptance of managerial hegemony" (Buck 2013, p217). Whilst not explicitly using the term, Shattock (2006) warned of "the danger to institution integrity implicit in passive governing body […] when there is no counter-balance to the power of the dominant chief executive" (p122). In European universities, where lay governing bodies are a more recent feature, Magalhaes et al (2018) found "the perceptions of rectors indicate external stakeholders, or the corporate

governance in general, do not dominant the executive authority" (p748). More recently, noting a shift in power towards lay governors, Shattock & Horvath (2020) alluded to managerial hegemony;

> "can a lay governing body, meeting four or five times a year […] which do not themselves have experience of academic work, be accountable for complex and costly institutions […] without becoming entirely dependent for assurance on the staff themselves who are running the business? Particularly as they have failed to manage executive salaries." (Shattock & Horvath 2020, p100)

Stewardship theory. Stewardship theory originates from psychology and sociology. It reverses the agents' motives, assuming agents want to be good stewards and perform at their best; principals incur less agency cost (Donaldson & Davis 1991, Davis et al 1997, Hung 1998, Stiles & Taylor 2001, Cornforth 2003, Huse 2007). A consideration is the extent to which the structures support the executive (Donaldson & Davis 1991). Enablers of these good steward/managers include reducing control (thereby increasing motivation) and increasing support, trusting managers, and aligning managers to the mission and objectives of the owners/stakeholders (Davis et al 1997). The relationship between the governing body and management is more of a strategic, supportive partnership (Cornforth 2003, Shattock 2006).

This approach is tenable when the organisation is prospering; if threatened, an agency approach may be more appropriate (Donaldson & Davis 1991). Trust is a key consideration and is more likely to occur when relationships are based on personal power based on respect and expertise rather than institutional power (Davis et al 1997, Huse 2007). In unstable, uncertain environments, such an involvement-oriented approach is best (Davis et al 1997). In UK corporates, a stronger advisory role is linked to greater numbers of independent directors (Guest 2008). Finally, Stewardship Theory may be considered relative to rather than opposed to Agency Theory (Davis et al 1997, Stiles & Taylor 2001, Seyama 2015).

In higher education literature, stewardship is conceptually seen as more relevant to non-profit organizations, but still falls short of providing a framework for university governance as it fails to capture the role of governing bodies, takes no account of academic governance and defines the role of managers too narrowly (Shattock 2006). Given the reliance on trust, stewardship approaches are more likely if the principals are risk-taking (Austin & Jones 2016). If universities are performing well and their success is linked to a strong academically-oriented culture, governing bodies are most likely to play a sounding board or critical friend role, which might be more associated with Stewardship Theory (Shattock & Horvath 2020). Buck (2013) found Stewardship Theory was overwhelmingly supported as the most reflective of the four governance theories, with strong agreement in five of the six case studies.

Stakeholder theory. This theory has roots in organisational studies and is a "literary device meant to call into question the emphasis on 'stockholders'" (Freeman 1999, p 234). Stakeholders can be defined narrowly (only those who have directly contributed something

that is at risk) or more broadly (all actors who may be influenced by or may influence a corporation). Stakeholders of public services include staff, those who partake of the service, local communities (including employers and other public bodies) and wider geographic or professional communities (Trakman 2008 and Cornforth 2012). The literature asserts governing bodies' roles in stakeholder matters (Freeman 1984, Donaldson & Preston 1995, Cornforth 2003, Huse 2007). Much attention has been paid to identifying legitimate stakeholders, which may include shareholders, employees, customers, recipients of public services, suppliers, lenders, society, local communities, wider geographic or professional communities, and management (Freeman 1984, Donaldson & Preston 1995, Hung 1998, Cornforth 2003, Trakman 2008, Cornforth 2012).

As there is little empirical evidence regarding the impact of a stakeholder approach to governance on performance (Freeman 1999), it is seen as a normative concept, with a strong moral aspect (Freeman 1984, Donaldson & Preston 1995, Freeman 1999). "The most prominent alternative to stakeholder theory (i.e. the 'management serving the shareowners' theory) is morally untenable" (Donaldson & Preston 1995, p 88). Scholars have also explored stakeholder engagement, particularly important where "public goods" are involved (Freeman 1984, p244). These range from measuring the satisfaction of stakeholder groups to negotiating with them to allowing them to participate in decision-making (Freeman 1984, Hung 1998, Cornforth 2003). Further, principles of stakeholder involvement are seen as less controversial in public and non-for-profit sectors, although not always discussed in stakeholder terms (Cornforth 2003). Notions attributed to Stakeholder Theory, including growing demands for better consumer, environmental and societal behaviour, are "better seen as a matter of corporate governance philosophy, being concerned with values and beliefs about appropriate relationships between the individual, the enterprise and the state" (Tricker 2005, p17).

Stakeholder Theory is one of the few to receive the attention of higher education scholars with regard to university governing bodies, particularly in Europe. It reflects a policy expectation that universities should be more responsive to their "external world" and need increased institutional autonomy to better respond to changes in their environment (Amaral & Magalhaes 2002, Austin & Jones 2016, Magalhaes et al 2018), linked to both New Public Management and managerialism. European university governing bodies are seen as a new, additional layer, in university governance, relating to the shift of universities from a 'republic of scholars' to 'stakeholder organisations' (Amaral & Magalhaes 2002, Bleiklie & Kogan 2007, Magalhaes et al 2018, Vukasovic 2018). Power of academic bodies is paralleled or replaced by governing bodies; a belief in transparency replaces trust. The residual stake held by the state in most European countries is either explicitly or implicitly noted. In the UK, the lay dominated governing bodies substantiates the governance approach aiming to "ensure that governing bodies can meet their obligations to their wider constituencies inside and outside the institution" (Shattock 2006, p52).

There are also links in the literature to boardism (Veiga et al 2015) and laicization of governing bodies in England (Shattock & Horvath 2020). Boardism is defined as "the incorporation of normative and technical elements stemming from corporate-like

organisations in the governance processes in interaction/tension with academic self-governance" (Veiga et al 2015, p399). It has two aspects – an internal power shift from academics to management and more external representation in HEI governing bodies. There are explicit linkages to governing body composition. Much of the focus is on external rather than internal members, apart from Bennett's 1990 analysis of the UK HEC governing body composition, with external members sometimes portrayed as stakeholder representatives (Amaral & Magahlaes 2002 in Europe) or simply as lay members (Shattock 2006, Austin & Jones 2016, Shattock & Horvath 2020). Participants of Buck's (2013) study found Stakeholder Theory the second most relevant of those presented.

Resource dependence theory. This theory originates in organisational theory and sociology and considers influences of the external environment on organisations and organisational responses. Issues of power, interdependence and uncertainty arise, with organisations controlled by and vulnerable to their environments (Pfeffer & Salancik 1978). "Organizations survive to the extent that they are effective", and "effectiveness is an external standard applied to the output or activities of an organisation […] by all individuals, groups or organizations that are affected by, or come into contact with, the organization" (Pfeffer & Salancik 1978, p2 and 34). Legitimacy is a related concept as "organisations are continually being assessed on the appropriateness of their activities and the usefulness of their output […] since organisations consume society's resources, society evaluates the usefulness and legitimacy of the organisation's activities" (Pfeffer & Salancik 1978, p24).

Organisations avoid being controlled and seek stability and certainty in their resource exchanges. They may create interorganizational bodies, with the loss of some discretion and control. The benefits of regulation are noted as it can lead to direct subsidy, restrict entry by rivals, affect substitutes or complements, fix prices and legally coordinate and manage competition (Pfeffer & Salancik 1978). Further, it is noted the least organized group of social actors are consumers (Pfeffer & Salancik 1978, p284). Governance mechanisms such as governing bodies assist managing external influences and reducing uncertainty by boundary spanning, gathering information, extracting resources and enhancing organisational legitimacy (Pfeffer & Salancik 1978, Zahra & Pearce 1989, Cornforth 2003, Todd 2010, Austin & Jones 2016). Governing body members themselves may be "firm-internal resources of competitive advantage" and provide "board capital" (Huse 2007, Ferreira 2010, Austin & Jones 2016, Booth-Bell 2018).

In higher education, Resource Dependence Theory is closely associated with "academic capitalism" and "the enterprise university" (Slaughter & Leslie 1997, Marginson & Considine 2000, Cantwell & Kauppinen 2014). Several further studies did not examine governing body-level issues (Tolbert 1985, Slaughter & Leslie 1997, Gornitzka & Maassen 2000). One study did consider private university board interlocks (Pusser e al 2006). Only Marginson & Considine's aforementioned Australian study (2000) included governing body-level considerations. The main finding was in order to be more "enterprising", many executive teams had found ways to work around their governing bodies, through spin-off companies, for example, although this appeared part of the wider pattern of managerial hegemony.

Scholars also note “funding mechanisms have become one governing instrument through which states seek greater accountability from universities” (Austin & Jones 2016).

Institutional theory. This dates back to Selznick (1957) who distinguishes between organisations and institutions, with the former becoming the latter once infused with values which “fix the assumptions […] as to the nature of the enterprise – its distinctive aims, methods and role in the community” (p55). Organisations are more than production systems; they are social and cultural systems embedded in the institutional context (Meyer & Rowan 1977). Institutionalisation pertains to the effects of social environment on organisations, including social rules, norms and expectations and promotes organisational stability (Selznick 1957, Meyer & Rowan 1977, DiMaggio & Powell 1983). Institutions seek legitimacy, “a condition reflecting cultural alignment, normative support or consonance with relevant rules and laws” (Scott 1995, p45). Institutionalisation involves the processes by which social elements come to take on rule-like status, with organisations adopting practices and procedures to increase their legitimacy and survival (Meyer & Rowan 1977). If outputs are hard to measure, as in higher education, there is less focus on efficiency and more on institutionalised rules that promote trust and confidence in outputs along with an avoidance of inspection and effective evaluation (Meyer & Rowan 1977).

Institutional theorists developed the concept of isomorphism – “once a set of organisations emerge as a field, rational actors make their organisations increasingly similar as they try to change them” (DiMaggio & Powell 1983, p147). Three types of external, isomorphic processes are identified including coercive, mimetic and normative (DiMaggio & Powell 1983). Coercive mechanisms stem from political influence and the problem of legitimacy. Mimetic processes result from standard responses to uncertainty, which is “a powerful force that encourages imitation” (DiMaggio & Powell 1983, p151). Normative processes stem from professionalisation with two important sources – formal education and professional networks which span organisations. Both aid the definition and promulgation of normative rules about behaviour. Professionalisation and institutional logics are related concepts and seen as side effects of institutional isomorphism.

Isomorphism has been identified as an influence in the structuration of the university sector and extensively researched, with scholars often noting resulting homogeneity, and sometimes stratification, of provision and practices, often at odds with governments’ aims to increase diversity (VanVught 1996 and 2008, Marginson & Considine 2000, Gornitzka & Maassen 2000, Stensaker & Norgard 2001, Huisman et al 2007, Morphew 2009, Klenk & Seyfield 2016, Huisman & Mampaey 2018, Frank & Meyer 2020). Other aspects of Institutional Theory have also been applied to higher education, but there is little with regard to governing bodies, with the exception of Buck (2013) who used it to explain English university governing bodies’ strategic role and also to explain the acceptance of the norms regarding governing bodies’ lack of involvement in academic governance. More conceptually, scholars note the relevance of Institutional Theory to the study of higher education (Diogo et al 2015, Austin & Jones 2016). The latter notes, “Institutions adapt their governance structures and practices to environmental pressures and demands such as those created, for instance, by the pressures of competition in a market-driven higher

education environment" whilst noting the importance of institutional logics such "as academic freedom and participatory decision-making processes" (Austin & Jones 2016, p25 & p28).

Institutional Theory is relevant to the study of university governing bodies for two reasons. One relates to the internal environment, where academic professional norms may have a significant impact on expected governing body roles. The other relates to the external environment faced by English universities with changing regulatory requirements, increasing public scrutiny of university matters, and the introduction of practices from other sectors. It may prove valuable in examining existing and/or emerging university governing body roles in maintaining and/or garnering support and legitimacy in a shifting landscape.

Governing body roles outside higher education

Scholars outside higher education have long explored governing body roles. Seven studies are included here from the US, UK and Europe, three are based on original empirical data whilst four are based on analysis of previous empirical studies. Two further studies, Cornforth (2003) and Huse (2007) are included in the analytical framework.

One of the first empirical studies into US corporate governing bodies was conducted by Mace (1971) who interviewed 75 directors of medium and large US manufacturing, mining and retailing corporations. He found despite generally accepted roles including "selecting the executive, policy making, checking up on results and asking discerning questions", that boards actually provide advice and counsel, serve as some sort of discipline and act in crisis situations (Mace 1971, p7 and 13). Further, "the president […] determines in large part what the board of directors does and does not do" (p191). The study identified two key factors that affect what boards do; the way they are selected and their motivations for serving as directors.

Mintzberg (1983) identified and assessed the empirical evidence to date regarding seven roles. He described three as control roles, including selecting the chief executive officer, exercising direct control during periods of crisis and reviewing managerial decisions and performance. Empirical studies found that governing body power to carry out these roles was very limited as they did not have the necessary information. Four roles pertained to service and included co-opting external influences, establishing contacts (and raising funds) for the organisation, enhancing the organisation's reputation, and giving advice to the organisation. Only the last role was supported by empirical evidence.

Zahra and Pearce (1989) reviewed literature to date regarding governing bodies and their findings mirrored many of the roles identified by Mintzberg, aligned to legal, resource dependence and agency theories, including selecting the CEO, monitoring the CEO's performance, representing shareholder interests, evaluating company performance, scanning the environment, representing the firm in the community, securing valuable resources, maximising shareholder wealth and strategic decision making and control. However, they distilled these, identifying three sets of inter-related high-level roles - "service" (representing the organisation's interests, linking the firm with its external environment and securing critical resources), "strategy" (the formulation and dissemination

of corporate goals and policies as well as the allocation of resources to implement them), and “control” (monitoring and rewarding executive action and performance).

Johnson et al (1996) reviewed the subsequent wave of literature in light of Zahra & Pearce’s 1989 work regarding hypothesized control, service and resource dependence roles, the latter replacing strategy, which is subsumed into service. They found a great deal of research regarding boards’ control and resource dependence roles. Two key findings regarding service roles are of note. First, scholars found a considerable amount of directors’ time is spent “advising the CEO, a task that […] enables them to play what many consider to be their key normal duty” (Lorsch & MacIver 1989, p64 in Johnson et al 1996, p424). Scholars noted organizations with strong external monitoring may use the board in other ways, including tapping into the breadth of knowledge external directors provide to complement the depth of organization-specific knowledge of internal directors (Johnson et al 1996, p425). They also noted research tends to focus on outside directors; “the role of inside director has received little attention” (Johnson et al, 1996, p432).

The first significant research focusing on governing bodies’ role in strategy was conducted by McNulty and Pettigrew in 1999, based on over 100 interviews between 1994 and 1997 with UK board Chairs, non-executive and executive directors. They noted “inadequate access to the corporate elite has resulted in us knowing little about the work and conduct of boards and directors” with the consequence that normative models outlining the functions of boards require greater empirical scrutiny (McNulty & Pettigrew 1999, p49). They found that part-time board members rarely initiate the substantive content of strategy; they do have input in a small number of “low experience contexts” where firms had little experience of something or in a crisis; their ability to shape “comes through their influence over the context and conduct of the strategy process”; and their involvement spans taking strategic decisions (all boards), shaping strategic decisions (some boards), and shaping the content, context and conduct of strategy (a minority of boards) (McNulty & Pettigrew 1999, p54 and 55).

With regard to the taking strategic decisions, they found the vast majority of directors did tend to approve that put in front of them, with the exception of less than 10% who did not. Directors shape strategy in two ways – consultation at preliminary stages and executives self-regulating the proposals they put forward. In the minority of cases when boards shape the context, content and conduct of strategy, the non-executive directors promote deliberate versus emergent strategy (per Mintzberg & Waters 1985), make time in the agenda and shape the context and conduct of strategy development within the firm. They also use the monitoring of strategic intentions and actions. They also note the context influences a board’s role in strategy; “opportunities to challenge executives about both strategy and methodologies for developing strategy increase at times of performance difficulty” (McNulty & Pettigrew 1999, p67).

Stiles and Taylor’s (2001) study was based on interviews with 51 UK corporate board directors, with internal and external members almost equally represented. They identified roles aligned to Zahra & Pearce’s strategy, control and what they renamed institutional roles and, importantly, that the roles are inter-related. Greater than 10% of directors identified

the following roles; involvement in strategy (63%), monitoring the health of the firm (40%), hiring, appraising and firing executives (14%), and conversing with shareholders and stakeholders (12%).   The study supported the earlier findings that boards do not formulate strategy but set the context and identified an important "gatekeeper function" – assessing and reviewing strategic proposals, changing them through comment and advice, through confidence building and selection of directors (Stiles & Taylor 2001, p31). Further, whilst boards may be more passive if information is withheld, they found no evidence of that.

With regard to control roles, they noted control does not equal policing but rather the use of both strategic and operational control systems, defined as "the process which allows senior management to determine whether a business unit is performing satisfactorily" (Stiles & Taylor 2001, p63). Directors identified non-executives who bring knowledge of wider business practices diagnosing new opportunities, selecting new performance measures and emphasizing some indicators over others. Finally, they note boards engage in strategic processes and monitoring activities and emphasize the importance of trust.

> "Identifying and pursuing trends and opportunities from the monitoring of the organisation requires collaboration and cooperation between […] directors. Such collaboration, and the receptiveness of the executives to receive advice, are enhanced by the degree of interpersonal trust", adding "trust and control are not polar opposites: they have to co-exist: excessive trust leads to an unchallenging board […] while excessive control can create division within the board and encourage strategies of entrenchment and inhibition of information flows." (Stiles & Taylor 2001, p80)

Institutional roles included boundary-spanning roles such as communicating with shareholders and other stakeholders, providing knowledge and contacts to help the strategy process and enhancing legitimacy. They identified a relatively weak role for stakeholders beyond shareholders, noting the core stakeholders are those with a contractual relationship, namely customers, employees, suppliers, creditors and lenders. They identified factors which promote the development of trust, which include a feeling of competence in the other person; shared values and belief in the ultimate intentions and aims of others; and free flow of information and knowledge.

The main relevant finding from Carpenter and Westphal's (2001) study of external network ties on a board's ability to contribute to strategic decision making is this; "if directors' appointments to other boards provide them with relevant strategic information and expertise and focus their attention on relevant strategic issues, then they are likely to receive positive externalities from other board appointments" (p654). Further, members' views on strategy might also be influenced by their previous executive roles.

Governing body roles in higher education

The relevant findings from eleven pieces of academic literature pertaining to university governing body roles are presented here. Most were chosen because they have an empirical element, even if relatively small in scale or narrow in scope. Apart from Shattock

& Horvath's (2020) relatively recent study, the main large-scale empirical works date from the 1980s and 1990s.

The most significant early study of university governing bodies originates in the US – Kerr and Gade's 1986 study based on interviews with 200 governing body members and a questionnaire completed by c. 1400 individuals. The aim of the study was not to identify governing body roles *per se*. Further, they identify the following overall purpose of lay boards, who "serve as guardians";

> "Boards of lay trustees provide for accountability to the public welfare without government domination (thus institutional autonomy) and for flexibility in operations […] (and) provide nonideological intellectual environments (thus academic freedom), for mixed sources of financing […] and for strong presidencies serving in the name of the board (thus more aggressive leadership)." (Kerr & Gade 1989, p 10)

They identify specific governing body tasks: selecting, advising, supporting, and evaluating the president; establishing major policies […] and reviewing and evaluating the performance of the institution in all its major aspects – including academic areas; participating in representing the institution to surrounding society and in obtaining resources; supervising investments, legal affairs, and buildings and grounds; acting as "court of last resort" to internal conflicts; being willing and able to fill in gaps in performance by other elements of the institution in emergency situations […] – the "in reserve function"; and encouraging adaptation and renewal of the institution" (Kerr & Gade 1989, p13).

The next significant empirical study of university governing bodies took place in the UK almost a decade later - Bargh, Scott and Smith's (1996) study. Their study included questionnaire surveys with just under 500 governors across 24 universities, 10 Pre-1992 and 14 Post-1992 along with four university case studies. The study's scope included governing body member characteristics, reasons for becoming governors and views regarding higher education, appointment practices, and governing body roles.

Participants also ranked eight predetermined roles in terms of importance and time. Five of the roles – strategic, audit, supervisory, managerial and appeals – concerned the internal functioning of the organisation. Two – representative and negotiating roles – concerned the institution's relationship with its external environment. The final one – support – straddled both. Governors ranked their roles in the same order for importance and time spent and considered their strategic role by far the most important, with audit coming second, and supervision, support and representation considered fairly equal. Managerial, appeal and negotiating roles were far less important and time-consuming (see Bargh et al 1996, p88-91). The researchers observed "governors do not see their role as being confined to institutional monitoring" (p90). And query how active is governors' strategic role. Via the case studies, they found governing body roles in strategic planning was largely reactive; committees are important; often separate executive-style groups, usually including some core governors, were perceived to make decisions; governor knowledge about the sector and institution were key; and the status of governing bodies was ambiguous.

McNay's (2002) study of governance and decision-making in smaller colleges included semi-structured interviews in relation to seven smaller colleges, some specialist. Whilst this was an exploratory, pilot study which did not seek to identify governing body roles, some findings are relevant to this study. First, a use of external governors as a means of supplementing internal functional areas was noted. Also, many lay members were drawn from the local community, which "made them ambassadors to that community" (McNay 2002, p306). Further, formal communication between governors and the internal academic community was through senior staff, who could act as a bridge or a barrier. However, informal contact was also feasible given local and sometimes specialist connections. All governing bodies in the study included individuals from other HEIs. The challenges of external governors remaining "non-executive" was identified (McNay 2002, p309). The study highlighted a potential role for external governors in the case of institutional mergers. Finally, a more normative role for governors was identified, that of helping to ensure the diversity provided by smaller HEIs was preserved.

Shattock's (2006) work focussed on governing body level governance and provided findings based on analysis of institutional board-level governance failures. He notes that as lay members tend to be non-academics, they could not do many of the roles expected of corporate non-executive directors around understanding the business, assessing performance, developing objectives and strategy and monitoring performance. Whilst the study does not explicitly address governing body roles, the list of areas for practical improvements provides a guide to expected roles. These include; appointing the Vice-Chancellor, monitoring the executive, reviewing governing body effectiveness and institutional performance, using away days as part of strategy development and approval process, controlling financial aspects of the institution, making best use of audit, remuneration and nominations committees, along with any joint committees with the academic body, and managing conflicts of interest (Shattock 2006, p134-151). From the case studies, he notes "university governing bodies […] need the detailed involvement of senior representatives of the academic community of the institution for it to be effective" partly because sometimes in the case of an over dominant Vice-Chancellor, the academic community acts as a break. He cautions "that the easy analogy with the corporate model is resisted not least because the functions of the university are different from those of a company" (Shattock 2006, p50 and 55).

There were three doctoral theses focusing on members' perceptions of roles, amongst other things, in the following two decades. The first, Bott (2007), explored the role and function of university chairs across a small number of English universities. The second, Berezi (2008), explored governors' motivations to join and institutional recruitment practices, like Bargh et al (1996), along with perceptions of governors and their accounts of governance practices across seven UK universities – four English and three Scottish – with three being Pre-1992 universities and four Post-1992 universities. 27 governors were included, two-thirds of them lay governors, including some chairs. The third, Buck (2013), addressed English university governors' perceived roles compared to expectations and included interviews with 48 governing body members and senior management across seven cases. Whilst

Berezi's sample of English governors is quite small, his findings regarding governors' perceived roles, along with Buck's, are provided here.

In Berezi's (2008) study, the key governing body roles identified by the majority of governors were accountability (96%), strategy (93%), monitoring (78%), compliance (78%), assessment of governing body (70%), recruitment of governing body members and Vice-Chancellors (60%) and decision-making (60%). Audit and risk were each identified by 41% of governors and support by 33%. The study includes an indirect assessment of management roles, which included the development and implementation of strategy and policies and academic management. The researcher asserts the governing bodies' accountability, strategy, compliance, risk and performance are "new roles" in response to HE reforms. The study deployed McNulty & Pettigrew's (1999) model regarding the governing body's involvement in strategy and found two of the English governing bodies were executive-driven reactive-passive in approach whilst the other two were consensus-driven proactive-active. An accountability gap was identified as it was unclear to whom the governing body was accountable as the Vice-Chancellors were officers accountable to the funding councils.

Although more conceptual, DeBoer, Huisman & Meister-Scheytt's (2010) study of Dutch, Austrian and UK governing bodies is one of the few comparative works addressing university governing body issues. They build on Cornforth's (2003) work to explore the tensions faced by boards and Huse's (2007) work on governance theories. The first tension they identify is "whether board members be chosen for their expertise or to represent certain constituencies", with the prioritisation of expertise on public sector boards seen to contribute to a democratic deficit (DeBoer et al 2010, p 319). The second tension is the conformance versus performance roles. The third tension relates to governance versus management. Whilst they reiterate the governing body roles included in the CUC Code 2006, they also point to the importance of the committees, the fuzziness of the demarcation between governing and academic bodies, particularly Senates, and with regard to governing body composition, "the UK context requires first and foremost (lay) expertise, and dealing with representativeness is left to the individual councils" (DeBoer et al 2010, p327).

Buck's (2013) study included interviews with 41 English university governing body members, 23 external, including six chairs, and 18 internal, including four Vice-Chancellors, plus seven staff who attended meetings. The principal roles identified included; challenge the executive team, support the executive team, provide advice and guidance, act as a link with an/or have ambassadorial role with the outside world, play a role in strategy development (the first role identified by most external members), and oversee education character and academic activities (delegated to the academics except in two of seven cases). He identified two further roles as taken for granted; ensuring compliance with external requirements and risk assessment and management.

The study highlighted that whilst all members perceive an advice and guidance role, external members are more likely to identify a support role. It also identified the importance of committees to facilitate these support roles, which, given internal members do not sit on many committees, led to a sense of different classes of members. Buck noted the limited input from lay governors given their relative understanding of higher education and a

“strong agreement that governing bodies should not play a significant role in relation to academic activities” (Buck 2013, p262). This was partly due to lack of capacity to do so. Whilst “a small number of governing body members […] saw that benefits might be gained from the presence […] of more external members with experience in higher education, most saw significant potential drawbacks” (Buck 2013, p310).

Although conceptual in nature but again in a broader European context, Kretek et al’s (2013) work, which was part of the Transforming Universities in Europe (TRUE) Project, identify five potential university governing body roles which include; managerial, the state’s agents/supervisors, society/private stakeholders, stewards/partners and rubber stamps/legitimisers. They identify factors which might contribute to the enactment of one or more of the roles, including organizational, those resulting from the design of the formal position and those resulting from various role expectations and role conflicts. Organisational factors include steerability, financial autonomy, policy autonomy and longevity. Factors resulting from the design of the position include involvement, degree of accountability, informational independence, authority and composition and size of the board. Factors resulting from various role expectations and conflicts include those driven by conflicting expectations of those who the governor may represent and actual role conflicts. They point to the importance of the perceived legitimacy of the role expectations.

Copland’s (2014) study was based on interviews with 22 individuals with experience of university governance, including eight chairs, eight heads or former heads of HEIs and six others. In addition to a few issues which emerged with regard to governing body composition including size (too large) and governor characteristics (still quite male and white), interviewees identified the following issues with regard to governing body roles. Staff and student members often found their positions challenging particularly on occasions when staff members disagree with their executive members. Lay members without higher education experience are reluctant to challenge executives on academic issues. Further, they note the governing body’s primary role is to hold the Vice-Chancellor to account. They also note an increased role for the governing body with regard to risk and institutional performance management.

The most recent and significant empirical study into university governance, Shattock and Horvath’s (2020) large-scale study, incorporated 95 interviews conducted in 2016/17, including 19 with those involved in central policy and the rest across six English university case studies representing the range of institutional type/nature of foundation and two case studies each in Wales, Scotland and Northern Ireland. In this study, the only lay governors included were Chairs. Whilst its focus was the impact of governmental, financial and market pressures on British higher education governance, in its widest definition, and its findings pertaining to governing bodies tend towards comments on effectiveness rather than governing body roles, it is included given it is the most recent large-scale empirical study.

The study found, “increasing government intervention, particularly in England, the laicization of university governance, the uncertainty of the relationships between governing bodies and academic governance and the decline in the participation in governance by the academic community, the rise in the power of the executive and an increasing shift towards

a ‘business model’” (Shattock & Horvath 2020, p13). Increased government intervention includes controlling the machinery to monitor performance in research (REF and UKRI) and teaching (TEF) and dictating tuition fee policy. With regard to the laicization, they posit that “where universities are high in league tables and their success is linked to a strong academically-related organisational culture, it seems that a governing body’s role is most likely to be that of a sounding board or of a critical friend, but when a university is less successful […] the governing body can become utterly dominant and the chair becomes, in effect the executive chair” (p89).

Further, “the concept of a governing body acting as if they were non-executive directors of a company […] is clearly at variance with ideas of shared governance […] but reflects a view that a business model is somehow superior” and point to the inability of governing bodies to successfully manage Vice-Chancellors’ salaries as an example of lay governance ineffectiveness (p101). It also queries whether lay governing bodies can be accountable for universities without “becoming entirely dependent for assurance on the staff themselves who are running the business” (p100). The removal of the student number cap in 2015 exacerbated the reliance of governors on executives for sound management and good data. Consistent with findings elsewhere, it found governors do not draft or develop strategy but need to own it and be responsible for its monitoring.

They posit lay governors may be acting on behalf of the State rather than the institution;

> “the idea that governing bodies can act as the real strategic and controlling organ of a university is a pipe-dream born of misunderstood analogies with corporate governance in business and the government’s fond hope that lay governors might prove to be more supportive of, or malleable towards, its own policies than the academic community might be.” (Shattock & Horvath 2020, p164)

Finally, scholarly research focussing on UK university governing body composition is limited. The more comprehensive study dates back to 1990 when Bastin published his findings regarding the composition of the governing bodies of the newly founded Higher Education Corporations, many of which later became Post-1992 universities. A more recent study (Sherer & Zakaria 2018) focusses on UK university governing body gender imbalance.

1.3 Defining the research object

Issues arising from the literature pertinent to university governing bodies cluster around governing body attributes, governing body roles and influences that shape both. Organisational governance scholars identified relationships between governing body attributes such as composition, characteristics, structures and processes, and governing body roles (Zahra & Pearce 1989, Johnson et al 1996). Apart from a recent study regarding gender imbalance (Sherer & Zakaria 2018), little is known about current English university governing body attributes, let alone changes across time. Any relationships between attributes and roles have gone largely unexplored in university governance, apart from Holland et al (1989), Kezar (2006) and Nicholson (2008).

Scholars researching effectiveness have identified the need to better understand governing body roles (Nicholson & Kiel 2004, Chait et al 1991, Kezar 2006). Large-scale empirical work regarding university governing body roles is dated (Kerr & Gade 1989 in US, Bargh et al 1996 in UK). More recent research is largely conceptual (DeBoer et al 2010, Kretek et al 2013 in Europe). More recent empirical work overlooked the majority lay membership, using Chairs as proxies, as the focus of their research was not the governing body itself (Bott 2007, Shattock & Horvath 2020). Of the two smaller-scale empirical studies examining governing body roles (Berezi 2008 and Buck 2013), only the first adopted a case study methodology. Neither explored the influences on governing body roles.

Scholars have used underlying governance theories, including Agency, Resource Dependence, Stakeholder and comparative theories to conceptualise university governing body roles (Kivisto 2008, Lane & Kivisto 2008, Auld 2010; Slaughter & Leslie 1997, Marginson & Considine 2000; Bleiklie & Kogan 2007, Magalhaes et al 2018; Cornforth 2003, Christopher 2012, Kretek et al 2013). However, there has been little empirical research with governors to test the concepts. The studies of UK-based university board roles including governance theories (Berezi 2008, Buck 2013) did not use them as explanatory tools.

University governance is based on a combination of legal and professional authority (Birnbaum 2004). Scholars have identified trends toward “boardism” along with the “corporatization” and “laicization” of university governance in response to funding constraints, marketisation, and policymakers’ quest for efficiency and effectiveness (Meek & Hayden 2005, Trakman 2008, Christopher 2012, Kretek et al 2013, Stensaker & Vabo 2013, Veiga et al 2015, Shattock & Horvath 2020). Scholars have also identified external/environmental and internal/organisational influences on organisational governance (Hung 1998, Christopher 2012). Individual influences in governance have been under-researched. (Although Becher & Kogan’s (1992) model for higher education includes an individual level which could be adapted when considering governing body members.)

Finally, English universities are often included in European studies (DeBoer et al 2010, Kretek et al 2013). However, as an outlier, with more in common with the US and Australia (Rowlands 2018 re. academic governance), it deserves to be considered in its own right. The history and influences that shape English university governing bodies differ from those in other European countries. Context also matters across institutions – a one-size fits all approach to institutional governance and governing bodies is unlikely to be appropriate.

As such, two main research questions have been identified;

1. How are English university governing body roles characterised at sector level?
   This includes governing body attributes and sector-level perspectives on governing body composition, characteristics and roles.
2. How do English university governing body members understand their roles? What are the influences on their perceptions?
   This includes exploration of a cross-section of governing body members’ views on their purpose, stakeholders, roles and influences in a case study context.

Chapter 2: Analytical framework

The analytical framework for this study centres on governing body attributes, different perspectives and influences on governing body roles, along with potential governing body roles indicated by previous research. Each is briefly discussed below.

2.1 Governing body attributes

Zahra and Pearce's wide categorisation of board/governing body attributes (1989, p292) has been adopted for use in this study. They are composition (including size and types of membership – including internal and external), characteristics (including members' experience, functional backgrounds and independence), structure (including aspects of board organisation such as dual or separate leadership, committees and information flows), and process (including frequency and length of meetings, board style, and self-evaluation). These have been chosen for three reasons; in an attempt to regularise the use of terms, in order not to eliminate relevant attributes ahead of field research, and as they provide a useful start point. Whilst two of the attributes – structure and process – may indicate "how" governing bodies work, they can also reveal "what" governing bodies are doing.

Whilst these attributes are necessary to the study, they are not sufficient based on previous university governing body research (Kerr & Gade 1989, Bargh et al 1996, Kezar 2006, Greatbatch 2014). So, motivation for joining is included in Characteristics. Governing body and committee terms of reference along with meeting agendas and role descriptions are included in Structure, whilst governance review findings, process in a crisis, and member selection and induction processes are included under Process. The proposed indicators, aligned to the potential dimensions of governing body attributes, are illustrated in Table 1.

Table 1: Potential dimensions and indicators of governing body attributes

Dimension	**Composition & Characteristics**	**Structure**	**Process**
Indicators	Size	Committee structure	# & time of meetings
	Membership types	Information flows	Meeting agendas, packs & minutes
	Independence	*Role specification & JD*	*Governance review findings*
	Skills & experience	*Governance statements*	*In crisis*
	Motivation to join	*Board/ committee agendas*	*Member selection & induction processes*

Source: Zahra & Pearce 1989, p 292 & 305; amended as above by researcher in italic

The reason for adopting such a holistic approach to governing body attributes in the study of governing body roles is two-fold. First is the relative paucity of empirical research regarding governing body composition, apart from work focussed on gender imbalance (Sherer & Zakaria 2018 based on 2014 data) despite much of it being publicly available. Second is as an exploratory study, it is worth considering the widest possible range of influences.

2.2 Perspectives and influences on university governing body roles

The second part of the analytical framework considers how the aforementioned institutional governance theories relate to university governing body roles. Hung espoused a typological approach to theories as they "explicitly define multiple patterns of the first-order constructs that determine the dependent variables so that they provide a mechanism for incorporating the holistic principle of inquiry into organizational research" (Hung 1998, p102). Comparisons of theoretical perspectives are useful when considering how governance theories relate to one another (see Zahra & Pearce 1989, Hung 1998, Cornforth 2003 and Huse 2007, Christopher 2010). Hung (1998) adopted a typological approach to classify six theories on the roles of governing bodies in order to "provide a mechanism for incorporating the holistic principle of inquiry" (Hung 1998, p102).

Hung's typology distinguishes between strategic choice (extrinsic influence/contingency) perspective and institutional (intrinsic influence/institutional) perspectives. "According to contingency theory, the work of a governing board is shaped by the task environment and the technical nature of the work they perform, while Institutional Theory proposes that an organisation's need to conform to institutionalised expectation of traditional practices and customs also influence its choice of control and coordination mechanism" (Hung 1998, p103). The first could be considered "instrumental", the latter "normative". Hung divides each of these "perspectives" between external and internal environments. "External environment is described to include effects of the degree of uncertainty, complexity and societal pressure" (Altman et al 1985 in Hung 1998, p103). The internal environment refers to the nature of tasks in terms of variability, difficulty and independency as well as organisational structure in terms of its complexity, degree of centralisation and communication network" (Scott 1992 in Hung 1998, p103). He identifies key governing board roles, linking them to governance theories.

Table 2: Hung's typology of the theories relating to roles of governing bodies

Governing Board					
Extrinsic Influence/Contingency Perspective				**Intrinsic Influence/Institutional Perspective**	
Internal environment		**External environment**		**Internal pressure**	**External pressure**
Conformance function	Performance function	Networking/ interlocking directorates	Pluralistic organisation	Instrumental view of directors	Identify with societal expectations
Control role	Strategic Role	Linking Role	Coordinating Role	Support Role	Maintenance role
Agency Theory	Stewardship Theory	Resource Dependency Theory	Stakeholder Theory	Managerial Hegemony	Institutional Theory
Fama & Jensen 1983	Donaldson 1990	Pfeffer 1972	Freeman 1984	Mace 1971	Selznick 1957

Source: Hung 1998, p105, reordered by author to put the internal environment and pressures before the external

Hung's typology includes only external and internal influences, overlooking members' individual influences. An amended framework is adopted, distinguishing between instrumental and normative views of roles and including individual influences.

Table 3: Amended typology of theories related to Governing Body Roles (based on Hung 1998)

Perspective/ Influences	Internal (1)		External (2)		Individual (3)
	Role	Theory	Role	Theory	
Instrumental (extrinsic & strategic choice)	Control	Agency	Coordinate	Stakeholder	
	Perform	Stewardship	Link	Resource Dependence	
Normative (intrinsic & institutional)	Support	Managerial Hegemony	Maintain	Institutional	

(1) Nature of tasks and organisation structure
(2) Degree of uncertainty, complexity and societal pressure
(3) To be explored in the study

2.3 Potential governing body roles based on the literature

Cornforth (2003) synthesized empirical studies and reviews regarding governance of UK public and non-profit organisations and identified specific governing body roles relevant to non-for-profit organisations, building on Hung's typology (1998). This is illustrated in Table 4. This is adapted to remove democratic theory which is out of scope of this study and to include Institutional Theory and additional roles which arise in the literature.

Table 4: Cornforth's comparison of theoretical perspectives on governing body roles

Theory	**Governing body roles**	**Additional potential roles based on the literature**
Agency	Compliance: safeguard owners' interests Oversee management	Control
Managerial hegemony	Largely symbolic: Ratify decisions Give legitimacy	Rubberstamp
Stewardship	Improve performance: Add value to top decisions Strategy partner Support management	n/a
Stakeholder	Balance stakeholder needs: Make policy and strategy Control management	Coordinate
Resource dependency	Boundary spanning: Secure resources Absorb environmental uncertainty Maintain stakeholder relations	Link
Institutional		Maintenance: Gain external support Provide legitimacy Accommodate norms

Source: Cornforth 2003, table 0.1, p 12; adapted by author as above

Huse (2007) published a book resulting from experiences gained via a number of previous empirical studies conducted primarily in Scandanavian corporate settings. Building on Hung's (1998) governance theory typology, he developed a typology of board task expectations aligned to Zahra and Pearce's (1989) high-level roles, control, service and strategy and create six main board tasks as illustrated below;

Table 5: Huse's typology of board task expectations

	Control tasks (firm-external perspective)	**Service tasks (firm-internal perspective)**
External focus	Output control tasks	Networking tasks
Internal focus	Internal control tasks	Advisory tasks
Decision/strategy focus	Decision control tasks	Collaboration & mentoring tasks

Source: Huse 2007, table 3.1, p 39.

Huse distinguishes between external and internal foci of boards' control and service tasks. The typology implies control tasks are undertaken on behalf of those outside the firm and the service tasks those inside the firm, the latter consistent with Stiles and Taylor (2001)'s institutional role cluster. He found boards spend relatively little time on output control tasks as they are usually quantitative, external metrics (note; potential relevance in universities given externalisation of performance metrics). In keeping with Agency Theory, Huse separates decision control tasks (the approval and monitoring of activities) from decision management (the initiation and implementation of activities) and notes the boards' responsibility for the former. Further, the service tasks align to previous findings regarding board roles, with the collaboration with management consistent with a board role in shaping the content, context and conduct of strategy (McNulty & Pettigrew 1999).

As this is an exploratory research study, I have adopted Zahra and Pearce's (1989) three inter-related high-level governing body roles - "strategy" (the formulation and dissemination of corporate goals and policies as well as the allocation of resources to implement them), "control" (monitoring and rewarding executive action and performance) and "service" (representing the organisation's interests, linking the firm with its external environment and securing critical resources) - as a means of analysing data regarding roles. The potential relationships between theories and roles identified by scholars, described above, will also be taken into consideration in analysing data.

Chapter 3: The empirical setting

The aim of this chapter is to contextualise the study of English university governing bodies. It is not to provide a full history of English university governance (see Moodie & Eustace 1974, Shattock 2006 and 2017, Palfreyman & Tapper 2014).

Study Population Parameters

The population of higher education institutions used in this study has been limited to 120 English universities in receipt of direct grant money from the Higher Education Funding Council for England before the 2019 regulatory changes. UK countries outside of England are excluded due to the divergent regulatory environments. Whilst UK Parliament oversees English higher education post-devolution, legislation and regulation around all but research funding, which remains UK-wide, are specific to England. Reporting requirements for those institutions with university status and in receipt of direct grant funding resulted in more publicly-available information regarding their governing bodies.

Nature of foundation as a university

The timing and nature of foundation of English universities and the related legal context shapes the features of university governing bodies. A university's age tends to correspond with "type" as they were created in distinct phases. A listing of English universities by nature of foundation is provided in Appendix 1.

Table 6: English University Profile by year of foundation

Year of achieving University status [1]	# of unis	Primary "type"/known as	University status granted by	Notes [4]
Pre 1600	2	Ancient	Act of Parliament	Cambridge & Oxford
1601 to 1899	3	Early	Act of Parliament & Royal Charter	Durham, UCL, King's College London
1900 to 1959	26	Civic [2]	Royal Charter	12 Civics, 13 U of London & Imperial
1960 to 1991	21	1960s	Royal Charter	14 1960s, 2 Civics, 3 U of London, Open Uni and Cranfield
Subtotal Pre-1992	*52*			Incl. 24 medical schools
1992/1993	34	Former polytechnics	Act of Parliament	
1994 onwards	34	New	Various [3]	14 Cathedral, 11 specialist, 9 new
Subtotal Post-92s	*68*			Incl. one medical school
Total	120			

[1] For U of London members, date of foundation

[2] Also known as Red Brick

[3] Act of Parliament, Privy Council, Companies Act 2006

[4] See glossary for definitions of Civics, 1960s, Cathedral, specialist, new universities

English universities have three governance models (Shattock 2006). These are Oxbridge, other Pre-1992s (including Civics and Plate Glass and former Colleges of Advanced Technology) and Post-1992s (including former local authority-controlled Polytechnics, the Cathedral universities and other new universities). The different corporate forms yield different institutional instruments of government. Most universities established before 1992 are guided by their Charter, Statutes, and Ordinances. The vast majority of the original Post-1992s were established in the form of Higher Education Corporations (HECs) and are guided by their Articles and Instruments of Government. Companies limited by guarantee (four London Post-92s - Greenwich, London Metropolitan, London South Bank and Westminster) and most Cathedral and a few Specialist universities have Articles of Association and Standing Orders, whilst three have Trust Deeds. (See Farrington & Palfreyman 2012, p 161-165 for the full list.) Most, but not all, universities are charities, with the governing body also acting as trustees for charity purposes.

To illustrate the relationship between the nature of foundation, or establishment as a university, and the mission/type of institutions, Table 7 outlines the profile of institutional scale in terms of levels and types of income clustered by nature of foundation. This illustrates a key distinction between Pre- and Post-1992s. Those universities created before 1992, in effect, during or before the 1960s, rely much less on teaching income. It also illustrates the significant differences in scale between the two types of "early" universities as well as larger and smaller specialist institutions. Further, Civic universities, on average, have almost twice the income of institutions founded in the 1960s. Post-1992s and other specialist universities have relatively low levels of research income.

Table 7: English university Income Profile by Nature of Foundation

		% of total income				
Type	Average income per HEI £m	Teaching (5)	Grants (6)	Research (7)	Other (8)	Endowment/ investment
Ancient	2,321	15	8	26	43	8
Early (1)	1,154	36	14	30	15	5
Early (2)	176	48	13	18	17	4
Civic	566	48	12	21	17	2
1960s	295	56	11	13	18	2
Former poly	211	75	9	3	12	0
Cathedral	68	76	7	1	16	0
Specialist (3)	318	66	15	6	11	2
Specialist (4)	25	71	12	1	13	1
New	78	76	9	1	13	0
Total	**278**	**51**	**16**	**16**	**19**	**3**

Source: Higher Education Statistics Agency 2018/19

Notes:

(1) incl. UCL, King's College London and Imperial College

(2) Incl. Durham & all other U of London

(3) incl. Cranfield, Open University & University of the Arts London

(4) incl. all other specialist

(5) Teaching includes tuition fees and education contracts

(6) Grants include previous funding council teaching, research and capital grants

(7) Research includes all research grants/contracts, public and private

(8) Other includes income from catering and residences, intellectual property rights and other

Profile of English universities by student numbers

Table 8 illustrates the distribution of English universities in terms of student numbers. It also shows what proportion of the total student body each cluster represents along with the change in student numbers from 2014/15, the last year of any student number controls, to 2018/2019. On average, larger universities grew their student bodies faster than the others. 25 universities had more than 20 thousand students; 49 had 10 to 19.99 thousand students; and 46 had fewer than 10 thousand students.

Table 8: English University Student Number Profile

2019 cluster (FTE students)	Number of universities	% of total students	% change 2015 to 2019	Predominant "type"
>30k	5	11%	+6% including OU +14% excluding OU	Early & Civic
25-29.99k	9	16%	+17%	Civics & Post 92s
20-24.99k	11	15%	+14%	Civics & Post 92s
15-19.99k	27	28%	+6%	Post 92s & 1960s
10-14.99k	22	17%	+6%	Post 92s & 1960s
5-9.99k	19	9%	+6%	Specialist, cathedral & early
<5k	27	4%	+8%	Specialist, cathedral & early
Total	120	100%	+9%	

Source: Higher Education Statistics Agency 2018/19 and 2014/15 for change

University resource profiles vary. In 2018/19, England's 120 "publicly funded" universities had 1.64m full-time equivalent (FTE) students, income of £33.4bn and a net loss of just over £2.7bn given significant pension-related charges. The "average" number of students at each university is c. 13.7k, but the range is wide – from fewer than 200 (The Institute of Cancer Research) to more than 48k (The Open University). The 25 largest universities educate over 40% of the students. In addition to the Open University, the four major regional centres – London, Birmingham, Manchester and Leeds – each have one of the largest universities. The smallest 46 universities have less than 15% of the total student body.

Wider system-level context

University governance takes place in the context of system-level governance. From a legislative and regulatory perspective, the English university system works within the UK context. Powers over English education and training remain with the UK Parliament, however funding for teaching, capital and other targeted (non-research) grants was devolved in 1992, with the establishment of the Higher Education Funding Council for England (HEFCE). HEFCE was replaced by the Office for Students (OfS) under the Higher Education and Research Act of 2017.

In contrast, university research funding remains administered at the UK level, through UK Research and Innovation (UKRI). So, the English system is overseen by two government departments - the UK Department for Education and the UK Department for Business, Energy and Industrial Strategy. The Minister for Universities, Science, Research and

Innovation reports jointly to the two departments. Additional intermediary agencies include the Quality Assurance Agency (QAA) and Higher Education Statistics Agency (HESA). The OfS coordinates with the Charities Commission, the Competition and Markets Authority, the Advertising Standards Agency, the Education and Skills Funding Agencies, and the Office of the Independent Adjudicator, as required. In the UK, accountability is seen as between a university and the funding council, not wider society (DeBoer et al, 2010). In the public sector more broadly, accountability is confused (Cornforth 2003). Under the new legislation, the governing body is explicitly accountable to the OfS, yet the Vice Chancellor is also the "accountable officer" in his/her executive capacity.

Three representative bodies work across UK higher education – Universities UK (UUK), GuildHE and the Committee of University Chairs (CUC). UUK represents 132 of the UK's universities. With Vice-Chancellors as members, UUK works to maintain strong relationships with political parties in Parliament and to influence policy change. GuildHE's 50 members include universities, university colleges, further education colleges and specialist institutions from both the traditional and private sectors.

CUC is the representative body for the Chairs of UK universities. It "delivers education, learning and development opportunities to its members by providing educational events and a peer-support network which promotes high standards in university governance" (CUC website). CUC is responsible for maintaining the UK's Higher Education Governance Code. CUC's Code of Governance in Higher Education (2020) includes core values for the way higher education governance is conducted along with seven primary elements and detailed descriptions. It also provides a template statement of governing body primary responsibilities, included in Appendix 2.

Numerous environmental factors influence English university governing body responsibilities. They include requirements under the 2017 Higher Education and Research Act (HERA), the latest CUC governance code, and governance developments in other sectors. The regulatory framework under the Higher Education and Research Act 2017 set out clear Registration Conditions in respect of "public interest" governance principles, going well beyond the current voluntary code. These include academic freedom, student engagement, accountability, academic governance, freedom of speech, value for money, and the "size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider" (OfS Regulatory Framework 2018, p144). It sets out requirements regarding Effective Management and Governance and compliance with the terms and conditions of OfS/UKRI financial support.

Practices in other sectors will continue to influence expectations of university governing body practices. The Financial Reporting Council's UK Corporate Governance Code came into effect on 1 January 2019. This includes a much broader view of relevant stakeholders and emphasises the value of good corporate governance to a corporation's sustainable long-term success. Further, FTSE 350 companies and NHS organisations are taking pro-active sector-led approaches to improve gender and racial diversity of governing bodies/boards (see FRC's 2021 report *Board diversity and effectiveness in FTSE 350 companies* and the NHS Confederation's 2021 report *Strengthening NHS board diversity*).

Chapter 4: Methodology

Here are set out my methodological decisions, the rationale for those decisions as well as how I carried out the study. It first details the overall research design. It explores how my experience and beliefs influence my perspective on the research and my stance as a researcher. Ethical considerations are briefly discussed followed by an examination of the sample selection criteria. It then discusses the approach to data collection and data analysis along with the approach to quality assurance.

4.1 Research Design

The underlying ethos of the study has three elements. The first is to introduce new empirical evidence at both sector and individual case level. Where possible, I used publicly-available information to prioritise research time and effort towards more extensive case study work. The second is to build upon previous work conducted in relation to UK university governing bodies, including the work of Bastin (1990), Bargh et al (1996) and Shattock & Horvath (2020). The third is to explore views of a cross-section of expert informants and governing body members – Chairs, Vice Chancellors, lay, staff and student members. This array of perspectives is largely absent in university governance research.

The study is designed to empirically address the research questions which are;

1. How are the roles of English university governing bodies characterised at sector level?
2. How do university governing body members understand their roles? What are the influences on their perceptions?

Given the research questions, Table 9 illustrates the overarching design, with particular focus on that which is conducted at system level, including aggregated institutional data, and that which is conducted at institutional level. This informs data collection and analysis, discussed in sections 4.5 and 4.6.

Table 9: Research design levels of analysis

Level	Scope of data collection and analysis
System – across all 120 universities	Aggregate and analyse institution-level data regarding governing body composition and member characteristics
	Review sector-wide documentary evidence and analyse data regarding governing body composition, characteristics and roles
	Interviews with 13 expert informants
Institution – five case studies	Documentary evidence data gathering and analysis (in addition to above)
	Interviews with c. 12 governing body members at each university

The first research question is addressed in three ways. First, institution-level data regarding governing body attributes, including governing body composition and characteristics, are aggregated and analysed. This primarily provides context for the study of roles. Second, sector-level documentary evidence, including higher education legislation and regulation, is reviewed and analysed. Finally, interviews with over a dozen experts in UK higher education

governance regarding the roles of and potential influences on English university governing bodies forms another rich source of data.

The core of the study, and the main means of addressing the second research question, is an exploratory embedded multiple case study strategy. The case study approach is best when "a how or why question is being asked about a contemporary set of events, over which the investigator has little or no control" (Yin 2009, p13). Case research "concentrates on experiential knowledge of the case and close attention to the influence of its social, political and other contexts" (Stake 2005, p444). The study includes a purposive sample of five university governing bodies. The number of cases is relatively high due to the subtle and exploratory nature of enquiry and due to the size and fragmentation of the English university sector. It is not intended to be a representative sample but rather to include relevant cases across a broad spectrum of institutions.

Case study research draws on the nature of the case, its historical background, its contexts and those informants through whom the case can be known (Stake 2005). Data is drawn from a variety of sources, using two main data collection methods. The first is collecting and analysing documentary evidence. This is vital as "activities are expected to be influenced by contexts, so contexts need to be described" (Stake 2005, p452). This includes publicly-available information regarding governing body composition, characteristics and to some extent, structure. Non-publicly available documentation is included for case study institutions. The other main research method is semi-structured interviews, conducted at sector level and case study level. These are defined as interviews designed to obtain "descriptions of the life world of the interviewee in order to interpret the meaning of the described phenomena" (Brinkman & Kvale 2015, p6).

4.2 Stance as a researcher

My interest in board-level organisational governance developed before joining the higher education sector. I worked at board-level in an executive capacity in a FTSE100 corporation. In parallel, I served as a Non-Executive Director of London's economic development agency. I became interested in higher education governance whilst serving as President and Chief Executive Officer of a private higher education institution. My awareness of sector-wide governance issues grew whilst I was a member of the Higher Education Funding Council for England's Leadership, Governance and Management Strategic Advisory Committee and a founder member of the UK-wide Standing Committee for Quality Assessment. My knowledge of the regulator's expectations of university governance deepened as I led the College's application for taught degree awarding powers.

I was not an experienced social researcher, conducting this research relatively late in my career. As such, I gave a great deal of consideration to both ontological and epistemological issues and my resulting philosophical paradigms. I reconsidered my relationship with information. In this study, I was not seeking to identify "factual" information but rather to identify, collect and analyse the data required, in light of the research questions, to develop knowledge regarding my research topic. My aim was to combine my instinctive desire to accumulate evidence relevant to the scope of my study along with extensive qualitative

research in order to understand the perspectives of and influences on the social actors in relation to the phenomena under review.

Social ontology is concerned with the nature of social entities (Bryman 2004). I adopted a view of social phenomena consistent with constructionism, which emphasises the role of social actors in shaping and ultimately "knowing" (or interpreting) social phenomena (Mason 1996, Crotty 1998, Bryman 2004). As noted in the analytical framework, the study explores how governors are influenced by both instrumental, normative and individual considerations. It explores how governors' experience, understandings, attitudes and beliefs and how wider cultural considerations shape their perceptions.

One's epistemology is one's theory of knowledge and therefore concerns the principles and rules by which one can decide whether and how social phenomena can be known – and how knowledge can be demonstrated (Mason 1996, Crotty 1998). I adopt the stance that the "empirical" does not exist independent of my attempts to explain (or per Dowling 2009, interpret) it. My emphasis will be on the understanding of their behaviour rather than the explanation of it (Crotty 1998, Bryman 2004); an interpretivist approach.

There is a close interaction between the knower and the known – and my background influenced how I engaged with the actors, data and analysis. Overall, the study is more subjective than objective as my and the participants' personal experiences influence how we interpret what is asked and how findings are analysed. An important aim of the research is to bring the governing body member's perspective or "voice" into the study of institutional governance. I adopted an inductive approach to the use of theory. The aim of the research is not to "test" or prove any of the governance theories discussed. Rather, the aim was to gather observations and generate findings to explore whether any patterns, concepts or generalisations emerge from the findings. The existing, fairly fragmented, theories of institutional governance serve as a reference point in this analysis.

4.3 Ethical considerations

The participants are experienced adults who volunteered to engage in the research. Whilst the research is not of a highly sensitive nature, I was mindful of the potential reputational consequences at individual, governing body and institutional levels. As such, the primary ethical considerations revolved around the need to openly and honestly communicate with study participants, to gain informed consent from all and to treat data gathered in strict confidence. In addition, Covid-19 emerged as a critical issue part way through the case study fieldwork. An ethical question of whether this research was appropriate use of governing body members' time emerged.

I adopted the same overall approach to recruit expert informants and university case study participants, namely informed volunteering. I approached prospective expert participants to gauge interest and then provided them with an information sheet regarding the study, explaining their part as participants, along with a consent form. I sent a high-level interview guide to those who consented. I recruited university case study participants on the same basis. I obtained the mutual agreement of the Chair and Vice-Chancellors, having initially approached the Chair in three of the cases and the Vice-Chancellor in two. Again, I provided

information sheets, consent forms and high-level interview guides. Once they consented and agreed timing, the governing body Clerk sent an email to all governing body members inviting them to participate, requesting their consent to be contacted by myself. All who volunteered participated, except one, resulting in 61 interviews.

At the outset, I weighed up the positives and negatives of conducting this study on an anonymised basis. On balance, the main drawback, reducing replicability, did not offset the main upside of encouraging open and honest feedback from participants in a sector with a new regulator and some sensitive institutional matters regarding financial sustainability, including third-party lenders, and Executive practices. Confidentiality is key in this type of research, both at an institutional and individual governing body member level, to protect the institution and individuals from any potential reputational damage. I anonymised all interviewees and masked the identities of case study universities. Governing body members did not know the identity of other participants, except for the Chair, Vice-Chancellor and Clerk, who were identified as participants in the invitation. I entered into non-disclosure agreements with case study universities with regard to any non-publicly available documentation provided. I minimised the risk to replicability by providing detailed descriptions of the case study university features and circumstances.

The final ethical consideration was the potential impact of the Covid-19 outbreak on participating universities, particularly the time required of the Clerk to provide documentary evidence and of governors for interviews. The first three universities provided the documentary evidence prior to lockdown. The first two case study interviews were conducted face-to-face before lockdown. The interviews which had been arranged for the third case study prior to lockdown were switched from face-to-face to virtual on agreement with participants. I contacted the Chairs of the final two case studies to confirm their willingness to participate between April and June 2020. Both were keen to do so and invitations were distributed during lockdown.

4.4 Sample selection criteria

The case study strategy was informed by analysis of institutional and governing body attributes across all 120 universities. The intention was to create a purposive sample of five cases. The number related in part to the time and resources required for each case. It also reflected the homogeneity across the population, the adequacy of potential data to address the research questions along with the attainability of “saturation”, which can be difficult to reach with time and resource constraints. It was not intended to be a representative sample but rather to include cases across a defined spectrum of universities. Potential institutional considerations for sample selection included: institutional scale; predominant mission; nature of foundation as a university; geographic location; governing body composition and characteristics; reputation for innovative governance or governance issues; and access and “opportunities to learn” (Stake 2005, p452).

The first three institutional considerations – scale, predominant mission and nature of foundation as a university - interrelate. Despite the significant diversity in the size of English universities as measured by student numbers, as illustrated in Table 8, 80% of students

attend universities with student populations ranging from 5k to 30k. The Pre-1992s tend to have higher proportions of research income, and other campus-based income such as accommodation, whereas the Post-1992s are more reliant on teaching income (see Table 7).

Another selection consideration is governing body composition in terms of size and member types. This depends, in part, on the governing documents which are relatively standard across those institutions incorporated by Charter versus those incorporated as a Higher Education Corporation. As such, nature of foundation was a criterion for selection. Consideration was also given to the professional background and experience of the two key governing body roles, namely the Chair and Vice Chancellor, and the relative diversity of governing body member characteristics, including gender, professional qualifications and sector experience.

A final consideration in case selection was reputation regarding governance practices. Whilst it was tempting to include an institution which had experienced a significant governance failure, these tend to be either much-researched or not in the public domain. As such, other indicators of innovative governing body practices were included such as governing body meeting frequency, different types of committee structures, and distinctive aspects of the governing body's Statement of Primary Responsibility.

Case Study Selection Criteria Summary

Based on the above considerations, the case study selection criteria are outlined below with a summary, including actual sample features by criteria, provided in Table 10.

Table 10: Summary Sample Selection Criteria and Sample Features

Criteria	Treated as	Sample Includes
Foundation/mission	Essential	Three Pre-1992s (including one Russell Group) Two Post-1992s
Institutional scale	For noting	All in the mid-range, just below 10k students to just below 30k
Variety of experience: Chair Vice Chancellor	 Essential Nice to have	 Chairs from four different sectors One from overseas and three with non-executive experience outside of HE
Range of governing body diversity	Essential	Including: Internal and external membership Gender and ethnic diversity Sector experience of external members
Access	Essential	
Innovative governance approaches	Nice to have	Examples of significant changes to governing body size and composition and committee structures

Nature of foundation and mission. I sought to construct a sample from across the spectrum of institutional types in terms of nature foundation as a university and mission. This excluded specialist institutions as based on McNay's (2002) study, somewhat unique governance dynamics are likely to exist. The resulting sample includes three universities

which were established before 1992, including one Russell Group, and two established after 1992. This initial time cut-off was chosen because it largely addresses both the nature of foundation (the former through Charters, the latter primarily as higher education corporations) but also differing missions.

Scale. Other than McNay's (2002) study of governance and decision-making in smaller colleges, there is little research into how institutional scale impacts institutional governance. The segmentation by timing of foundation did not take into account scale in terms of overall income. And, whilst in some providers the size of the student body is the main determinant of income, this too varies across the different "types" of institutions.

The Pre-1992 universities include most of England's largest universities – and also some of the smallest, such as many members of the University of London. Of the Civics and 1960s universities, only Keele and Bradford have fewer than 10k students. Conversely, only four of the Post-1992 universities have 25k or more students. Institutional scale was noted throughout the screening process. The study includes a fairly large Russell Group university (20-25k students), two other average size Pre-1992s (15-20k students each) and one very large and one smaller Post-1992 university. The former has 25-30k students and the latter the higher end of 5-10k students.

Variety of Chair and Vice-Chancellor experience. The experience of English university governing body Chairs and Vice Chancellors have been identified and analysed to inform case selection. For the purposes of sample creation, the following features regarding the Chair were taken into account: predominant executive sector background, time in post, and if relatively new, appointed from outside or inside the governing body, and gender. Ethnicity was excluded as a consideration due to extremely low numbers. The sample includes five Chairs with extensive executive experience across four different sectors, namely the Civil Service, public service, professional (e.g., law, accounting, consulting) and corporate. It includes four men and one woman, in line with gender diversity across the sector's Chair population, c. 20% women.

Similarly, the gender and experience of the Vice Chancellor, both in terms of the types of universities in which they have worked as well as in what country they have spent their career, were considered. Further, non-executive experience in other sectors was noted. I sought a variety across the spectrum but did not treat it as essential. The sample includes four UK-based academics and one from overseas. It also includes one female Vice-Chancellor, again, consistent with the gender diversity present across the sector. Finally, three of the Vice Chancellors have experience, either executive or non-executive or both, outside the higher education sector.

Range of overall governing body diversity. The aggregated governing body composition and characteristics, discussed in Chapter 5, provided me with an understanding of the range of governing body composition and member characteristics such as gender, professional qualifications, executive and non-executive work commitments and experience. The initial analysis revealed the importance of the foundation as a university with regard to the size and composition of the governing body in terms of internal and external members. These

differences reinforced the view that the key consideration is Pre- versus Post-92 institutions, hence the overall sample was constructed in this way. Further, analysis revealed some significant differences in terms of the range of certain governing body member characteristics. These include gender, sector experience, and the numbers of external professors and alumni. The last three characteristics in particular might influence how members perceive their roles, and as such, were taken into consideration in creating the sample.

Access. Access and opportunities to learn are of critical importance to case study selection (Stake 2005). These criteria were treated as essential. Whilst this may seem a "truism" – it helped to narrow down the overall sample once discussions with prospective participants took place. Two prospective universities declined to participate in the research, in part due to time commitments pertaining to a requirement by the Office for Students to conduct external effectiveness reviews.

Reputation for innovative governance approaches. As noted above, I sought examples of innovative governing body level governance practices. I sought the opinions of expert informants in this regard, if time permitted. I treated this as a nice to have in terms of case study selection criteria.

Table 10 above summarises the how the features of the five case study universities compare to the criteria. The resulting sample also includes a good variety of geographic location - with two Southern, two Midlands and one Northern - and location type - three urban, two "suburban/edge of town". There are three Pre-1992 universities, including one Russell Group, one former CAT and one 1960s university, and two Post-1992s, including one former polytechnic and one newer university. From this point onwards, the case studies are presented from newest to oldest and are named after English tree varieties, with key features shown in Table 11.

Table 11: Case Study Overview from newest to oldest university

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

Source: HESA data as indicated and researcher's database

4.5 Data collection strategy and techniques

The approach is framed by the research questions, with governing body composition and roles set out first, followed by university governing body member perceptions of their roles

and influences on these perceptions. The relevant levels for data collection are as set out in Table 9.

The main sources of data for this study are documentary evidence and semi-structured interviews. The collection of data from documentary sources is ontologically appropriate because I believe the written words, texts, documents, and other forms of aspects of social organisation are meaningful constituents of the social world in themselves (Crotty 1998). The data on the characterisation of governing body roles is not widely available in any format other than documentary evidence. Further, epistemologically, this data can either be treated literally or in a more interpretive sense. This study adopts a more interpretive approach, with further elucidation sought through the expert interviews.

Interviews are appropriate ontologically because “people’s knowledge, views, understandings, interpretations, experiences and interactions are meaningful properties of the social reality which (one’s) research questions are designed to explore” (Mason 1996, p39). From an epistemological point of view, a “legitimate way to generate data on these ontological properties is to interact with people” (Mason 1996, p40). Seeking to understand participants’ perceptions of governing body roles means one has to access these through the interview process. Other epistemological reasons for conducting interviews include a belief that knowledge and evidence are contextual, situational and interactional, and when the subject matter is rather complex, it benefits from the opportunity to explore with the participant in a semi-structured way in order to explore in more depth, and potentially more breadth. The research also aims to explore potential patterns and possibly inductively generate concepts through the research process. And, finally, the data required to address the second key research question is not available in any other forms.

I discounted the use of surveys, observations and focus groups. The design precludes the need for large-scale or even institutional-level surveys as I relied on the wealth of publicly available data regarding governing body attributes such as composition and member characteristics. The main aim was to gain an in-depth understanding of the perceptions of as many governors across as many institutions as possible, so time and effort were directed towards the case study research. Observations would be better suited to exploring *how* governing body members carry out their roles *in practice*, but this is not the focus of this study. I considered it would be more difficult to explore individual perceptions in focus groups.

4.5.1 Aggregated University-Level Information – Governing body attributes & roles

<u>Governing body attributes</u>

Given the lack of recent empirical data, apart from Sherer & Zakaria’s (2018) analysis of the gender imbalance of UK university governing bodies based on 2014 data, this study incorporates a new dataset regarding English university governing body composition based on the collection and analysis of publicly-available information, aligned to Zahra and Pearce’s (1989) “board attributes”. The dimensions of interest relating to composition include governing body size and membership types, as well as member characteristics such as gender, skills and experience across the 120 English universities described in Chapter 3.

Data regarding governing body composition and characteristics was primarily collected from university websites, including member biographies, annual reports, and registers of interest, where available. However, where information was sparse, information from the Charity Commission, Companies House, LinkedIn and websites of current employers was also incorporated. The data were collected in two waves. The original wave occurred between mid-June to mid-October 2017; the second wave between March and June 2019. All changes were recorded allowing analysis of alterations to composition. The database includes details for over 2.2k governing body members, an average of 18.7 members per governing body, excluding vacancies. The following governing body attributes were captured: governing body composition, including size and membership types; member characteristics such as gender and ethnicity (approximated only in the first wave but informed by 2018/19 HESA data subsequently); and for lay members only, academic qualifications (including alma mater, where available), professional qualifications, current employment status and employment history/experience.

Governing body roles

There are three main sources of documentary data regarding governing body roles available at institution level, however, only two – Statements of Primary Responsibility and effectiveness reviews – were included by way of background for this study as the third – governing body documents were not easily aggregated.

114 of the 120 universities published Statements of Primary Responsibility. These were relatively easily aggregated as the vast majority adopted the aforementioned template provided by the Higher Education Governance Code (CUC 2020). There were only 30 public-available governance effectiveness reviews across 25 English universities in the past decade, four relating to significant governance failures noted previously. This information has been included by way of background to inform the study, but has not been incorporated in the detailed data analysis.

4.5.2 Sector-wide Evidence – Documentary Evidence & Expert Informant Interviews

I identified and reviewed numerous sources of documentary evidence potentially relevant to English university governing body attributes and how roles are characterised. The main sources of documentary evidence tend to operate at two levels: sector-wide and at each institution. A table of documents treated as potentially in scope for this study is provided in Appendix 3. This illustrates not only the documents which are in scope but also year of publication, length, general content and specific topics relating to governing body roles.

At sector level, government policies, legislation and resulting statutory instruments and regulatory guidance relevant to higher education institutions are potentially relevant sources of information regarding governing body roles. Government enquiries and sector-wide reports with sections relating to governance and sector-wide governance codes also provide specific expectations regarding governing body roles.

Sector-level documentation

From a legal and regulatory point of view, issues affecting higher education can be discerned from a wide range of sources, including statute law specific to higher education, general statute law, statutory instruments made under primary legislation, statutes specific to particular HEIs, royal charters and statutes granted and amended over time as well as institutional instruments of governance (Farrington & Palfreyman 2012, p5). In addition, the Government has published five Higher Education policy papers (known as White Papers) since the mid-1980s. Government Departments have directly or indirectly commissioned reviews of various aspects of higher education, resulting in extensive consultation and reporting. Those relevant to the study of the roles of English governing bodies include the Jarratt Report (1985), the second report of the Nolan Commission (1996), the Dearing Report (1997) and the Lambert Review (2003).

The statute law specific to HEIs includes the Education Reform Act (ERA) 1988, the Further & Higher Education Act (FHEA) 1992, the Education Act 1994, the Teaching and Higher Education Act (THEA) of 1998, the Higher Education Act (HEA) of 2004 and the Higher Education and Research Act (HERA) 2017. As the focus of this study is English university governing body roles, these statutes have been reviewed to identify references to governing bodies, in general, and their roles and responsibilities, in particular. In addition, the two most recent Charities Acts (2006 and 2011) were reviewed. Whilst their provisions pertain to all universities with charitable status, considerations are incorporated via two other sources, the sector governance code and the current regulatory framework.

Recent regulatory frameworks which resulted from the above legislation were reviewed to detect potentially provide useful data regarding governing body roles. The Higher Education Funding Council's Financial Memoranda of 2010 and 2016 were seen as significant for the sector (Shattock 2013, 2017) but in practice placed quite specific and relatively narrow requirements on the university governing bodies.

The new Office for Students' Operating Framework (2018) specifies much more comprehensive requirements. The initial and ongoing registration process contains explicit references to institutional governance requirements for English providers and also introduces the concept of "public interest governance principles" which go well beyond the current voluntary code of practice. These include academic freedom, student engagement, accountability, academic governance, freedom of speech, value for money, and the "size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider" (OfS Regulatory Framework 2018, p144). It also sets out requirements regarding Effective Management and Governance, Accountability, and compliance with the Terms and Conditions of Financial Support from the Office for Students and UK Research and Innovation. As such, the current Operating Framework is included in the scope of the relevant sector documentation. In addition, the Committee of University Chairs' Higher Education Governance Code is also considered in scope. The latest version was issued in 2020, including a template Statement of Primary Responsibilities, provided in Appendix 4.

Table 12 below provides an overview of the sector-level documentary evidence included in the study. The other documents shown in italic in Appendix 3 were included by way of context in the sector-level characterisation. Appendix 4 provides a brief history of the reports.

Table 12: Sector-level documentary evidence by level and actor

Level	Actor	Documents
State	UK Government Parliament Regulator/Office for Students	• Higher Education Policy papers - 1987, 1991, 2003, 2011, 2016 • Reports by commissions/reviews, including Jarratt 1985, Nolan 1996, Dearing 1997, Lambert 2003 • Legislation - Education Reform Act 1988, Further & Higher Education Act 1992, Education Act 1994, Teaching & Higher Education Act 1998, Higher Education Act 2004 and Higher Education & Research Act 2017 • Operating Framework 2018, Audit Code of Practice 2018 and Report on Registration Process 2019
Sector	Committee of University Chairs	• Review of governance 1997-2000 • Guide for members 2001 • Higher Education Governance Code 2020

Expert Informants

The research design includes interviews with expert informants to further develop the characterisation of governing body roles. Thirteen participants were recruited based on their knowledge of English university governance. They include representatives from regulators and funders (the Office for Students and Research England), sector bodies (the Committee of University Chairs and AdvanceHE) and law firms supporting governing bodies, along with university governance scholars, highly experienced governance professionals (including a former Vice-Chancellor, two current Vice-Chancellors, one multi-sector non-executive director/trustee and an active student governor). Several had experienced university governance in more than one capacity, including three as company/governing body secretary/Clerk.

Interviews were conducted in advance of the university case study pilot in all but one instance. As such, in addition to providing information regarding the characterisation of governing body roles, they provided confidential suggestions regarding prospective case studies. Due to logistical reasons, four took place over the telephone, but only one of those was due to the pandemic.

The intention of the interview guide design was to build on, as appropriate, approaches used/data gathered in previous studies of university governance, specifically Bargh et al (1996) and Shattock and Horvath's (2020). The former is of particular relevance, whereas the Shattock & Horvath's (2020) study focussed on the implications of the changes in higher education policy on institutional governance. The interviews included questions regarding the overarching purpose of English university governing bodies, stakeholders of the

governing body itself, roles and responsibilities of the governing bodies along with influences on those roles. Purpose was included as it may help frame a more detailed discussion regarding roles. Perceptions regarding stakeholders were considered relevant for two reasons; the first relates to context and the second to roles. By exploring stakeholders, it may clarify on whose behalf governors are undertaking specific roles. A copy of the interview guide is included as Appendix 5.

4.5.3 Governing Body Member Perceptions of their Roles – Case Studies

The second research question was addressed empirically through an exploratory multiple case study strategy. The case study approach is best when "a how or why question is being asked about a contemporary set of events, over which the investigator has little or no control" (Yin 2009, p13). Case research "concentrates on experiential knowledge of the case and close attention to the influence of its social, political and other contexts" (Stake 2005, p444). Further, the case inquiry "relies on multiple sources of evidence, with data needing to converge in a triangulating fashion" (Yin 2009, p 18).

Unlike most previous governing body studies, a survey was not deployed to gather individual member data. Rather, the governing body composition work described provided a great deal of background information regarding participating universities and governors.

Within the case study work, the primary unit of analysis is a university governing body. The governing body members provide subunits of analysis which may be clustered by parameters such as membership type and/or experience. The data will be at governing body and individual level, with much of the data around perceptions captured and analysed.

Case study documentary evidence

Case research draws on the characteristics of the case, its historical background, its contexts including physical, economic, political, and legal, other cases through which this case is recognised, and those informants through whom the case can be known (Stake 2005**).** The data gathered and analysed to address the first research question provided contextual information for the case studies. For each, institutional governance documents, any additional available information regarding governing body composition, characteristics, structure and processes, including governing body and committee terms of reference, governance effectiveness reviews, governing body and committee agendas and minutes (for the current and previous academic year) were also in scope. Other institutional information such as mission, purpose and values, institutional strategic plans, key performance indicators, risk register, and partnership governance were also included in scope.

All but one of the case study universities provided committee meeting agendas and unredacted meeting minutes from Autumn 2018 for all governing body and committee meetings other than Remuneration and Nominations (due to the sensitive nature of these committees). All case study universities provided committee terms of reference and membership, key performance indicators and risk registers. Where available/in use, they also provided role descriptions, effectiveness review findings, member skill matrices and other policies including ethics, whistleblowing and the oversight of group companies.

Case study interviews

I interviewed a cross-section of governing body members, along with the clerk, via semi-structured interviews. The research was "on" the roles of governing bodies rather than governing body members themselves. The following list illustrates the target participation by member type. The aim was to achieve a diverse interviewee profile to provide different perspectives and facilitate data triangulation, including a minimum of 10 participants for each case study.

1. Chair (1)
2. Vice chancellor (1)
3. Lay board member (minimum of 3 but up to 5) to include at least one each of;
    a. deputy Chair (if post exists)
    b. committee Chairs
    c. other lay members
4. Academic staff member (at least 1)
5. Professional staff member (at least 1)
6. Student member (at least 1)
7. University secretary/registrar (1)

The profile of participants by membership type is shown in the Table 27. The average number of participants was 12.2, with 61 interviews in total.

The interview guide is provided in Appendix 6. Based on my use of the guide with the expert informants, I made two changes. I added questions regarding backgrounds to membership, consistent with Bargh et al (1996). I also removed questions on 'shared governance' as most experts did not understand this concept.

4.6 Approach to data analysis and quality assurance

The research questions frame the analysis. Table 9 has been updated below to illustrate the relationship between the research questions, the levels of analysis, and the approach to data collection and analysis.

Table 13: Research levels of data collection and analysis

Research Question	Level	Data collection	Data analysis
#1. How are governing body roles characterised & indicated?	System – across all 120 universities	Aggregation of institution-level data and analysis of governing body attributes, including composition, characteristics Documentary evidence data gathering of system-wide HE policy, reports, legislation,	Analyse governing body attributes and compare with historic data, where available. Make cross-sector comparisons of statements primary responsibility for information. Analyse to identify key themes regarding governing body attributes and roles.

		regulatory frameworks and governance codes. Interviews with 13 expert informants	 Analyse to identify key themes in light of historic research on governing body roles and underlying governance theories.
#1. How are governing body roles characterised & indicated? #2. How do governing body members understand their roles and why?	Institution – case institutions only At both university and governing body member level	Documentary evidence data gathering (including and in addition to above) Interviews with governing body members	Same as above, including additional university specific background information, as part of case study protocol. Analyse to identify key themes in light of historic research on governing body roles and underlying governance theories. Note; consider multiple perspectives – by case, by member type, by member experience

A key challenge for qualitative research of any kind is how to construct and present a convincing explanation or argument on the basis of qualitative data (Mason 1996, p107). For this study, the analytical framework outlined in Chapter 2 forms the basis of the initial framing of the analysis. The approaches to organising data, analysing it and building explanations or interpretations, need to be strategic and internally consistent (Mason 1996). I needed to decide what constitutes "data" – and how that might be analysed. The intention was to treat data reflexively – and attempt to set it in the relevant context.

Approach to analysing documentary evidence. There are three key types of documentary evidence: 1) system-wide policies, reports, legislation, regulation and codes; 2) aggregated institutional-level information regarding governing body attributes; and 3) aggregated institutional-level documentary evidence regarding governing body responsibilities. The content of system-wide documentary evidence was analysed for references to governing bodies. The broad themes of such references were identified and relevant data pertaining to governing body attributes and roles were analysed in greater detail.

The governing body attribute information gleaned from university websites was compiled into a new dataset allowing the data to be analysed based on different parameters. The output of this analysis forms a significant amount of empirical data regarding English university governing bodies. It is compared to available historic data.

Approach to analysing data obtained through interviews. The research design incorporates interviews at system and institutional level. All interviews will be transcribed, initially reviewed for content, coded and assembled with the use of NVivo software as a tool. I was mindful that cataloguing and indexing systems are not analytically neutral (Mason 1996). Further, I noted that coding can lead to fragmented and decontextualized

text (Bryman 2004). This risk will be mitigated by using the interviews in the context of existing documentary evidence at system level and also the broader case studies at university level.

The data obtained from the expert informants is used to further build the characterisation of governing body roles. Whilst the interview guide for the expert informants differs only slightly from the case study interviews, it is anticipated that their perspectives will be broader and more holistic and less tied to one institution or institution type.

The data obtained from the governing body members forms the core of each of the institutional case studies. The intention is to create individual case studies of each university as a primary unit/focus of analysis. However, the means by which the data is collected will also allow it to be analysed by other parameters – such as by member type (Chair, lay member, staff member, etc.) or by member experience. Governing body members themselves will provide embedded units of analysis.

Approach to synthesizing the data. Cross-case synthesis was used to analyse the case studies (Yin 2009). I explored whether any patterns emerged across different parameters across case studies, such as by member type or by sector background. The intention was to parallel process data collection and analysis. In fact, I reviewed interview transcripts as I went, making note of high-level takeaways for each interviewee. The detailed coding of data did not take place until after all the interviews across the five universities were complete. The high-level takeaways served two purposes. First, they served as a reminder of specific issues or topics to explore in subsequent interviews at the same case university, in order to triangulate perspectives. Second, they provided a very useful reference point from which to begin the detailed data analysis.

The study relied on the use of the analysis of governing body attributes and existing governance theories as noted in the analytical framework as well as data collected from documentary evidence, expert interviews and governing body member interviews as reference points to explore patterns arising from the analysis of the data.

Approach to quality assurance. I considered many different scholars' perspectives on quality assurance whilst developing the methodology (Bassey 1999, Mason 2004, Stake 2005, Yin 2009). Whilst they highlight different considerations, there were a few consistent themes, focussing on credibility/reliability, dependability/replicability, and transferability. Credibility pertains to whether the data and findings really represent participants' experience. Dependability relates to whether another researcher would arrive at the same results if following the same procedures. Transferability reflects whether the findings can be transferred to a similar context. I avoided treating the considerations as checklists but have reflected on how I might build them into each stage of the research project. This starts with the formulation of the research questions and the analytical framework. I sought to develop research questions which could be explored through available data and developed an analytical framework which enables me to tailor the research design to address the questions through the analytical framework.

In the research design phase, I sought to increase the credibility of the study through the scope and scale of the research. In terms of scope, I adopted a multi-level approach, with two primary sources of data. The design also facilitates the development of context for the institutional case studies. The data gathering and analysis of system-wide and institutional level documentary analysis, sense checked through interviews with expert informants, coupled with the development of an extensive database regarding governing body attributes provided a useful – and largely missing – context within which to embark on the institutional case research. Consideration of this context also informed the case study sample selection.

This holistic approach provided what might be referred to as "triangulation" – in using multiple sources of data. This is often noted as improving credibility and reliability, particularly in case research. However, Mason (1996) cautions against the use of triangulation in the literal sense as it is difficult to explore the exact same phenomenon with different data sources; it "implies a view of the social world which says that there is one, objective, and knowable social reality, and all […] social researchers have to do is to work out which are the most appropriate triangulation points to measure it by" (Mason 1996, p149). This literal interpretation is at odds with my ontological stance, so here triangulation will be used figuratively to support a well-rounded, holistic view of the context for the case study research.

In terms of scale, the extensive sector-level data gathering and analysis was supplemented with five institutional case studies, each of which included a significant number of participants. This yielded a sizeable sample. This was not meant to be representative but appropriate as so often in governing body-level research, external lay members are excluded (see Shattock & Horvath 2020). The aim was to use this sizeable sample to further bolster reliability and enable cross-sectional analysis of data gathered.

One of the significant challenges in this study which potentially jeopardised the reliability of the findings was the exploratory nature of the research. The questions regarding perceptions of purpose and roles of university governing bodies are quite basic but are extremely unlikely to be topics of regular conversation for participants. They would likely find the exploration of influences on their perceptions even more esoteric. This presented a difficulty in anticipating the types of reactions to research questions - but also necessitated a semi-structured interview approach. The main approach to mitigate this risk was the use of pilots for both the expert informant and governing body member interviews.

Given the number of case studies and the sequencing of the data gathering, I developed a case study protocol, an instrument usually only used with multiple researchers, for use throughout the field work. This protocol, including an overview of the case study, field procedures, case study questions, and a guide for the case study report, was developed to increase the reliability of case study research and to guide me in carrying out the data collection (Yin 2009, p79). The case study protocol table of contents is attached as Appendix 7. A further way to reduce reliability risk was the use of reflexive interview techniques. I sought to understand the participants' meanings, sometimes through the use of illustrations and examples.

The research design addresses the need to facilitate dependability/replicability through a clear, well documented and systematic approach to data gathering and analysis. However, this was constantly revisited throughout the research project, as I accumulated extensive records regarding the process. The case study protocol supported this process.

The third quality consideration was transferability. This was treated with caution due to the importance of context in this type of research. However, the detailed explanations of the considerations included in the analytical framework along with the development of a comprehensive understanding of the context for each case study institution aids future attempts to gauge transferability. The analysis itself indicates the likelihood of transferability across different organisational types and/or situations.

Two further quality assurance considerations arose. These were what some refer to as the need to seek objectivity (Marshall & Rossman 1995) and the need to consider and ideally dismiss rival explanations (Yin 2009). As noted in the discussion regarding my stance, given my extensive experience in this arena, I adopted a reflexive approach throughout the research process. With regard to the consideration of rival explanations, given the exploratory nature of the research topic, it was difficult to anticipate the potential role of rival explanations although I considered this particularly during the iterative data gathering and data analysis.

Chapter 5: Findings regarding how are English university governing body roles characterised at sector level

This chapter identifies and discusses the findings relating to the question how are English university governing body roles are characterised at sector level. The chapter is broken into two parts. The first pertains to governing body composition and characteristics, followed by governing body roles including findings from expert interviews. This chapter sets the sector-level context for the case study findings, presented in Chapter 6.

5.1 Governing body composition and member characteristics

Whilst the primary focus of this study is governing body roles, board attributes have been identified which inter-relate with roles and may influence perceptions of roles, namely governing body composition and member characteristics. Sector-level documentary evidence has been analysed to identify external influences on these governing body attributes, with findings presented here. This is followed by an analysis of a new governing body data set, including changes to governing bodies over time.

5.1.1 Documentary evidence

The documentary evidence included in this study is summarised in Table 12. These include UK Government higher education policy papers, various reports and reviews either directly or indirectly commissioned by the Government, UK Parliamentary legislation and related regulatory operating frameworks, along with sector-specific governance guidance and codes. The documentary review focussed on direct references to governing body attributes and roles.

It is worth briefly considering the circumstances surrounding the documents. The Jarratt Report (1985) resulted from the sector's self-reflection on efficiency opportunities in the midst of the mid-1980s public sector spending reviews. The Treasury commissioned the Lambert Review (2003) to explore business and university research and development collaboration. Participants contributed differing perspectives and expectations. Whilst institution- and sector-level representatives took part, other actors included the Government (policy papers and legislation), "business" (Lambert), and non-departmental public bodies (the Committee for Standards in Public Life and the Office for Students). The aim is not to interrogate the participants' motives but to capture data provided by the documents regarding the research questions. Finally, university governance and university governing bodies were not the main focus of the majority of the documents. The only exceptions are the legislation regarding HECs and Post-1992 universities (ERA 1988 and FHEA 1992), CUC documentation and the latest regulatory framework (HERA 2017 and OfS 2018). Appendix 3 illustrates the size of the documents and portion relating to governing bodies.

An additional contextual consideration is participants' stances towards institutional autonomy and diversity of provision and practices. Virtually every document reviewed notes the importance of institutional autonomy. The Dearing Report (1997) recognised "institutional autonomy should be respected" as one of three essential principles guiding

their recommendations on management and governance of institutions, the other two being academic freedom and the need for openness and responsiveness to constituencies (p228). However, the earlier Jarratt Report (1985) noted that despite “constitutional autonomy of universities, their freedom of action is significantly limited in practice” being subject to Parliamentary accountability as far as public money is concerned (p9). Subsequently, the Lambert Review (2003) noted a “strong case for allowing a much greater degree of autonomy to those institutions that can show they deserve it” (p18). The Office for Students’ Regulatory Framework (2018) notes its regard for “the need to protect the institutional autonomy of English higher education providers” (p15).

The need to promote diversity of provision and practice across the sector is oft-cited. The Dearing Report (1997) notes, since the abolition of the binary line, a “concern that all institutions are becoming more like each other with a consequent loss of diversity”, adding the report had “no intention of seeking to bring about uniformity” in the structures of institutional governance (p43 & p44). The Lambert Review (2003) stated “diversity is good – both in mission and funding” (p13). In spite of concerns regarding autonomy and maintaining diversity, a holistic review of the documentary evidence reveals ample evidence of sector-level influences on English university governing body composition and roles.

The composition and characteristics of English university governing bodies gained much attention in the early documents under review, with interest and specificity tapering off over time. The documents contain explicit references to governing body size, composition in terms of types of members, the characteristics of lay members as well as term limits. A full listing of direct references by topic is provided in Appendix 8. Five key themes are evident;

1. The desirability of “smaller” governing bodies (25 or fewer)
2. The importance of a lay/independent majority
3. The importance of staff and student membership
4. The necessity of “term of office” limits
5. The need to consider Deputy Chair and Senior Independent Governor roles

In addition, the inclusion of external members with an education background was suggested in legislation creating the original Post-1992 universities. This legislation (ERA 1988 and FHEA 1992) was by far the most prescriptive in terms of governing body composition and characteristics. Despite this and other historic specificity, current guidance regarding governing body composition is quite vague. OfS’s Public Interest Governance Principles simply state; “the size, composition, diversity, skills mix and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider” (OfS 2018, p145). And, whilst guidance (OfS 2018) makes mention of the presence of student members as a positive indicator of effective governance, it makes no mention of staff membership.

5.1.2 A new governing body data-set: governing body composition and characteristics

Here are set out findings regarding governing body composition and lay member characteristics from analysis of a new data set, across 120 English universities. This data is then compared to historical data, where available, to see how governing body composition and characteristics have changed.

Governing body composition and characteristics as of 2019

Board size. As of Spring 2019, English university governing bodies had an average number of 18.7 members, excluding vacancies. They ranged in size from 11 to 25. Average size varied by nature of foundation, with the Ancients, Civics and 1960s larger and with more internal academic members as below. All but the Ancients have between 11 and 13 external members.

Table 14: English University Governing Body Composition (2019)

Type	*N=*	Avg # of members	Mode	Range	Std dev		Avg # external	Avg # internal	*Of these; avg # academic*
Ancient	***2***	**25**	**25**	**24-25**	**0.5**		**4**	**21**	***17.0***
Early	*19*	19	20	14-25	3.4		11.3	7.4	*5.2*
Civic	*14*	21	21	16-25	2.9		12.5	8.6	*6.1*
1960s	*15*	21	20	17-24	2.1		12.5	8.6	*5.3*
Subtotal Pre-1992 ex Ancient	***48***	**20**	**21**	**14-25**	**3.1**		**12.1**	**8.3**	***5.6***
Former polytechnics	*34*	18	16	13-24	3.0		12.5	5.3	*2.8*
Cathedral	*14*	18	14	11-25	3.6		13.3	4.7	*2.8*
Specialist	*13*	17	18	14-21	2.3		12.3	4.8	*2.8*
Other New	*9*	17	15	13-20	2.1		12.4	4.5	*2.5*
Subtotal Post-1992	***70***	**17**	**20**	**11-25**	**2.9**		**12.5**	**5.0**	***2.7***
Total	***120***	**19**	**21**	**11-25**	**3.3**		**12.2**	**6.5**	***4.1***

Source: researcher's dataset across 120 English universities as of April 2019; note Cranfield and Open University listed as specialist, but founded Pre-1992.

One might say overall Board size varies with "complexity" in terms of the size of the institution, the research/teaching/enterprise focus, and/or the breadth of disciplines given the greater size of the Pre-1992 university governing bodies.

Board roles and gender. The types of Board members are specified in governing documents. The total number of members by type, across all 120 universities, along with the percentage of women by type, are provided overleaf.

Table 15: Governing Body Member Types and Gender (2019)

Member type	#	% Women
Chair(1)	118	25%
Deputy Chair	76	51%
External/Lay Members	1,264	40%
Subtotal External	**1,458**	**39%**
Vice-Chancellor(2)	117	25%
Academic Members	371	47%
Staff Members	132	54%
Student Members	161	44%
Subtotal Internal	**781**	**44%**
Total	**2,239**	**41%**

Source: researcher's dataset across 120 English universities as of April 2019

(1) All Chairs less Oxford and Cambridge, as the Vice-Chancellors serve as Chairs but are counted here as Vice-Chancellors

(2) All Vice-Chancellors less three who are not governing body members but are attendees

All universities have a governing body Chair (including President of Council and other titles). 118 universities had external Chairs whilst Oxford and Cambridge have internal Chairs. Just under 65% of universities had a Deputy Chair. There were 1,264 further external members (10.5 on average). The heads of all but three institutions are governing body members. The other three attend. There were 664 further internal members with 56% academic members, 20% staff members and 24% student members.

Women held 41% of university governing body roles. There were proportionately more women internal members (44%) than external members (39%). The averages mask wide variances by institution. The overall range is from 20 to 65% women**.** 14 universities have between 20-30% women and 23 universities have 50% or greater women. There were fewer women Chairs, with proportionally more women in Deputy roles. Of internal members, women Vice Chancellors significantly lagged behind the other roles.

Profile of Chairs. 25% of the Chairs were women. Corporate executive sector backgrounds dominated at 45%. Those with a professional background accounted for 14%, public and Civil Service 11% each, academic 9% and not for profit only 6%. Only a few Chairs had a truly blended executive background. There are marked differences by "type"/nature of foundation. Chairs of Civic, Early and Former Polytechnics were much more likely to have corporate backgrounds – at 57%, 56% and 55%, respectively. This may be for different reasons. The Civics were originally founded by the industrialists of the regional centres and are today significantly larger institutions. Most of the Early institutions are much smaller, though prestigious and London-based, where there may be a greater supply of corporate Chairs. 1960s universities were much more likely to be chaired by former Civil Servants (40% v. 11% average). Cathedral universities tended to be chaired by those from a religious, public service background, or educational background.

Analysis indicates that approximately one-third of Chairs were active executives. The average was higher than expected given the overall time commitment. This is consistent

across different university type except for Civics (21%) and Specialists (54%). This may partly be explained by the difference in institutional size and complexity and resulting time requirements of the Chair.

Profile of External Lay Members. The lay governor population has been analysed in a number of ways. The first was predominant executive sector background. Two other factors which could directly impact members' perceptions of their roles were analysed – external members who were academics from other institutions and university alumni.

There were 1,340 external lay governing body members, including the Deputy Chairs but excluding Chairs. The predominant executive sector backgrounds of these members are similar to the Chair profile. Compared to Chairs, virtually the same proportion came from corporate (45%), public service (11%) and non-for-profit (6%) sectors. There were more relatively more professional (18% v. 14%) and educational/academic lay (14% v. 9%) members than Chairs. This is likely driven by two factors. The propensity to have a qualified accountant as Audit Committee Chair and for those universities established as Higher Education Corporations to have at least one member with an "educational" background. Of the Post-1992s, the newer Cathedral, Specialist and New institutions had disproportionately higher numbers of members with backgrounds in some form of education.

There were 69 external academics on England's 120 university governing bodies. Five were Chairs, four Deputies and 59 lay members. The average number was 0.57, with significant variation by institutional type. The lowest were Civics with an average of 0.43, and Former Polytechnics with 0.45. New universities had the most with an average of one per institution. This may relate to a desire for increased legitimacy whilst seeking university status and/or support for less experienced internal academic staff. The averages mask the distribution of external professors. 14 institutions had two external professors and 41 had one. 55% of universities had no external academics. The propensity to have more than one external academic was fairly evenly distributed by institutional type, with 1960s universities relatively more likely to have two.

154 lay alumni members were identified. The average was 1.28 with significant differences by institutional type. Governing documents do not explain the variation. The Civic and 1960s universities had 3.5 and 2.5 alumni members, on average. Ancients had 2.0, Earlies had 1.28. Former Polytechnics had 0.9. New, Specialist and Cathedral institutions had the lowest at 0.55, 0.23 and 0.14, respectively. Six Chairs and 9 Deputies attended their universities, predominantly in the Civic, 1960s and Early universities. Again, the averages mask significant variations. 66 universities had one or more external alumni members. Ten universities had 35% of the external alumni members. Virtually all of the Civic and 1960s institutions had external alumni. Just over half of the Former Polytechnics and Earlies do so. This might, in part, be explained by the location of the Civic and 1960s institutions and the relatively recent founding of the newer universities.

5.1.3 Changes to England's university governing bodies from 1990 to 2019

The analysis indicates governing body composition and lay member characteristics have changed in parallel with discourse evident in the aforementioned documentary evidence. An illustration of how these changes may have resulted from isomorphic pressures (DiMaggio & Powell 1983) on university governing bodies is provided in +. Whatever the cause, analysis indicates, on average and with the exception of Oxford and Cambridge, governing bodies are now significantly smaller with lay majorities and more consistent staff and student membership. It also indicates greater diversity in lay member characteristics, including gender, sector background and employment status. Unfortunately, age, ethnicity and home location were largely undetectable from university websites and unavailable from sector sources. The key findings are presented below in relation to each of the historic studies.

<u>Changes to Post-1992 universities since 1990</u>

In 1990, Bastin published data regarding the governing bodies of the 51 Higher Education Corporations (HECs) created by ERA 1988. 41 of these institutions are Post-1992 universities today. The study provided institution-level data regarding governing body size, member types and Chair and other lay member characteristics. In 1990, the average size of the 41 HEC governing bodies was 20, a mode of 25 and a range of 13 to 25. As of 2019, the governing bodies of the same 41 universities are smaller on average, at 17.7 members each. The mode is significant as whilst the range has only reduced by one, the mode has reduced by 8. The reduction in the standard deviation shows somewhat greater consistency.

Table 16: Governing Body Size of 41 Post-1992 universities, 1990 & 2019

Year	Average # of members	Mode	Range	Std dev
1990	20	25	13-25	3.43
2019	17.7	17	13-24	2.83
Change	-2.3	-8	0 to -1	

Source: Bastin (1990), researcher's database (2019); for same 41 institutions

In terms of composition, the lay majority has increased – from an average of just under 11 members to 12.5, illustrated below. Whilst the mode has remained the same, the range has increased as has the standard deviation. Analysis of the two waves of data collection (Autumn 2017 and Spring 2019) indicates this relates, in part, to succession planning with large numbers of new members joining before others depart.

Table 17: Lay membership of 41 Post-1992 universities, 1990 & 2019

Year	Average # of lay members	Mode	Range	Std dev
1990	11	13	7-13	1.84
2019	12.5	13	8-17	2.27
Change	+1.5	-	+1 to +4	

Source: Bastin (1990), researcher's database (2019); for same 41 institutions

Regarding internal membership, the 1990 study only provides details regarding academics. Table 18 shows the numbers of academic members grew over time, with an increase from an average of 1.3 to 1.8. Whilst the mode remains 2, it is worth noting the change in distribution.

Table 18: Academic membership of 41 Post-1992 universities, 1990 & 2019

Year	Average #	Mode	Range	Std dev		*# with 0*	*# with 1*	*# with 2*	*# with >2*
1990	1.3	2	0-2	0.71		*6*	*17*	*18*	*0*
2019	1.8	2	0-5	0.99		*2*	*14*	*17*	*8*
Change	+0.5	-	0 to +3			*-4*	*-3*	*-1*	*+8*

Source: Bastin (1990), researcher's database (2019); for same 41 institutions

The 1990 study provides details for other nominees, which given the increases in lay and academic staff members, explains the overall decrease in membership. This includes those representing the local authorities – which lost the right to nominate members under the FHEA (1992), with local authority members only allowed if co-opted by the other members of the governing body.

At the time, the Department of Education and Science (DES) published an analysis of the backgrounds of the independent members. Across the 51 institutions, "59% were drawn from registered companies, 3 percent were local authority officers, 10 percent came from other public bodies and 28 percent were from the professions," including 5% from education (Bastin, p. 250). The diversity of lay member sector backgrounds had increased. As of 2019, of the 514 lay members across the subsequent 41 institutions, 49 per cent came from the corporate sector, 28 per cent still had professional backgrounds, with the percentage with an educational background increasing to 12 per cent, 14 per cent were from civil and public service whilst a further 6 per cent had a non-for-profit background.

Gender diversity also increased. Women comprised 20 per cent of the initial independent lay membership, though only two chairs of the 51 HECs were women. As of 2019, the proportion of independent members who were women rose to just under 39 per cent, and nine chairs of the 41 universities were women.

The sector background of Chairs has also diversified. Of the 51 original HEC Chairs, "the majority held senior positions in industry…[with] five holding senior positions in health authorities, three as chairs" (Bastin 1990). Also, 27 per cent were semi-retired or retired. As of 2019, for the 41 Post-1992 universities, the 21 Chairs from industry still comprised the majority, but only just at 51 per cent. Seven had civil and public service backgrounds, six were from the professions, four were from non-for-profits and two were academics. Three out of every ten chairs are in active executive employment with the remaining seven out of ten with portfolio non-executive careers, which might compare to the earlier "semi-retired" statistics. None held the university Chair role as their only senior executive and/or non-executive position.

It would be interesting to explore changes in the age profile of governing body members. Whilst the 1990 study notes 46 per cent of independent members are under the age of 50,

current sector-level reporting (provided in Appendix 10) does not provide a breakdown between internal and lay members, so comparable data cannot be derived.

Changes to English university governing body composition 2003 to 2019

In February 2004, the Committee of University Chairmen (CUC) published a report setting out the findings from its survey of how UK universities responded to the 1997 Dearing Report. The CUC report reflected results from 79 (51 Pre-1992 and 28 Post-1992) completed questionnaires out of 114 despatched across all UK universities.

This report provides a wealth of data relating to governance, but on an anonymised basis. Whilst the sample was all of the UK, a later report (CHEMS 2004) notes 80% of the institutions were English, so it provides useful “base line”, even if not like-for-like data. Analysis has been conducted on those English universities which would have been included in the original 114 survey recipients as they were universities in October 2003. There were 83 English universities in 2003, 47 Pre-1992 universities (excluding Oxford and Cambridge) and 36 Post-1992 universities (34 created as HECs and subsequently universities under the ERA1988 and FHEA1992) plus two Cathedral institutions granted university status before 2003.

Pre-1992 universities have experienced the most significant change in governing body size. In 2003, the average size was 32 members, with a range of 20-72. The average size in 2019 was 20, with a much smaller range of 14-25. The Post-1992 university governing bodies also reduced in size – from an average of 22 to 18. However, the range drifted downward and slightly broadened from 17-27 to 13-24, with a slight increase in the standard deviation. For completeness, the same 2019 statistics are shown in italic for the 35 English universities established *after* 2003.

Table 19: Pre-1992 and Post-1992 governing body size 2003 & 2019

Type of uni	*N=*	**2003 avg #**	2003 range	Std dev		*N=*	**2019 avg #**	2019 range	Std dev
Pre-1992s	*51*	**32**	20-72	7.70		*47*	**20**	14-25	3.08
Post-1992s	*28*	**22**	17-27	2.36		*36*	**18**	13-24	2.93
Sub-Total	***79***	**28**	**17-72**	**8.03**		***83***	**19**	**13-25**	**3.32**
For noting:									
Post 2003s						*35*	***17***	*11-25*	*2.88*
Total						*118*	***19***	*11-25*	*3.29*

Source: CUC 2004 report on 79 UK universities & researcher’s 2019 database on 118 English universities ex. Oxford & Cambridge; not exact same institutions

Pre-1992 and Post-1992 universities have become more similar not only in the size of their governing bodies, but also the composition, in terms of types of members, as illustrated below.

Table 20: Pre-1992 and Post-1992 governing body composition 2003 & 2019

Member type	*N=*	**2003 avg #**	2003 range	Std dev		*N=*	**2019 avg #**	2019 range	Std dev
Pre-1992s	***51***					***47***			
Lay		**18**	11-26	3.24			**12**	7-17	2.07
Staff		**11.5**	5-21	3.01			**6.8**	3-10	1.86
Students		**2**	0-5	0.91			**1.6**	1-2	0.50
Post-1992s	***28***					***36***			
Lay		**15.5**	11-19	2.14			**12.5**	8-17	2.41
Staff		**4.6**	2-6	0.98			**3.9**	2-7	1.25
Students		**1.4**	1.2	0.49			**1.4**	1-2	0.48
Sub-Total	***79***					***83***			
Lay		**17**	**11-26**	**3.11**			**12**	**7-17**	**2.57**
Staff		**9.1**	**2-21**	**4.16**			**5.5**	**2-10**	**2.15**
Students		**1.8**	**0-5**	**0.84**			**1.5**	**1-2**	**0.50**
For noting:									
Post 2003s						***35***			
Lay							*12.5*	*7-19*	*2.40*
Staff							*3.5*	*2-8*	*1.46*
Students							*1.2*	*1-2*	*0.42*

Source: CUC 2004 report on 79 UK universities & researcher's 2019 database on 118 English universities; not same institutions

The lay majority increased slightly in the Pre-1992 universities within the shrinking overall size, with the average lay membership for both Pre- and Post-1992 universities at c. 12 members. Excluding the Vice-Chancellor, staff membership almost halved in the Pre-1992 universities, with significantly less variability, and slightly decreased in Post-1992 institutions, though with slightly greater variability. Student membership, decreased slightly, driven by the Pre-1992 institutions, with virtually the same profile across Pre- and Post-1992 universities.

The 2004 report included only ranges for lay gender, with greater than 20% as the maximum. It noted 65% of Pre-1992s and 86% of Post-1992s had greater than 20% women. Further, three of the Pre-1992 universities had fewer than 5% female members and 15 had 10-20%. Of the 28 Post-1992s, only four had fewer than 20% female lay members. Analysis of 2019 data, on a similarly clustered basis, shows the Pre-1992 universities have "caught up" on gender diversity of their lay governing body members, with both Pre- and Post-1992s with an average of 40.5% overall. However, a range still exists, with four of the 83 universities which existed in 2003 with fewer than one in five female members.

5.1.4 Issues emerging regarding governing body composition and lay characteristics

A review of the selected sector-level documentary evidence pertaining to English university governing bodies since 1985 reveals ample evidence of outside influences on English university governing body attributes of size and member characteristics. Despite differences in the nature of foundation, university governing bodies have become more

similar to each other both in size and types of members. All of the 120 English universities, including Oxford and Cambridge, had governing bodies at or below 25 members, the size espoused in the Dearing Report (1997) and Lambert Review (2003).

Governing body size is likely to continue to fluctuate given governing bodies have the ability to adjust their structure and composition either within the existing governing documents or to amend, subject to approval by Privy Council, the governing documents. As noted by Chait et al in 1993 in their study of US university governing body effectiveness, the data regarding governing body size "allowed only one generalisation: large boards wished they were smaller and small boards wished they were larger. One board's problem, it seemed, was another board's solution" (p4). In terms of member types, the number of academics in the Post-1992 universities has increased (see Table 18), whilst the numbers in Pre-1992s have most likely decreased from a high base. Virtually all governing bodies now have other staff and student members. There is no historic data regarding alumni or academic lay members.

Lay member characteristics have become more diverse over time. Significant shifts in gender diversity are evident as is a broadening in the executive sector background of lay members. As noted earlier, current governing body composition data collected by the Higher Education Statistics Agency (HESA) is aggregated at institution level and does not allow any analysis of characteristics by member type. (See Appendix 10 for an overview.) HESA has collected data regarding 2,850 English university governing body members across all the registered higher education institutions. Reporting on ethnicity is patchy, with institutions indicating the ethnicity of 16% of all governors, over 450 in total, is "not known". Of those declaring ethnicity, 88% of members are white, 5.5% are Asian, 3% are Black and just over 2% are mixed. Based on the 2011 Census, white members slightly over-index against the English and Welsh population, whilst Asian members slight under-index. However, compared to the student population, white governing body membership significantly over-indexes and Asian and Black significantly under-index.

Whatever has prompted the changes, governing body composition is relevant to the study of governing body roles for a variety of reasons. First, different types of members, Chairs and other lay members, including some alumni, along with the variety of internal members may play different roles in spite of having similar overall responsibilities. Further, people with different demographic characteristics such as gender, ethnicity, and stage of executive career, may bring different experiences and expectations regarding their roles. Also, people with different sector experience either in executive and/or non-executive capacities will likely bring different perspectives and expectations to their governor roles. Finally, there is likely a relationship between governing body membership in terms of size and characteristics and committee structures, which reflect underlying governing body roles.

Not only has the new governing body dataset enabled comparisons with the available historical data regarding governing body composition, it provides a baseline for future comparisons. However, as noted by DiMaggio & Powell (1983) and Zahra & Pearce (1989), it is easier to detect changes in organisations' structures than policy and strategy. The rest of this chapter focusses on how governing body roles are characterised at sector level.

5.2 Governing body roles

Here the sector-level findings regarding governing body roles are considered. It begins with findings from analysis of sector-level documentary evidence. It then explores findings from interviews with expert informants.

5.2.1 Sector-level documentary evidence regarding roles

Sector-level documentation provides extensive commentary on governing body roles. The discourse has increased and broadened gradually over time. Only two of the roles identified, namely facilitating electoral registration and adopting public interest governance principles, which in themselves codify earlier roles, are recent additions. However, the specificity of the governing body *ownership* of these roles has increased over time, culminating in the most recent HE legislation and regulatory framework. The increased specificity regarding governing body roles culminated in the Lambert Review (2003) recommendation that university governing bodies adopt a Statement of Primary Responsibilities because "the next generation of reviews…need to start with a clear definition of governing body's responsibilities" (p97). These should include appointing the vice-chancellor; approving the institutional mission and vision, business plans and key performance indicators which meet stakeholder needs; monitoring institutional performance; establishing and monitoring a system of control and accountability. As discussed in Chapter 3, the CUC's (2020) Statement of Primary Responsibilities number 19.

The roles detected are summarised in Table 21, presented in three role clusters: strategy, control and service (Zahra and Pearce 1989). Some are shown to span role clusters. The specific roles are presented in chronological order of appearance in documents within each cluster. A full listing of direct references by topic is provided in Appendix 11.

Table 21: Governing body roles per sector documentation by role cluster

<table>
<tr><th>Strategy</th><th>Control</th><th>Service</th></tr>
<tr><td>Approve strategic plans</td><td>Be ultimate decision-making body</td><td>Provide information to bodies</td></tr>
<tr><td colspan="2">Oversee academic governance</td><td>Increase transparency</td></tr>
<tr><td>HR policy</td><td>Oversee performance management</td><td>Engage with stakeholders</td></tr>
<tr><td colspan="3">Appoint the VC</td></tr>
<tr><td></td><td>Oversee finances, controls and manage risks</td><td>Adopt governance code(s)</td></tr>
<tr><td></td><td>Protect freedom of speech</td><td>Conduct & make public effectiveness reviews (incl. committee structures)</td></tr>
<tr><td colspan="2">Gain approval of & oversee delivery of access agreements</td><td>Facilitate electoral registration</td></tr>
<tr><td></td><td>Oversee student union</td><td>Adopt Public Interest Governance Principles</td></tr>
<tr><td></td><td>Handle staff and student complaints</td><td></td></tr>
</table>

Source: researcher's analysis of documentary evidence

A number of key considerations emerge from the analysis of governing body roles as characterised in sector-level documentation. One can detect roles which align to Zahra and Pearce's (1989) high-level governing body roles of strategy, control and service. The strategy-related roles are possibly easier to categorise, whilst the distinctions between control and service-related roles may be less clear. Here, control-related roles are considered slightly more internally focussed and service roles slightly more externally facing.

In total, 18 discrete governing body roles have been detected; two relating to strategy, six control, seven service and three spanning two or more clusters. As illustrated in Table 21, this results in a skew towards the control and service aspects of governing body responsibilities. Of the strategy-related roles, the formal addition of academic governance to governing body roles is possibly the most contested. The role of governing bodies in setting HR policy is potentially hampered by the existing terms and conditions of some academic staff, particularly in the Pre-1992 universities, along with the existence of collective bargaining on some aspects of pay and pensions.

Of the control-related roles, one could argue that performance management has been externalised to some extent with the development of not only publicly available and derived indicators such as those relating the research and teaching excellence frameworks but also their use in rankings of institutions relative to each other. This is consistent with Huse's (2007) output control tasks where control tasks are conducted externally. Also, control-related aspects of academic governance along with the protection of academic freedom had been largely left to the institutions, as autonomous entities. Recent interventions by the Secretary of State with regard to grade inflation, academic standards and academic freedom are also making these roles even more externally accountable.

The service-related roles tend to be slightly more externally focussed and, in many instances, require the governing body to provide or sponsor links to external entities. However, there is an absence of roles pertaining to providing explicit links to those potential resources, such as businesses as co-sponsors of research or prospective employers. This is inconsistent with Resource Dependence Theory.

Legislation caveats some governing body requirements. For example, governing body members are not held to account for the outcomes of access agreements nor student electoral registration, but rather must demonstrate best endeavours. Some of the recommendations regarding roles have been adopted more than others. Some roles have been linked explicitly to funding since inception, including governing body's roles in overseeing finances, controls and risk, in providing and overseeing the delivery of access agreements, in handling student complaints, and in providing certain information to third-parties. These roles tended to be adopted and understandably did not receive as much attention in subsequent sector-level documentation.

Other recommendations, such as the coupling of governing body effectiveness and institutional performance per Dearing (1997) have disappeared. Practices around disclosing effectiveness review findings are mixed. This study found only 25 English universities

published c. 30 effectiveness reviews in the past decade. Practices with regard to making publicly-available governing body member conflicts of interest are also mixed.

In the relatively new regulatory regime, where university governing bodies must demonstrate ongoing compliance with the full range of registration requirements, it could be argued that access to all funding through student loans, any residual teaching grants and research councils are contingent on regulator's satisfaction with an institution's adherence to the registration requirements. The final service-related role is the adoption of the OfS's Public Interest Governance Principles. These include academic freedom, accountability, student engagement, academic governance, risk management, value for money, freedom of speech, "appropriate" governing body composition, fit and proper persons testing.

Another emerging consideration is the definition of stakeholders. The entire regulatory regime revolves around the OfS protecting student interests as primary stakeholders. There has been a shift in the use of "stakeholder". Focus on external stakeholders at governing body level appears to have dissipated. Dearing's (1997) recommendation that "institutional governance should be conducted openly and should be responsive to constituencies internal and external to the institution" has evolved into a suggestion in the latest CUC Governance Code (2020) that governing bodies should ensure institutional plans and performance indicators "meet the interests of stakeholders, especially staff, students and alumni" (Dearing 1997, p228, and CUC HE Governance Code 2020). A related issue is whether students as customers are more akin to external stakeholders in traditional governance theories. These considerations will be revisited based on findings from the expert informants and case studies.

5.3 Expert Informants' views regarding university governing body roles and influences

Here findings from thirteen expert informant interviews regarding their views on governing body roles and influences on those roles are presented. The scope of the interviews was broader than the documentary review.

5.3.1 Governing body roles

The responses of the expert informants were iteratively coded with the more detailed roles initially clustered into the three higher-order roles adopted in this study, namely strategy, control and service. Based on the findings from the interviews, I renamed two of the clusters. Oversight replaces control and support replaces service. This is discussed at the end of this section.

All of the experts identified roles pertaining to strategy and oversight. Only some identified additional "support" roles which were more internally focussed. A summary of roles identified by the experts is provided in Table 22. It represents a composite, not a consensus, view. Roles receiving at least a few mentions are included. The expert informant interviewees are identified through the subsequent text as EI, for expert informant, numbers 1 to 13.

Table 22: Governing body roles per expert informants by role cluster

Strategy	Oversight	Support
Challenge assumptions in strategy, test alignment with mission/objects	Hold executive to account/oversee delivery of strategy	Constructively challenge/ be a critical friend
Provide longer-term, external perspective; horizon scanning	Get and give assurance – legal, regulatory compliance, academic standards & quality and financial probity	Support and act as sounding board for Vice-Chancellor/Executive
Oversee academic governance		Provide technical, functional and professional expertise and an external perspective
Assess plans and agree key performance indicators	Oversee risk management process	Engage with stakeholders*
Sign off/agree new strategy and strategic decisions		
Contribute to content, identifying and assessing options*	Safeguard assets/reputation/staff/students	
Appoint the Vice-Chancellor*	Oversee culture and behaviours, including focus on student experience*	Provide contacts*
		Assist in fund raising*

Source: researcher's analysis of expert interviews; * denotes few mentions

<u>Strategy roles</u>

All of the experts identified governing body roles pertaining to strategy. Views differed regarding the nature and scope of their involvement. The first point of contention was the degree to which the governing body is expected to contribute to the actual content of the strategy or whether it is expected to agree a given strategy after due consideration and scrutiny. The majority of experts agreed strategy tends to be developed by the Executive and then sense-checked and ultimately signed off by the governing body (EI2, 5, 6, 7, 8, 9, 12). Only one of the Vice-Chancellors described the process as "it is kind of a joint thing" (EI4).

Ten of the experts discussed governing body roles relating to academic governance (all except EI2, 8, 11). They used different terms to describe academic governance; their responses suggest aspects which straddle strategy and oversight. The first dimension pertains to how academic strategy is developed. The majority of experts expect governing bodies delegate this to the academic body - the Senate or the Academic Board (EI1, 3, 4, 5, 6, 7, 9, 12, 13). However, one expert cautioned,

> "somebody has got to be the fiduciary trustees, they can't turn around and say a major part of the institution is something called academic, we can't just assume we don't understand and those chaps [over there] are getting on with it." (EI6)

The student governor questioned the ability of Senate as a body to challenge its own academic strategy (EI13). Another expert concurred, noting, "no one's thinking about academic strategy […] in a proper way" (EI1).

Another dimension of academic governance identified pertains to oversight of academic matters such as quality and standards along with academic risk (EI1, 5, 6, 7, 10, 12, 13). The vast majority of experts noted the difficulty of governing bodies overseeing academic governance without expertise amongst lay membership (EI2, 4, 5, 6, 7, 8, 9, 12, 13). One observed, "more governing bodies are recognising they should have members who come from HE backgrounds and who are therefore able to scrutinise information about academic governance" (EI12). Another (E11) raised a concern that many governing body members view academic matters as out of scope.

The next strategy role identified by experts was assessing plans and agreeing key performance indicators (EI 4, 5, 6, 7, 10). Several experts identified a further strategy-related role, namely, taking strategic decisions (EI5, 8, 11, 12, 13). Here this is slightly counter-intuitively illustrated as spanning the three higher-level roles. Whilst the link to strategy is apparent, it was described by more than one expert as more of an oversight role. Specifically;

> "they are approving the institution has gone through all the reasonable, proper steps that it needs to make sure it's a good decision. The key task is to challenge the processes by which people have got to these decisions, then sign off the decision" (EI8).

There is also a safeguarding role; "ultimately they need to be satisfied that whatever the risk to those assets are, the reward is worth it or the management of those risks or some contingency arrangements" (EI11). Further, governing body endorsement can provide "air cover" for the Executive (EI4, 5, 7).

Another governing body role identified by just fewer governors was appointing the Vice-Chancellor (EI2, 3, 7, 8). One expert noted the governing body is "there to […] take a relatively long-term strategic view of the institution, particularly in appointing the senior staff" (EI2). Despite ongoing concerns regarding Vice-Chancellor remuneration, experts did not raise the oversight aspects as a role.

The predominant view was that the governing body sense-checks and challenges the strategy which has been developed by the Executive. There were a few exceptions noted when governing body members can make specific contributions to the content of strategic plans, particularly in some areas of possible weakness at Executive level, such as estates or international expansion (EI6 and EI4).

<u>Oversight roles</u>

Experts identified six specific responsibilities linked to oversight. The first key aspect of governing body oversight is holding the Executive, not just the Vice-Chancellor, to account (EI1, 2, 3, 5, 7, 8, 10, 11, 12). As described by one expert, "we provide oversight, scrutiny, challenge and support to, usually the senior, employees of the university, to make sure the university meets its purpose and obligations" (EI10). Several experts noted the challenge faced by, particularly lay, governors with regard to this role (EI3, 8, 12, 13). One expert

noted, "there's information asymmetry, information dependency that produces a relational dilemma for governors […] they are never sure of the data they get from inside." (EI3).

Receiving and providing assurance, also described as compliance with legal, regulatory and other external requirements such as codes of conduct, is identified as the second key facet of oversight (EI1, 3, 4, 5, 7, 8, 9, 10, 11, 13). One expert described, "oversight […] would be agreeing a policy, agreeing a due diligence process and getting an annual report […] so they [can] give assurance" (EI8). However, three experts noted caution with regard to the focus on compliance, linking it to "box-ticking" (EI1, 9, 11). As one observed;

> "I think most universities, driven by the secretariat, […] their principal lens of governance is through compliance and so where a box can be ticked or a form can be filled out […] form has been given a primacy to function and so compliance has been most prominent." (EI9)

A number of experts identified a governing body role of overseeing risk management which they linked to leveraging internal and external auditors via the Audit Committees (EI1, 2, 3, 4, 5, 10, 12). The governing body need to have an "overarching view of, certainly non-academic risks and some attention to the academic risks," in most institutions, "the audit committee is responsible for risk" (EI5 and EI4). All agreed the governing body did not manage risks *per se*, but instead made sure that the Executive had robust risk identification, management and mitigation in place.

Safeguarding - of assets and resources, reputation, staff or students - received mentions from several experts (EI1, 3, 4, 7, 11, 12). Governing bodies are also seen as responsible to safeguard institutional reputation and staff (EI4 and 7). One expert used the governing body's role in whistleblowing to illustrate; "the governing body does have a role as the guardian of the institution from harm done within the institution by others" (EI11). A Vice-Chancellor noted "the governing body is there to keep me safe; and to keep the institution safe…that is a form of support" (EI4). Another expert linked governing body members' concern for institutional reputation to their own (EI3). Only the expert from the regulator mentioned safeguarding current, previous and future students' interests (EI1). A few experts identified an emerging responsibility: the oversight of institutional culture and behaviours, including a heightened focus on the student experience (EI 8, 10, 12).

<u>Support roles</u>

Experts identified four support-related roles. One cautioned, "support roles played by governing bodies are probably the least clear of the roles" (EI12). Analysis indicates they are also the roles subject to the greatest potential role conflict.

Two aspects of support to the Executive are disaggregated here. The first support role serves as a segue from oversight and is acting as a critical friend, constructively challenging the Executive (EI1, 2, 3, 4, 10, 12). One Vice-Chancellor described the "'critical friend' role as providing the right kind of challenge" (EI4). A few noted the inherent tension between the constructive challenge, critical friend, and even cheerleader role and the "holding to account" role described in the previous section (EI1, 3, 12). One expert observed, "there's a

real ambiguity for governors in knowing how far do they support the institution as a friend and how far should they be challenging it as a monitor?" (EI3).

A second aspect of support, acting as a sounding board for the Executive, is closely related to but distinct from the 'critical friend' role (EI1, 3, 4, 7, 8, 10, 11, 12). Experts used the phrase with a personal emphasis. It may range from being a personal sounding board to "support the Vice-Chancellor's often grandiose plans for expansion" to "working with the senior management team to get outcomes…approved by the board" (EI3 and EI11). One expert noted whilst some governors keep a low profile to avoid undermining their Vice-Chancellor, an invisible governing body is not actually "supporting" the Vice-Chancellor (EI12). Citing the recent examples of strikes over pensions and pay, "they're absolutely invisible in the process […] It's not in the interests of the institution" (EI12).

Several experts identified a support-related role played particularly by lay governors - providing technical, functional and professional expertise (EI2, 4, 6, 8, 9, 10, 12). The expertise is seen to enable more informed challenge and contribution to governing body deliberations, and increasingly includes governance expertise and experience in areas such as remuneration and audit (EI2, 10). One sector body executive said the governing body "gives [the Executive] a source of new ideas…gives them challenge to make them think outside the box" (EI8). Here, more than one expert linked governing body member skills to committee structures, where particular roles are required (EI3, 8, 10, 12).

Experts identified two potential issues with the more recent focus of recruiting governing body members based on skills and experience. The risk that a narrow skills or experience focus aimed at "filling gaps", especially if deployed through executive search firms, may result in an overly siloed approach (EI3, 8, 12) along with the risk skills and experience have been traded off with local connectivity and potential networks for the institution (EI9, EI12).

Other support-related roles received mentions from just a few experts. One is engaging with both external and internal stakeholders (EI3, 8, 12, 13). Participants cited a number of examples where governors play a role with external stakeholders. A governor from an institution which experienced a governance scandal, noted the governing body had a responsibility to oversee the rebuilding of trust "not just within the university community, but with the local community as well" (EI13). Another expert noted the presence of a governing body "legitimises your university" whilst another added appointing Senior Independent Directors relates to "reassuring people outside" (EI8). A lawyer cautioned universities have lost "the social license to operate […] because they think 'we're autonomous and well-funded and frankly, who cares what anyone else thinks'" (EI12).

Experts noted a role for governors with regard to internal engagement to assist, particularly lay, governors to gain a direct understanding of staff and student experiences to inform their assessment of information provided by the Executive (EI3, 4, 5, 8, 12, 13). One added,

> "governing bodies need to find a way of making it feel more inclusive, decision-making, that is. Not just to academics but to students as well…there's a lot of potential for people affected by decisions to feel very removed from them." (EI12)

Experts identified two final support-related roles; making connections for the university and fund-raising (EI2, 8, 10, 12; EI2, 7, 8, 12). One noted depending on geography, "there's certain industries and maybe the link to the industrial strategy" (EI2). Whilst another described how at one institution "governors were recruited predominantly for their specific links to industries […] and were encouraged to set up industry advice using their contacts" (EI8). However, some experts noted potential conflicts of interest (EI2, 7, 8 and 11). One expert observed, "no universities are going to accept these big donations anymore because five years down the line they'll probably find these people are money launderers" (EI7). Another contrasted the UK with the US system, addressing both roles;

> "In the US, it's a privilege to serve on the governing body…it comes with a commitment to donate to it, typically, and you fight to get that role. The attitude in the UK is that it's a privilege for the institution to have these people helping it out and… that makes the connecting role extremely difficult to function." (EI2)

5.3.2 Key influences on perceptions of governing body roles

Expert informants were asked to identify key influences on governing body members' perceptions of their roles. Replies were somewhat sparse and widely varied so precludes them from being illustrated as any form of consensus. A composite view is provided below. Responses are clustered by internal, external and individual influences, consistent with the analytical framework adopted for this study.

Table 23: Potential influences on governors' perceptions of roles

Internal	External	Individual
Type of institution	The Office for Students	Own executive & non-executive experience
Vice-Chancellor (and Chair) preferences	Marketisation	Motivations to join
Governing body composition	Existing codes of practice	

Source: researcher's analysis of expert interviews

<u>Internal influences</u>

Experts discussed three key internal influences - the type of institution, the preferences of the Chair and Vice-Chancellor and the composition of the governing body (EI1, 2, 3, 7, 8, 9, 10, 11 and 12).

Experts thought older universities, founded by Royal Charter, tend to have more of "great and the good" Council members. Also, they expected lay members take a more proactive role in overseeing the commercial aspects of the institution, leaving the academic matters to the Senate (EI9 and 12). One expert noted, "the hostility of academic staff to any change that they saw shifting the balance of power away from their bodies" (EI12).

Another dimension of institutional type which may influence governor roles is the financial health and overall stability of the organisation (EI1, 3, 7 and 12). One expert noted many universities "are now in a constant battle with their staff over their pay and pensions" (EI7). Another added governing body meetings are "shaped […] by issues and pressures on the

institution – whether its high-ranked or low-ranked, bankrupt or not bankrupt" (EI11). Another expert observed,

> "Institutions that are very stable and financially sustainable tend to have a particular style of governance […] But maybe that's a worry because maybe those [governing bodies] aren't necessarily doing enough to test and challenge […] they are reassured rather than assured by what they find." (EI12)

Experts commented on the preferences of the Vice-Chancellor as a key internal influence, although one queried does the university "have a confident enough Chair […] that trusts the VC […] but feels comfortable when it's appropriate to challenge […] the Executive?" (EI8). One sector body executive described the situation thus,

> "You've got [some] VCs or senior managers who […] don't see any value in their governing body, other than to just see it as a kind of hurdle to doing what they want to do, that they have to somehow get over […] They don't provide information […], they're quite dismissive of questions, they're very defensive if they're pushed […] And, equally, if you see a governing body that's gone through the experience of a failing management team […] they often forget that the new team […] have to have a certain freedom to go on and try to manage the place." (EI1)

One expert noted "wise heads of institutions do [engage governing body members] because they're likely to come up with a better strategy" (EI9). However, another observed, "Execs don't always know what the non-execs can do" (EI10). One raised a concern that some underqualified lay members are unable to cope with the complexity whilst another called for the "professionalisation of independent members" (EI2 and EI1).

<u>External influences</u>

Experts identified three external influences on governing body roles. Half of the experts mentioned the new regulatory regime as a key external influence (EI1, 2, 4, 6, 7, 10 and 12). One sector body executive described the OfS as "upping the ante" (EI1). Another observed that there was now less direct intervention in case of institutional issues, which "strengthens the need for strong governing bodies" (EI2). One of the Vice-Chancellors noted a "move away from co-regulation within the sector […] Governors […] have much more responsibility" (EI4).

Several experts raised the Government's policy of marketizing higher education – both in terms of student fees but also removal of the student number controls – as influencing governing body roles (EI1, 2, 3, 5, 9 and 10). Three experts noted heightened uncertainty for governing bodies (EI1, 2 and 5). One noted in the old system, there weren't really academic risks. "You really had to screw up, but now there's greater swings in the choices of students" (EI2). Another highlighted the increased risk of ethical misconduct, noting "you may not be pushing the ethical boat out or crossing the ethical line, but you're going to get pretty close to it because you think all of your competitors are doing that anyway so you can't afford to be disadvantaged" (EI3). Two experts described the increase in options faced by institutions, and hence governing bodies, with regard to positioning and the risk and

rewards attached to those options (EI9 and EI10). The latter expert also noted an increased focus of governors on the student experience, with a greater focus on "customer satisfaction" (EI10).

Only a few governors specifically mentioned the CUC code of practice and other sector governance codes as an influence (EI1, 10 and 11). A sector body executive noted the latest CUC code does not fully reflect the new regulatory framework whilst one of the lawyers noted the CUC tends to be "slavishly followed" by some institutions (EI1 and EI11). The same expert noted caution regarding staff and student governors as representatives, as under company and charity law, they "have a duty to represent the interests of the institution as a whole, they can't […] just be a conduit of a voice from the students […] or staff" (EI11). An expert who chairs a university Remuneration Committee noted, "a lot of what we do on REMCO is guided by external expectations […] so it's about the UK corporate code of governance" (EI10).

Individual influences

Unsurprisingly, experts provided relatively less feedback regarding potential individual influences on governors' perceptions of their roles. Two influences were detected. Four experts acknowledged a governor's executive and non-executive skills and experience would likely be an influence (EI1, 2, 4 and 9). A Vice-Chancellor highlighted the importance of socio-demographic diversity, including gender, age and career stage (EI4). Another expert cautioned, using the pension impasse as an example, about governors trying to apply approaches which worked in a corporate setting into the academic arena (EI2). However, a sector body executive noted a different concern;

> "you can see a governing body where they've recruited on the basis of the skills matrix. There's an accountant, an HR professional, a lawyer, […] and you think, 'Oh, that's helpful' […] they have professional expertise […] Yet when they step through the door into the university, it all kind of falls away […] There's something about the university, where people's expertise just gets left behind." (EI1)

Three experts referred to governors' motivations to join as a potential individual influence on roles (EI5, 9 and 11). A lawyer noted, "we have numerous examples of [both lay and staff] governors who join boards of governors out of self-interest" (EI11). A Vice-Chancellor noted it varies; "some things are driven clearly by the need of the institution but other things are driven by the baggage that the governors bring to the governing body table" (EI5). Another expert noted as the roles members are giving up their time and taking on responsibilities on a mostly voluntary basis, and do so because "they want to feel like they're making a difference" (EI9).

5.3.3 Summary regarding expert informant views

As noted in the chapter introduction, based on the expert informant feedback, I decided to rename two of the high-level role clusters. Oversight replaced control and support replaced service. As described in Zahra and Pearce (1989), in a corporate setting, the "control role requires evaluating company and CEO performance to ensure corporate growth and

protection of shareholder interests" (p294). Whilst the service role "involves enhancing company reputation, establishing contacts with the external environment, and giving counsel and advice to executives" (p292).

In a higher education setting, there is significant emphasis on the oversight of activities rather than evaluation of performance. A variety of oversight-related roles were identified, and although the governing body has the ultimate sanction of dismissing the Vice-Chancellor, not a single expert mentioned that role. Instead, there were indications of the difficulties of implementing anything on the ground in academia and governing body members seldom reviewing the detail of implementation plans. They are very mindful of the governance versus management divide. Added to this the information asymmetry described. As such, the governing body role seems more one of oversight than control.

Similarly, experts identified a variety of service-related roles, although there was less clarity. The key service-related roles were more internally than externally orientated. Even aspects of the stakeholder engagement focussed on students and staff rather than outside parties. Finally, those externally-oriented service roles, such as making connections/introductions and even assisting in fund-raising were believed to be sporadic at best and prone to increased risks of conflicts of interest. As such, I adopted the term support for this third cluster of governing body roles.

Overall, experts identified 18 discrete governing body roles. They identified five strategy-related roles, four oversight-related roles, six support-related roles and three roles which spanned clusters. Within strategy roles, and to some extent, support roles, experts believed the nature of the roles depended largely on the preference of the Vice-Chancellor and the institutional circumstances. Strategy roles are more likely sense-checking and endorsing strategy rather than developing it. Experts raised particular concerns regarding governing body role(s) related to academic governance. This is partly due to the legacy regarding divided responsibilities between governing and academic bodies, particularly in the Pre-1992 universities, academic culture and potential resistance to lay member contributions. It may also relate to governing body member capabilities to engage.

Two experts involved in working with universities to enhance governing body effectiveness, each described a sort of spectrum of roles, which provide a potentially useful summary. One described governing body roles as a spectrum;

> "on the one hand, it's about accountability and this oversight type function […] Then […] it's about taking certain key strategic decisions […] then […] and it's about engagement, discussion of options, discussion about possibilities, looking at and bringing other people to the table […] and then lastly…is future looking and scanning and thinking about long-term threats. [Finally,] making and doing connections and being ambassadors for the institution; promoting the institution outside." (EI8)

The other expert described a spectrum of three different governance models, with inherently different governing body roles, consistent with Kerr & Gade (1989). The spectrum runs from

> "'board capture' where the Executive "dominate the governing body and […] manipulate […] the terms of information and ability to make decisions to 'board domination of the Executive' which is difficult to pull off as they are not around enough. Usually, governing bodies operate somewhere in the middle. However, there are probably more instances of board capture than the sector would like to acknowledge." (EI9)

This is consistent with the aforementioned caution from a sector body executive:

> "it depends on the personality type of the Vice-Chancellor…I've seen Vice-Chancellors who want to keep the board at arms-length…and I've seen those that have a more interesting relationship…I'm not always sure the governing body can tell which of the dynamics it's in." (EI1)

Whilst not the main emphasis of the interviews, experts identified nine influences on governing body roles, including internal, external and individual. There was greater consensus about the primary external influence, namely, new regulatory regime under the Office for Students, than the other influences.

5.4 Sector-level findings summary

Issues arising from comparing sector documentary evidence with expert informants' views

Data from two sources were used to inform the characterisation of governing body roles – sector-level documentary evidence and expert informant interviews. Roles were detected that aligned to the higher-level clusters of strategy, control/oversight and service/support. There was a skew across all of the documentary evidence away from strategy roles. Within strategy-related roles, experts did not identify a role for governors with regard to HR policy. Experts also predicted the nature of a governing body's involvement in strategy would vary by institution type and Vice-Chancellor preferences.

In discussing oversight-related roles, whilst experts noted the governing body is ultimately responsible for all institutional activities, they noted caution regarding academic governance. Further, they repeatedly used the terms "oversight" and "holding to account" and seldom/never used the terms "performance" or "control". They did mention external performance metrics – such as REF, TEF and the NSS. They also noted an increased focus on student satisfaction. Experts were silent on roles identified in the documentary evidence such as protecting freedom of speech, agreeing access agreements and overseeing student unions.

The documentary evidence is virtually silent on the two key support roles identified by experts, namely acting as a critical friend and supporting the Executive. Experts did not identify as key service roles identified in the documentary evidence of providing information, increasing transparency, enhancing governing body effectiveness nor facilitating student electoral registration. There were some mentions of a role to engage with stakeholders, although the focus was slightly more internally than externally focussed. However, documentary evidence suggests externally-facing service and legitimacy roles for governing bodies.

Two further considerations arose out of this sector-level analysis. The first is the governing body's apparent lack of emphasis on institutional performance. This may relate to the externalisation of performance metrics in the form of the REF, TEF, NSS and league tables. The other is the relationship between governing body effectiveness and institutional performance, which were coupled in early documentary evidence. These warrant exploration in analysing case study findings.

Preparation for case study research

How has this enriched my preparations for case study research and informed the subsequent analysis and findings? I avoided using these sector-level findings as a strict guide and allowed issues to emerge organically at case level. However, this preliminary sector-level work encouraged me to be more specific in understanding governors' views regarding the various aspects of strategic involvement. Expert feedback also prompted me to explore issues regarding academic governance with all governors, even if they did not raise it first. Further, experts provided some emerging areas to consider, such as governing body's involvement in overseeing culture along with understandings of student and staff experiences.

The sector-level work also resulted in me being more critical in trying to analyse interviewee responses, and identify meaningful distinctions where they arose. It also gave me the confidence to combine roles even if not using the exact same words, but have the same meaning or implication. It has also endorsed my supposition that governing body composition is interrelated to governing body roles. Finally, it heightened my expectation that institutional governance will be situational – influenced by a number of contextual and possibly temporal factors.

Chapter 6: Findings regarding how governing body members understand their roles and why

This chapter identifies and discusses the findings from the five English university case studies relating to the question how do governing body members understand their roles and why. It has two parts. The first provides findings regarding data synthesized across the five cases. This includes a brief introduction to the universities; governors' background to membership and motivations to join; governors' perceptions of governing body purpose and stakeholders; and an overview of their views regarding influences on and perceptions of governing body roles by case.

The second part is presented by case study as it permits consideration of relevant contextual considerations. It discusses governing body members' views regarding influences on and understandings of the roles themselves in greater detail in order to begin to address the gap in existing literature. The chapter ends with an overview of findings regarding influences and roles in advance of the cross-cutting themes detected across the entire study, presented in Chapter 7.

6.1 Introduction to case studies

Case study university key features and high-level governance arrangements, along with the profile of governors who participated in the study, are described here by way of background. Governing body practices such as numbers of meetings and committee structures are included in the case studies which follow.

<u>Key features</u>

The case study universities include three Pre-1992 universities and two Post-1992s, as illustrated in Table 24. The Pre-1992s include one Russell group, one former CAT (college of advanced technology) and one established by Central Government in the 1960s. The Post-1992s include one former polytechnic and one newer university. None is specialist in nature, each having three or more faculties. There is a good span in the mid-range in terms of student numbers. Since the removal of the student number controls, performance has varied, ranging from double digit declines at the University of Aspen to high double digit increases at Oak and Yew universities. As noted in Chapter 3, the reliance on teaching income is greater in the Post-1992s.

Table 24: University key features by case study

Key features	**University of Aspen**	**University of Beechwood**	**Maple University**	**Oak University**	**Yew University**
Nature of foundation	Post-1992	Post-1992	Pre-1992	Pre-1992	Russell Group
# of "faculties"	3	4	3	3	3
Total # students	10-15k	25-30k	15-20k	15-20k	20-25k
% change since 15/16	*-10%*	*-2%*	*2%*	*35%*	*29%*
Income £m	100-150	250-300	250-300	150-200	450-550
% teaching	c.80%	c.75%	c.60%	c.70%	c.50%

Source: 2018/19 HESA data

Governance arrangements

Governance arrangements relate to the nature of foundation as a university, as noted in Chapters 3 and 5. An overview of each case study governing body is provided below.

Table 25: Governing body features by case study

Key features	**University of Aspen**	**University of Beechwood**	**Maple University**	**Oak University**	**Yew University**
Nature of foundation	Post-1992	Post-1992	Pre-1992	Pre-1992	Russell Group
Governing body size	18-20	22-24	19-21	16-18	19-21
% external	c. 80%	c. 70%	c. 60%	c. 65%	c.60%
# of internal academics*	2	4	4	4	7
% female	35-40%	55-60%	50-55%	40-50%	50-55%
# of ethnic minorities	4	2	1	3	3
# of lay academics	2	0	0	1	0
# of alumni members	0	2	5	4	3

Source: researcher's database; *incl. Vice-Chancellor, excl. students

As Post-1992 universities established as Higher Education Corporations, Aspen and Beechwood's governance arrangements are set out in their Instruments and Articles of Government and Standing Orders/Bye-laws. The Instrument identifies Board composition, in terms of size and member types, and member tenure. The Articles specify the responsibilities of the Board of Governors, Vice-Chancellor and Academic Board/Senate. In keeping with HEC model articles, the Board is responsible for the determination of the educational character and mission of the University and for oversight of its activities; the effective and efficient use of resources, the solvency and the safeguarding of assets; approving annual estimates of income and expenditure; the appointment and other terms of employment of senior postholders; and setting the framework for pay and conditions of other staff.

Both Boards' Statements of Primary Responsibilities are separate from their governing documents and mirror the aforementioned CUC Higher Education Code, before its 2020 revisions. In addition, Beechwood's refers to Board roles in developing strategy and supporting income diversification. Pictorially, Aspen's Board is illustrated above the Executive and Academic Board but with no lines between any of them. Beechwood's Academic Board reports to the Vice-Chancellor, who reports to the Board of Governors.

As Pre-1992s established by Royal Charter, Maple, Oak and Yew universities' governance arrangements are set out in their Charters, Statues and Ordinances. These vary by institution, but in general, the role, composition and functions of Council are described across the three governing documents. Maple's ordinances note Council's responsibility to adopt a statement of Primary Responsibilities, whilst Oak and Yew's documents include the statements. Maple's and Yew's are largely consistent with the CUC Code's template before the 2020 amendments. Maple's includes specific reference to the appointment of Deputy Vice-Chancellors and Chairs and Directors of university companies. It also refers to performance reviews concerning the adequacy and effectiveness of management

structures. Oak's statement reflects more recent additions to the CUC template, referring to equality and diversity and staff and student well-being. Unusually, it includes approval of the academic structure, on the recommendation of Senate, as well as senior academic appointments including the Deputy Vice-Chancellors, Pro-Vice-Chancellors and Deans. Yew's Council has indirect control over the academic structure as only Council can make and amend Ordinances; the academic structure is set out in an ordinance.

Descriptions regarding Councils' relationships to Senate in the governing documents and pictorially vary. Maple's describes the need for Council to consult with Senate. Senate is illustrated as reporting to Council with no reference to the role of the Executive. Oak's notes both Council and Senate are subject to the powers of the other. They are illustrated as side by side with the Executive reporting to and from both bodies. Yew's Senate is subject to the general superintendence and control of the Council. No diagrams depict Council and Senate together.

Governing body composition in terms of size and member types varies by university, as illustrated in Table 25. The older universities tend to have more internal, usually academic members, as well as more alumni members, as noted in Chapter 5. Gender and ethnic diversity are relatively consistent across the five universities. Aspen and Oak have recently increased both as part of significant changes to their governing body composition.

As noted in Chapter 5, lay governors' sector experiences have become more varied. Expert informants identified lay governors' experiences as an influence on governor perceptions of roles. As such, the sector experience of lay governors has been considered as part of the case study analysis. The profile of sector experience of the lay governors of each university, with the Chair's background noted, is provided in Table 26.

Table 26: External lay governors by sector experience and case study

Sector	**University of Aspen**	**University of Beech**	**Maple University**	**Oak University**	**Yew University**	**Total**	***% case lay members***
Corporate	8	3*	5	4	4	**24**	*39*
Professional	3*	2	1	1	3*	**10**	*16*
Public Service	0	4	4	3*	1	**12**	*19*
Civil Service	0	1	2*	0	1	**4**	*6*
Education	2	2	1	1	1	**7**	*11*
Other	1	1	0	1	2	**5**	*8*
Total	**14**	**13**	**13**	**10**	**12**	**62**	***100***

Source: Researcher's database across five case study universities; *incl. Chair

The case study Chairs come from a variety of sector backgrounds, as this was one of the case selection criteria. The youngest university, Aspen, has both the highest number of external members and by far the most with corporate backgrounds. Consistent with sector-wide findings that Pre-1992 have more lay members with public sector and Civil Service backgrounds, Maple has the highest number. Beechwood has recruited more such

candidates over time. Whilst seven lay members have education sector experience, only Aspen's and Oak's are from higher education.

Study participants

Case study participant details are provided in Tables 27 and 28 below. The first includes all 61 participants. The latter illustrates the 39 external participants. Appendix 12 provides a key to interviewee participants by case (A, B, M, O and Y) and governor by member type (#s 1 to 10-14), aligned to references throughout this chapter.

Table 27: Case study participants by membership type and case study

Member type	Uni of Aspen	Uni of Beech	Maple Uni	Oak Uni	Yew Uni	Total	*% of pop'n*
Vice-Chan & Clerk	2	2	2	2	2	10	*100%*
Academic staff	1	2	1	2	1	7	*47%*
Other staff	0	1	0	0	1	2	*29%*
Students	0	0	1	1	1	3	*38%*
Total internal	3	5	4	5	5	22	*55%*
External	10	7	8	5	9	39	*63%*
Total	**13**	**12**	**12**	**10**	**14**	**61**	***60%***
% female	*31%*	*50%*	*42%*	*60%*	*50%*	*46%*	

Source: Researcher's database re. five university case studies; *% of total governor pop'n by type

The 61 interviewees were 60% of the total governing body population across the five cases. The spread of participants by member type was good. Whilst almost twice as many external members participated, they only slightly overrepresent the potential population. Shortfalls by member type occurred most regularly in roles where there are the fewest members – namely professional services and students. Less than a third of the potential professional services staff participated, and none of the Post-1992 university students participated.

The sector backgrounds by lay participant and case are illustrated in Table 28. Here, the last column indicates the proportion of the total possible population given the sector profile of the case study universities' full membership, illustrated in Table 26. Participation is good across the difference sectors. Participants were more likely than the average to have professional and education backgrounds. This may reflect in part the recruitment of committee chairs, with the Audit Committee usually chaired by a professional accountant.

Table 28: External participants by sector experience and case study

Sector	Uni of Aspen	Uni of Beech	Maple Uni	Oak Uni	Yew Uni	Total	*% of pop'n***
Corporate	5	1*	3	1	3	**13**	*54%*
Professional	2*	2	1	1	3*	**9**	*90%*
Public Service	0	2	1	2*	1	**6**	*50%*
Civil Service	0	0	2*	0	0	**2**	*50%*
Education	2	1	1	0	1	**5**	*71%*
Other	1	1	0	1	1	**4**	*90%*
Total	**10**	**7**	**8**	**5**	**9**	**39**	***63%***

Source: Researcher's database; *incl. Chair; **% of total external governors per Table 26.

6.2 Overview of findings relating to membership, purpose and stakeholders

Here is presented key findings regarding members' background to membership and their perceptions of their governing body's overarching purpose and key stakeholders from data synthesized across all five case studies. Appendix 13 provides a table with detailed references by topic and case.

6.2.1 Background to membership and motivations to join

Each case university conducted governing body member skills audits to aid the identification of gaps. Whilst just *over* half of all the case study external governors were asked to join, recent appointees were more likely to have applied. The only exceptions were three recent appointees at Beechwood and Yew universities, two of whom are ethnic minorities and two of whom are females. Just *under* half of external governors either enquired directly at the university or responded to an advertisement along with two Chairs recruited via executive search firms. Practices varied by case. At the University of Beechwood, whilst they all went through a formal application and interview process, only two lay members applied without having been encouraged to do so. Whereas at the University of Aspen, three-quarters applied without prompting. Some members at Maple University were recruited to join a committee first, becoming full Council members later.

A significant gender difference exists between those who were asked to join (23% women) and those who applied (53% women). The mix by sector background does not vary significantly between the two groups, although three of the four lay members with an academic/educational background applied. This indicates a shift away from asking members to join towards more open recruitment and advertisement of vacancies which may at least improve gender diversity and possibly increase numbers of lay academic candidates. Direct approaches may persist when governing bodies seek specific skills, experience or personal characteristics.

Members expressed a broad set of motivations for joining the governing bodies, with most offering multiple reasons. Motives did not vary greatly between external and internal members; they were equally keen to contribute their skills and experience and to seek personal development. The only exception was internal members, particularly those elected to participate in the governing body, noted an additional representational motive.

Over a third of total members expressed a view that they had relevant skills and experience to contribute. The Oak Chair noted an "interest in the real parallels I see developing in the HE sector around governance that we've gone through, certainly in local government and in the NHS" (O_1). A Beechwood lay member observed, "I don't have to do this, but my skills are of value" (B_3). Internal members also expressed a desire to contribute. One Maple academic member described "stepping forward and being in the room" in the wake of 2018's industrial action (M_10).

Sometimes the contribution of skills and experience pertained to diversity. As described by Maple governors when discussing motivations to join: "I have a working-class background" (M_6) and "as a gay white mid-50s bloke who is severely dyslexic" (M_7). A recently

appointed Oak lay governor observed, "don't hire me because I tick your boxes […] Diversity is thinking, forget all these stupid characteristics and labels", adding, "I have an opportunity to – from the inside – try and break that down" (O_5).

The second most-cited motivation was personal development. Interviewees mentioned various aspects including gaining non-executive experience, seeking intellectual stimulation and challenge, and building local connections and networks. One Beechwood lay member noted, "I always recommend universities […] because they give you access quite often to being on the Boards of what in effect is a large business which is transformational for the region" (B_5).

Just under a third of members described a keen belief in the institution's purpose or alignment with the institution's mission and/or values. Here there is a skew towards Aspen, Oak and Yew governors. As noted by Aspen's Chair, "I didn't do well enough to get into university, but I went to a college. And, it really transformed my life […] so to get involved in an organisation that is mainly for people who don't get straight As at A-level […] was really appealing" (A_1). An Oak University lay member noted, "I care about educational inequality. I care about boosting social mobility through employment" (O_4). The most recent member to join Yew University's Council observed,

> "I know the challenge [around diversity and inclusion] does not start at the workplace, it begins with access to education and […] and closing the attainment gap and ensuring that we have highly educated, underrepresented minorities who can take on the roles. This is an opportunity […] to be part of the solution." (Y_9)

20% of lay governors noted two other motivations – having some sort of connection to the location or the university and wanting to give something back or do pro-bono work. One had benefitted from a scholarship as a child and wanted to "help the next generation of kids get a start in life" (Y_3). Another, the Maple Deputy Chair did not "want to be in hock to someone for pay […] but still [has] something useful to give" (M_2).

<u>Comparisons to previous research</u>

Findings can be compared with those from other significant empirical studies which captured governor reasons for becoming a member - Bargh et al (1996) and Berezi (2008). In the earlier study, unlike Berezi (2008) and this study, members were asked to rank a list of reasons to join. The most important reason cited by both external and internal members was they "thought the role was important" (p51). The second equal were "had necessary skills" and "relevant previous experience" (p51). External members were most likely to have been asked to become a member. Internal members were primarily elected. The authors summarised,

> "External members were more likely to perceive the most influential reasons for becoming a governor as being related to their own personal attributes – which they believed were sufficient to perform the role. Internal members, in contrast, were more likely to perceive "political" reasons as their prime motivation. The suggestion is that internal members see their representational (being elected) and participatory

> (contributing to changing the institution) functions as being most influential." (Bargh et al, 1996, p50-51)

Berezi (2008) found the majority of governors again identified a multiplicity of reasons for joining. Findings regarding the use of skills and experience aligned to those in this study except governors in the earlier study made fewer mentions of personal development as a motive.

Direct comparisons between the three studies are difficult. However, all of the studies reveal a multiplicity of reasons to join. The newer data reveals what appears to be an increasing trend towards more open external governor recruitment, in keeping with the current guidelines (CUC Governance Code 2020). It also reveals an additional motivation to join – namely the opportunity for personal development. This may relate in part to the fact that for many of the internal governors, their participation in the governing body resulted from a promotion either from within or outside of the university. Lay governor roles are generally unpaid and might offer a stepping stone to other paid non-executive appointments.

It appears the ethos of the institution has increased in importance. This may in part reflect the underlying shift away from lay members described as the "great and the good" to people who apply and/or are selected for other reasons. It may also reflect the importance of alignment to mission and purpose expressed by several internal members in describing their decisions to join their universities.

Governors at three case study universities – the University of Aspen, Maple and Yew universities – noted the influence of a diverse combination of personal characteristics within the governing bodies. This aligns with the shift in lay member characteristics, and increasingly, their more diverse demographic characteristics. It also aligns to governors' motivations to join the governing bodies, which particularly at Aspen and Yew, were explicitly linked to organisational mission, both of which are focussed on inclusion and social impact. Reasons to join may be broadening with changes in member characteristics.

6.2.2 Governing body purpose

Whilst the focus of this study is governing body roles, a consideration of how governors articulate the overarching purpose is relevant. No one overarching governing body purpose can be detected across the case study universities. Further, primary purposes, where there was consensus, vary across cases. When governors offered multiple responses, they were treated separately for analytical purposes.

Overall, governors were most likely to describe holding the Executive to account as the primary or secondary purpose. Holding to account related more to scrutiny of activities and the oversight of the proper running of the university as opposed to the delivery of outcomes. Governors at the two Post-1992 universities were most likely to identify holding the Executive to account as the primary purpose.

At Beechwood, this was part of a blended role including setting the institutional strategy and supporting the Executive to succeed. Beechwood lay governors described "helping",

“assisting” and “supporting” the Executive with one noting; “the Board’s purpose is setting direction for the university and doing our best to help the leadership team get there” (B_6). Beechwood governors also described an important contribution the Board can make to organisational culture. “There’s an ethical piece, an internal culture piece, which the Board in some sense has to own” (B_8). The Chair added the Board “sets minimum standards of behaviour for the whole institution” (B_1).

Holding to account was the second-most cited purpose at Oak and Yew Universities. One of the Oak governors emphasized the focus on quality: “to make sure that we keep a high quality of research and […] teaching” (O_4). A Yew lay member noted, “it’s to ensure that the purpose – the creation and dissemination of knowledge - is being delivered upon efficiently and effectively […] in the same way that a trustee of a charity ultimately has a duty to make sure that the resources of the charity are optimally deployed” (Y_3).

Governors at Oak and Yew universities were more likely to focus on the achievement of objectives. According to the Oak Chair,

> “Council’s job is to set the strategy […], make sure that the quality of what we deliver is good and appropriate […] and supporting the Vice-Chancellor to deliver the vision.” (O_1)

Yew University’s Deputy Chair noted the purpose is to “ensure the organisation has the right strategy and the right resources and the right governance to deliver the mission” (Y_2). A few members noted the importance of stakeholders (Y_8, 11, 13). The student governor identified the need to “make sure that the university’s direction […] is really benefiting all involved, so members of staff, the local community and the students” (Y_13).

Maple university governors expressed the least consensus regarding Council’s purpose. The Chair observed, “There still isn’t a sense of Governors being responsible for an organisation’s reputation, its assets, its money, its people […] the governance role is really quite poorly understood” (M_1). Responses were divided across holding to account, setting strategy with the Executive and institutional sustainability.

Institutional sustainability was also raised by a few Aspen governors. Aspen and Maple were the two cases which recently experienced significant financial challenges. Aspen’s Chair observed, “We have a responsibility to future students as well as current students, staff and the community to continue to deliver a university education” locally (A_1).

Governors identified two further issues when discussing purpose, both pertaining to scope. The first is what governance isn’t, universally referred to as *governance versus management*. This was raised by about one in five governors when discussing purpose (and by many more when discussing roles, described later). The second is breadth of responsibility within the institution. Over 10% of governors, the majority of whom are internal members, noted the governing body is responsible for everything. Other predominantly lay members noted purpose varies by topic, for example, financial versus academic matters. “I often feel that we rubber stamp that [academic] stuff […] whereas we

are much more active in terms of finance and the general reputation and strategy of the university" (M_7).

The University of Beechwood's Board Secretary raised the issues of trust and stakeholders;

> "Governance is all about developing trust, […] and whether its staff, whether it's parents, and in our case, students, it's about transparency and demonstrating […] what benefit you are bringing to the community or whatever audience it is that you are serving […] you have to have mechanisms in place to listen to […] all of your stakeholders." (B_12)

The relative lack of consensus *across* the case studies regarding their purpose is possibly less surprising than a lack of consensus *within* the governing bodies. High-level analysis regarding governing body purpose reveals both normative and instrumental influences. Additional considerations such as institutional context and stakeholder considerations also emerge.

Comparisons to previous research

There is little reference in the literature included in this study regarding the overarching purpose(s) of governing bodies in general, let alone those in universities. Kerr & Gade (1989) based on their study of US university governing bodies, described the overarching purpose thus,

> to "serve as guardians […] to guard and care for […] the long-run welfare of the individual institution […]; the autonomy of the institution […]; the academic freedom of the members […]; the balance of the institution against single-minded demands of internal or external constituencies; and the public welfare." (Kerr & Gade 1989, p12)

In this study, holding to account as a purpose received the most mentions. It seemed to relate more to what scholars referred to as conformance than it did performance (Cornforth 2003, DeBoer et al 2010). However, Beechwood, Oak and Yew governors described more of a combined purpose implying both conformance and performance. Further, several governors mentioned support roles to facilitate performance, specifically, the achievement of institutional mission and strategic objectives.

6.2.3 Governing body stakeholders

As noted in Chapter 5, sector guidance regarding governing body roles vis-à-vis university stakeholders has shifted over time. Dearing (1997) included responsiveness to internal and external constituencies as an essential guiding principle of institutional governance and today's CUC governance code notes that plans and key performance indicators should meet the interests of internal stakeholders, in particular. In this context, members' perceptions of governing body stakeholders are relevant to the study of their roles. It helps to illustrate where governors place the governing body amongst the university's stakeholders. Governors also made explicit and implicit references to stakeholders when describing their roles. A few general points were raised by a handful of governors. The first is whether the governing body stakeholders differ from those of the university. All governors who raised

this issue agreed that they are the same, although several noted the relationships may differ (B_2, Y_1, Y_3 and Y_4). Another consideration was whether stakeholder relationships are direct or indirect. For example, the Executive may intermediate relationship with banks, whereas governors assumed the academic bodies managed the relationships with research funders.

A few governors also offered definitions of stakeholders. One observed, "it's anyone who has an interest in the success of the university. Be that because they work there, because they're taught there, because it's in their community, because they gave you money, because they lent you money, because it's their job to make sure you're doing a good job, like the OfS" (Y_3). Another lay governor noted university stakeholder dynamics may differ from corporates as "in a non-for-profit, the stakeholder groups are more diverse with less coherent views about what they expect from the organisation" (B_2).

Overall, two key internal stakeholders were identified by virtually 100% of governors: students and staff. Students were seen as the key stakeholder overall, having become more important recently, especially in research-led universities. The Office for Students and local communities were identified as the primary external stakeholders in the majority of cases. The type and importance of local community stakeholders varied with university mission. In selected cases, there was greater emphasis on funders, including research councils and providers of debt funding. Governing body members themselves, sector bodies and other external stakeholders, including the media, received only a few mentions. Most governors distinguished between internal and external stakeholders when describing them. They are discussed accordingly.

Internal stakeholders

Virtually all governors identified students and staff as key internal stakeholders. The only exceptions were an academic governor (A_12) who noted students' stakeholdings are limited by the large student loan write-offs and two Vice-Chancellors who qualified their descriptions of staff as stakeholders. Many governors noted student and staff interests as stakeholders are "represented" via positions on the governing bodies. Only at Maple University did a few governors describe the combination of students and staff as the "university community" (M_4, 9 and 10).

Students. A quarter of all governors explicitly described students as the *most important, primary, top* or *key* governing body stakeholder, with a greater emphasis by all except Maple University governors. Academic and lay members agreed. At Oak University, "under the new VC, the students as beneficiaries [means] the voice of the students, they're making sure that it's heard" (O_7). At Yew, "obviously these days first and foremost, the students" (Y_4). The

Three lay governors noted differences between Pre- and Post-1992 universities in terms of student focus. An Aspen lay academic member, with executive experience in a Pre-1992 university, noted "students are seen as a higher priority" by Post-1992 universities compared to research-intensive ones (A_10). A Maple lay governor concurred, noting

students sometimes “take a back seat” given the focus on research at many universities (M_7). A Yew governor observed,

> “the number one stakeholder would be the students […] The expression ‘we are a research-based university’ tends to focus a little bit differently, but I think the students are [number] one.” (Y_9)

Only five governors described students as customers or consumers, evenly spread across the case study universities. However, later in the interviews, more governors identified the concept of students as consumers, prompted by the introduction of tuition fees, as an external influence on governing body roles discussed in the case studies. One Aspen lay governor highlighted a potential peril of students’ stakes;

> “it’s very hard to balance when you become more […] commercial […and] are viewed increasingly by your students as someone who is a provider. Everything on the list needs to be provided, and you’re not able to push back because you’re scared of losing custom.” (A_7)

Only six governors noted the relationship with students was in effect indirect and intermediated through the students’ unions. Several governors mentioned students at different levels of study, namely undergraduate versus post-graduate students. Only Yew’s student governor mentioned international students (Y_13) and Maple’s Vice-Chancellor mentioned students engaging in different modes of study such as part-time (M_9).

Former students received much less recognition as stakeholders. Only nine governors, split between internal and external members, identified alumni as governing body stakeholders. All bar one of those came from Pre-1992 universities. The Oak Vice-Chancellor recognised the significance of both current and former students,

> “We have obligations to provide students with a good education […] and assist them with their career aspirations. And, we have responsibilities to alumni to protect the reputation of the institution.” (O_6)

Two of the external governors were alumni themselves, but noted they are generally not seen as a priority. This is in sharp contrast to the US private university system where alumni are not only key stakeholders, partly as donors, but they also make up the majority of university trustee roles.

Staff. All governors identified staff as governing body stakeholders, although Beechwood and Oak Vice-Chancellors paused to reflect. Both noted the governing body has a responsibility to take account of the welfare and proper treatment of staff, but one queried “does that make them stakeholders?” (B_8). S/he added the formal voice of staff on the Board is as “employees” (B_8). The Oak Vice-Chancellor noted staff were not identified in the university strategy as stakeholders choosing to focus on “ones who paid for the university” (O_6). S/he added, whilst “the university doesn’t exist for the staff […], if we disregard them or don’t support or manage employees well, then we won’t have much of a business” (O_6).

Almost half of governors, evenly representing all but the University of Beechwood, made explicit mention of different types of staff, including academic, teaching, research, professional services and/or support services. There were a few mentions of what were described as unhelpful distinctions between different types of staff, whilst governors at two different universities – Beechwood and Oak - noted the outsourcing of support services did alter the nature of their relationship with the governing body. Two Yew lay members noted a sensitivity with the academic staff, with one noting there's a lot more "at stake […] in terms of self-governance [and] impinging on the ways that they work" (Y_2). Another noted the need to "try to get the balance right so you don't put them off their ownership they feel for the institution" (Y_4).

Only seven governors explicitly mentioned staff representation on the governing body. There were only five mentions of staff unions in the discussion of stakeholders, all from Pre-1992 universities. However, the Yew Chair reinforced the importance of different types of staff as representatives on Council. S/he observed,

> "you've got senior staff who are nominated by the VC, you have a lot of senior academics who are elected, you have middle-ranking academics who are probably union representatives and you have staff representatives […] who represent the professional service side of things […] it's important that we understand the nuances." (Y_1)

The Aspen Chair observed, "we should be more interested [in staff] than we currently are" (A_1).

Some governors mentioned a potential dissonance between staff and student stakeholdings (A_3, B_8, O_6). The Maple Secretary noted "some Council members would say they find it difficult having staff representatives there" (M_12). Another noted the relationship is "trickier" as the staff relate more to the Executive group than the Council (M_3). Those who were asked or made observations also agreed students and staff did not necessarily consider themselves governing body stakeholders. This was often attributed, particularly by internal governors, to a lack of awareness regarding the governing body and its role. The only exception to this was the Maple University Secretary who observed the university's location increased staff's sense of stakeholding in the university. S/he added, "it's not a mobile labour pool at all, so people work here for decades" (M_10).

Executives. Opinions were divided regarding the status of the Executive as stakeholders. The vast majority of governors at the University of Aspen and Maple University agreed strongly they *were not* governing body stakeholders. Here governors described them as "a bit more inside the tent", "part of the governing body", "the ones being challenged" and "working with the Council" in a "symbiotic relationship" (A_1, A_4, M_12, M_2 and M_7).

A smaller majority of governors at the University of Beechwood and Oak University agreed they *were* stakeholders. The University of Beechwood is the only case study university without any Executive governing body members, apart from the Vice-Chancellor, although Executives attend Board meetings. A few lay governors distinguished the relationship with the Executive compared to other stakeholders. The Executive was seen as more of a

“partner”; as the ones being “held to account”; and as somewhat reluctant collaborators (B_2; B_6 & 9; B_3 & 4). The Vice-Chancellor described the relationship as such;

> “there’s one big management team, and it should be a combination of the Board and the Exec […] it is fundamentally a collaboration. Sometimes my Chair describes it as power sharing, but I don’t think it is power sharing. The governance tells you where the powers actually are […] It has to be a collaboration with full disclosure.” (B_8)

At Oak, governors cited different types of stakeholdings for the Executive. Two lay members, including the Chair, identified Executive members as “part of the Council” (O_1, 3). Two other lay members portrayed them as recipients of Council feedback. One identified an “maturing” relationship, as “there wasn’t a lot of open challenge in Council meetings” previously despite there being “senior members of the Executive team who kind of hoped that there would be more challenge” (O_2).

Only at Yew University were opinions fairly evenly split on the topic. Here, and at the University of Aspen, governors were more inclined to describe the Executive as part of the governing body, either formally or attendees. One Yew lay member noted, “they’re a stakeholder in so far as the Council are there to support them and provide guidance. But there’s also an element that the Council is giving them an element of air cover” (Y_6). The Yew University Vice-Chancellor noted s/he encourages Executive members to take on non-executive roles in order to think more like a governor (Y_10).

A few, mostly internal, members noted the somewhat unclear relationship between the Executive and the governing bodies. Members at Maple made explicit references to a silence in the governing documents. This also emerges from the aforementioned illustrations of how the governing bodies, academic bodies and Executive teams relate to one another in university governance diagrams. Only the Beechwood governing documents and organisational diagram attempt to clarify those relationships.

External Stakeholders

Office for Students. Overall, the Office for Students was identified as the key external stakeholder. It was identified by the greatest majority of governors at four of the five case study universities. This excluded Oak University where a slightly higher number of governors identified local stakeholders as the key external stakeholders. Only two governors, both from Aspen University, positively disagreed with the idea that the regulator is a stakeholder (CS1_1 and 10). They suggested the universities might be stakeholders of the regulator, rather than the other way around. Several governors noted the Office for Students did not wish to be treated as a stakeholder.

Several governors contrasted the approach of the Office for Students with that of its predecessor, the funding council. Aspen’s Deputy Chair observed,

> “they’ve made it quite clear they’re not our friends […] it’s much more ‘you abide by these things or you’ll be in trouble’ […] which has put more pressure on the governing bodies”. (A_2)

The Yew Chair concurred, noting the previous funding council was “always willing to talk […] to help you find a resolution through issues” (Y_1). The Yew Vice-Chancellor added, the regulator “want to make sure they can strengthen the governing bodies as it’s one of the weak points […] across the sector” (Y_10). A Maple governor put it rather more bluntly; “the key stakeholders […] are the regulator, because they ultimately have sanction over whether we continue to remain in business or not” (M_5).

Government. Many fewer, one in three, governors identified the Government, often described as the Department of Education, in tandem with the regulator. Mentions were fairly evenly spread across the case study universities. Apart from one Vice-Chancellor, one Clerk and one academic member, each from a different university, all mentions came from lay members. One lay member noted “the Government was starting to say ‘it’s down to you as a governing body and the Executive team to demonstrate you are operating properly. You’re not part of the public sector. We’re not going to step in and save you” (M3). Another added, “the Government is a stakeholder. They dress it up, through the OfS, as students being a stakeholder, but I’m not convinced […] they want an educated workforce at the lowest possible price” (M12).

“Communities”. Almost three out of four governors identified regional and local community and businesses as key stakeholders, making it the second most-cited external stakeholder group. The type and importance of these stakeholders varied by university, largely aligned to mission. More Oak University governors identified local stakeholders than they did the regulator. Governors there also articulated the most integrated perspective on the local region as local institutions, past and prospective students, employers and research partners. This most likely reflects the university’s historic focus on graduate employment outcomes alongside its teaching and research activity. An academic observed, “it was created by the employers of [our city…], in Council discussions there is an awareness of our place within the community” (O_7). A lay member noted the university’s civic role; “they’re contributing […] to the health and wellbeing of the city. If the city becomes a ‘go to’ place because the university is popular, that benefits everyone who lives in the area” (O_3). The Vice-Chancellor noted business stakeholders “act as employers of our graduates and as partners for us […] on research we enter into with them or for Executive education” (O_6).

At Yew University, governors tended to separate the local community, which includes past, present and prospective students alongside staff and other local institutions, from employers and industry. This may reflect the university’s dual focus on social mobility and world-class research.

Governors at both the Maple University and the University of Aspen focussed more on their local communities, and not local employers, but for different reasons. Governors at Maple University, a Pre-1992, see the university as a major employer and investor in the region, attracting students from across the UK and abroad to the region. There was only one mention of local stakeholders as prospective employers or research partners (M_8). Despite the university’s stated intention to be a leading civic university and having three governing body members who are executives from surrounding city and county councils, governors perceived local links as weak.

Governors at the University of Aspen noted the institution's relatively local student body and historic focus on enterprise and local development. Governors' views regarding local stakeholders were most divided at the University of Beechwood, where lay governors, similar to those at Maple University, described the important role the university plays in its regional setting. Internal members were more focussed on local businesses and institutions as prospective employers of graduate, particularly with the advent of degree apprenticeships. A few lay members noted the city's and region's reliance on the university's presence in terms of employment and generating economic activity.

Funders. Three out of five governors across four universities, excluding Oak University, identified one or more funder(s) as significant external stakeholders. The funders varied by institution, relating to mission and recent investment and/or debt-refinancing activities. Governors at the research-intensive Russell Group university, Yew University, and those at the University of Beechwood, which has aspirations to dramatically enhance its research capability and standing, were much more likely to identify the research funding councils as key stakeholders, although several noted these relationships are usually mediated elsewhere. Some lay governors identified the Government as the ultimate source of funding. One noted, "it's justifiable for them to try and ensure that we are spending our money in an appropriate way and achieving value for money" (Y_4).

Governors at the University of Aspen, which raised significant amounts of debt to fund the new campus, and at Maple University, which recently refinanced all of its debt, were more likely to identify financial institutions and third-party debt guarantors as key stakeholders. These stakeholders were seen as more directly related to the governing body itself. At the former, the Clerk noted the guarantor "ultimately have the power to get rid of the SMT and the Board" (A_13). Yew University had also recently raised some additional debt and as such, one lay governor noted, "if you go out and issue debt, then you've got debt holders who are stakeholders" (Y_3).

Comparisons with previous research

Higher education scholars have described a shift from universities as a republic of scholar to stakeholder organisations where institutional autonomy is the basis for strategic decision-making by leaders who are assumed to see their primary task to satisfy the interest of the major stakeholders and where the voice of academics is one of several (Bleiklie & Kogan 2007). Findings from this study provides the first evidence of who governing body members actually perceive as their stakeholders and support the idea that governing body members are taking wider stakeholders into consideration. The type and importance of local stakeholders varied by university and were largely aligned to their mission.

As part of the discourse regarding universities as stakeholder organisations, scholars have described external, lay members of European university boards thus;

> "External stakeholders tend to see themselves as more as representatives of outside interests (form 1) than as upholding the core values of the institution as seen by society and defined in the institution's statutes and mission statements (form 2)."

> Adding, “core academic values may be replaced by short-term views and criteria focusing on the needs of the economy.” (Amaral & Magalhaes 2002, p 15 & p18)

Relatedly, UK scholars have suggested those governing body members with corporate backgrounds in effect represent business interests (Buckland 2004). Findings from this study do not support the assertion that lay governors perceive themselves as representing external interests, other than at Yew University. The Yew Chair observed “when you look at Council, we bring people on who are representative of the external world in some ways, but also have empathy with the student population and our staff” (Y_1). There, ethnically diverse members noted they feel in some ways representative of the local community.

Governors made more references to the charitable objectives and underlying institutional mission than they did external influences when describing the governing body’s overarching purpose. That is not to say that governing body members are not supportive of their universities becoming more attuned to stakeholders and stakeholder perceptions. Aspen lay governors encouraged the Executive team to undertake a stakeholder perceptions audit, a practice common outside of higher education but still unusual in universities.

6.3 Overview of findings relating to governors’ views regarding influences on and actual perceptions of governing body roles

The original research questions were posed thus – How do members understand their roles and what are the influences on their perceptions? The interviews, according to the guide, explored roles first, followed by influences. The findings from expert informants were presented accordingly. In practice, particularly at case level, participants described many different influences as they discussed other topics such as purpose, stakeholders, and roles. As such, the findings regarding influences were a combination of the direct answers to interview questions, but also, influences detected by myself in analysing the data from each interview. In the remainder of this chapter, and in the cross-cutting themes presented in Chapter 7, influences are presented before roles. This is because influences reflect important contextual information within which governors’ perceptions of roles can be better understood and/or explained.

<u>Influences</u>

Overall, there was much greater consensus amongst participating governors with regard to influences on governing body roles than the roles themselves. Ahead of the case studies presented in the second half of this chapter, two tables are provided below. The first, Table 29, illustrates key influences identified by the majority of governors by case study. Any influences receiving less than a majority but at least a few are annotated with an asterisk. Consistent with the findings from the expert informant interviews, the influences are grouped by internal, external and individual influences. The influences identified by the majority of governors from at least four of the case studies were fairly evenly spread across the three potential sources of influence and included the Vice-Chancellor’s approach, organisational culture, governing body attributes, the Office for Students, the introduction of tuition fees, and their own personal experience governance in other executive or non-executive posts.

Table 29: Key Influences on governor perceptions of roles by case study

Influence/case	Aspen	Beechwood	Maple	Oak	Yew
Internal					
Vice-Chancellor's approach	Yes	Yes	Yes	Yes	Yes
Organisational culture	Yes*	Yes	Yes	Yes	Yes
Governing body attributes(1)	Yes	Yes	Yes	Yes	
Chair's approach		Yes	Yes	Yes*	Yes
The situation	Yes		Yes	Yes	
Governing documents		Yes*	Yes	Yes*	
External					
The Office for Students	Yes	Yes	Yes	Yes	Yes
Tuition fees	Yes	Yes	Yes	Yes	Yes
Competition for students	Yes	Yes	Yes		
Pandemic	Yes*			Yes	
Sector scandals	Yes*	Yes*			
Practices in other sectors				Yes*	Yes*
Individual					
Exec & non-exec experience	Yes	Yes	Yes	Yes	Yes
Personal characteristics	Yes		Yes		Yes**
Available time	Yes			Yes*	
Time in post/ Knowledge	Yes*	Yes*			

Source: 61 governing body interviews across five case studies; (1) composition, member characteristics and committees; *denotes fewer mentions; ** includes motivation to join/values

Perceptions of governing body roles

Table 30, below, illustrates the key roles identified by the majority of governors by case study. Governors expressed a range of perceptions with regard to their roles. These are discussed more fully in the following case studies. Overall, the majority of governors at all five university case studies identified two strategy-related roles – approving strategy and contributing to it; three oversight-related roles – monitoring performance, assuring compliance and identifying risks; and one support-related role – providing expert advice. The majority of governors at four of the case universities identified a further three roles – agreeing key performance indicators and targets, understanding the student experience and acting as a critical friend. Each of these roles align to one of the three role clusters.

The first key finding regarding governing body roles from the institutional case studies relates to the role clusters originally identified by Zahra & Pearce (1989), first described in the analytical framework in Chapter 2. The original role clusters were identified as *strategy, control* and *service*. Based on expert informant feedback, I amended the cluster titles. Oversight-related roles replace *control* and support-related roles replace *service.* Based on the case research, I added a fourth role cluster - culture-related roles.

Table 30: Roles by Cluster and Case

Role/university	Aspen	Beechwood	Maple	Oak	Yew
Culture-related					
Influence culture & values		Yes		Yes*	Yes
Strategy-related					
Approve strategy	Yes	Yes	Yes	Yes	Yes
Shape/contribute/ collaborate	Yes	Yes (set direction)	Yes	Yes	Yes
Incl. HR		Yes	Yes	Yes	
Incl. academic	Yes			Yes	
Agree KPIs & targets	Yes	Yes		Yes	Yes
Make senior appointments	Yes (& remove)				Yes
Agree risk appetite & risks to strategy			Yes		Yes
Oversight-related					
Monitor delivery of strategy & scrutinise performance	Yes	Yes	Yes	Yes	Yes
Ensure/assure compliance incl. academic	Activities; compliance*	Yes	Yes	Yes	Yes
Identify risks	Yes	Yes, incl. lessons learnt	Yes	Yes, incl. mgmt.*	Yes, incl. mgmt..
Understand student experience	Yes		Yes	Yes	Yes
Agree Executive remuneration	Yes	Yes	Yes		
Understand staff experience		Yes		Yes	Yes
Support-related					
Provide advice	Yes	Yes	Yes	Yes	Yes
Act as critical friend	Yes		Yes	Yes	Yes
Support Executive		Yes	Yes		Yes
Represent stakeholders	Yes – staff & students	Yes - staff			Yes – all
Help understand external stakeholder	Yes			Yes	
Enhance legitimacy		Yes			Yes*
Make introductions			Yes*	Yes*	Yes*

Source: 61 governing body member interviews across five university case studies; *denotes fewer mentions

A high-level discussion regarding the findings on influences and roles follows after the individual cases.

6.4 the University of Aspen

6.4.1 Introduction

The University of Aspen, comprising several colleges founded from the 1920s onwards, became a University College in the late 1990s and subsequently gained full university status as a Higher Education Corporation. The university's strategic focus is on social impact and support for enterprise, primarily within its county. It gained recognition internationally for its commitment to social innovation and entrepreneurship and nationally for enterprise. During the 2010s, it raised a large sum of capital and developed a purpose-built campus.

The university earned a Gold rating in the inaugural Teaching Excellence Framework. It is ranked in the bottom quartile of providers, with minor improvements and falls over the past several years. The university has suffered double-digit declines in student number since the removal of student number controls in 2015.

The current Vice-Chancellor joined the university more than five years ago from another Post-1992 university. The Chair joined the Board a few years after the Vice-Chancellor's arrival and recently became Chair. This is his/her first Chair role. Governance arrangements evolved over time. When it received a university title, its Board and committee structures were large in number; the Board met four times a year. One member described;

> "10 years ago, the Board meetings were extraordinary […] Execs just thought it was a terrible Board […] they used to provide little issues for us to work on […]. They thought this would just distract us." (A_8)

A previous Chair, on the arrival of the current Vice-Chancellor, reduced the Board in size, with members appointed to oversee delivery of the campus development. Board meetings more than doubled in frequency, and the committee structure was streamlined.

The recent iteration followed the campus opening and drew on governance effectiveness reviews and member skills audits. The Board has significantly increased in size. Committee structures and Board protocols have been revised. The Board now meets ten times a year. It has five sub-committees, excluding a Finance committee but includes one relating to innovation and another academic governance. Board members spoke of being pleasantly surprised with the university's "more executive, private sector kind of set up", along with its "very commercial approach" (A_4; A_7).

Thirteen governors participated in the semi-structured interviews. An overview of participants and lay participant sector profiles are provided in Tables 27 and 28.

6.4.2 Governing body member perceptions of influences

As noted previously, governors' views regarding the key influences on their perceptions of their roles were gathered in two ways. First was via an interview question. Second was in analysing the responses to other questions in which governors made references to influences. Those identified by a majority of governors are presented in Table 29. They are grouped as internal, external and individual and discussed more fully below.

Internal influences

Whilst the majority of governors did not explicitly identify internal influences, three were detected. These are; the situation – including the institution's phase of development and its financial position; Vice-Chancellor preferences; and governing body attributes. A few members mentioned organisational culture.

Governors identified opportunities and obligations presented by the new campus. The Clerk noted the Board experienced an "existential crisis" once the project was complete; they reconsidered their role and priorities for the coming year and "influencing their own agenda, and trying to make it a bit less about being the passive recipient of information" (A_13). A lay member observed, the new "campus is seen as a catalyst to renewal and growth" (A_6). But, with significant debt to service, the university "needs to be a dynamic business going forward for it to survive" (A_6).

The new campus has also directly influenced two aspects of the governance structure, and relatedly, governing body roles. The first is the decision to create an Innovation Committee, described by the Vice-Chancellor as allowing "us to pitch projects and talk about things you might not otherwise take to the full Board […] And we get early feedback" (A_11). The second is the need to take all financial matters at the full Board, not to a committee. This is a requirement of the debt guarantor. Although this could be seen as an external influence, the Board accepted these terms, so it is treated as an internal influence. The sense of responsibility was palpable. The Deputy Chair described "the enormity of the responsibility [given] you have trustee status, and the fact that if there were any financial things that come up, they'll come crushing around on you" (A_2).

Governors made indirect references to the Vice-Chancellor's preferences which influence Board roles. These include his/her approach to the Executive Group structure and access to information. A couple of lay members noted the benefits of the lean management structure and strength of the Vice-Chancellor and Chief Operating Officer, in particular (A_1 and 4). Others noted the challenges the lean team presented in terms of succession planning as well as concerns regarding the ability of new members to integrate into the long-established Executive team, with new appointments requiring Board-level sponsorship (A_2 and 7).

The Vice-Chancellor's approach to access to information has also influenced how Board members perceive their roles. An internal member noted that although "formal power sits within the governing body, […] the university's management team has a lot of informal power as well, in terms of how they represent information to the governing body" (A_12).

Board-level governance arrangements and governing body attributes, including Board size, characteristics, committee structures and meeting practices have altered significantly *twice* over the past ten years. Committee structures and meeting practices including agendas indicate a great deal about anticipated governing body roles. The Board's decision, after review, to continue with frequent Board meetings which must incorporate financial items and relying on the Audit and Academic Assurance Committees to oversee these areas, indicates direct Board oversight of finance-related matters as well as performance. The

Audit Chair applauded the fact it "tries to operate as a Board, not a series of committees which meet quarterly" (A_3).

Three members made explicit references to the organisational culture of universities compared to other sectors. One lay member noted, "academia works at a sort of glacial pace which is quite a shock to the system of anybody who is working in a more commercial environment" (A_3). Another new member remarked "in 2008/09, the focus in the public sector was almost 'let's do a tick box exercise with governance'" and cautioned against universities doing the same (A_7). A third lay member with health sector experience drew parallels between health and university governance, observing, "If I had studied for ages to become a professor or some leading academic or a doctor, I too would bridle at the thought that some 'distant commercial dudes' were actually heavily influence what I was doing" (A_4).

<u>External influences</u>

Governors broadly agreed regarding external influences, with the majority mentioning at least two of the three key factors. They were most likely to identify the relatively new regulator as a significant external influence on their roles (A_1, 2, 4, 5, 6, 11, 12, 13). Members identified *five* different impacts of the OfS on Board roles, including greater focus on the student experience and academic matters along with the need to pro-actively manage the following risks: that of becoming too process-focussed; that of relying on metrics and missing the holistic student experience; and that of institutional failure given the lack of a "safety net" (A_4; A_11; A_1 and 5, A_6; A_12).

Numerous governors identified the removal of the student number controls as having a direct influence on the work of the governing body (A_3, 5, 8, 10, 11). One lay member noted that higher education is "transformed now into a competitive market […] It's forced universities to be even more focussed on students" (A_5). The Vice-Chancellor feared the Board did not "fully appreciate the significance of that removal […] and how it has potentially put us more at risk in terms of finance" (A_11). A lay member noted that whilst "the new campus [investment] assumed flat student numbers," given the removal of the cap, the University has had to "change our [entry] criteria because finance has become a dominant driver for the university" (A_3). It is also seeking other diversification opportunities given the shortfalls in student numbers. With no safety net, one long-serving lay member observed, "We should decide on the partner we want now, and get into bed with them, rather than be forced, if things go wrong, to take a partner we wouldn't necessarily suit" (A_8).

The final key external influence was the introduction of fees (A_2, 3, 8, 12). Two long-serving members noted a "fundamental change in the balance of power" within the institution away from academics towards management and lay governors as well as a "transformation in the relationship between staff and students, for the better" (A_3 and A_8). An internal member cautioned regarding "this equivalence of students and consumers" as it detracts from the Board's focus on contributing to the wider society and quality of degree programs (A_12).

A few of governors made mention of two further external influences – the pandemic (interviews took place at an early stage of the pandemic) and sector scandals. The first was raised at a strategic level with regard to sustainability issues across the sector as well as at a practical level with regard to how Board members can contribute to the institution under current circumstances (A_5 and A_13). With regard to the sector scandals, the Chair observed, “We’re all terrified of the DeMontfort experience […] I don’t think we needed to make any changes to the way we govern, but […] the personalities and the group of individuals is so important” (A_1).

Individual influences

The Vice-Chancellor noted the important roles played by governors as individuals;

> “this is not an AI system, this is not all done on automation. […] You’ve got different people with different ideas. All want the same ultimate goal, which is for the university to be successful, but they have slightly different ideas of how you get [there].” (A_11)

More than three quarters of lay governors along with one internal governor made explicit references to their executive and/or non-executive experiences when discussing how they perceive their roles on the Board (A_3, 4, 5, 6, 7, 8, 10, 12). Three lay members have senior executive experience in multinational consumer products and services businesses. Each described how that influenced how they viewed students as the “first and foremost” stakeholder, noting “the consumer is our boss” and the importance of the Board understanding the student journey as a “customer experience” (A_4, A_5, A_6).

Several members raised issues regarding the extent to which the leadership of the university, including the Board, engage with academic and professional services staff. A member with health sector experience compared academic staff to medical professionals (A_4). One academic lay member noted the opportunity for universities to improve recognition for the role played by professional services staff (A_10). A further lay member queried why universities accept such low participation rates by academics in activities such as staff surveys, noting,

> “They say academic staff are different. Well, people who work in large companies tend to be pretty bright [...] the engineers, for example, […] and yet you can get them to understand the direction the business is going in. It would be ridiculous if they didn’t understand that.” (A_8)

Five governors also made references to their other non-executive director experiences and how it related to their experience at the university (A_3, 4, 5, 7, 8). Two lay members (A_3, 5) applauded the fact that more takes place at the full Board level, rather than in committees. A long-serving lay member explained, “I don’t see it as very different from being on the Board of a company, actually, except you don’t get paid” (A_8).

All except one governor referred to the greater diversity of personal characteristics, experience and expectations as an influence on governing body roles (all except A_10). This, in part, relates to the increase in the numbers of younger, female and ethnic minority

members, resulting in a "more culturally diverse Board" (A_6 and A_9). A number of lay governors, in particular, noted the important perspectives provided by the staff and student governors (A_1, 3, 4, 7, 10). However, the academic member raised an issue of lay governor skills and experience, questioning its legitimacy:

> "how can you govern something where you don't have experience? So, unless you have a governing body where [a majority] of people have worked in this environment […], how can you actually govern it?" (A_12)

The majority of governors identified a further influence, namely, available time. Most related this influence to the frequency of the Board meetings along with its decision to shift to more governors in full-time executive positions (A_1, 2, 3, 6, 8, 10, 13). A long-serving lay member, cautioned,

> "a lot of the new members have full-time [jobs], or pretty busy lives. The old model was people who had left their main employment […] they had the time. […] We did have problems occasionally with people who weren't in that position […] and just couldn't keep it up." (A_8)

The Chair described efforts to avoid the historic problems faced when they increased both the number of meetings to 13 and the proportion of working governors, which "broke" the system, with four or five lay governors resigning. Adaptations include a small reduction in the number of meetings, delegating discussions regarding innovation to a committee and conducting half of the meetings virtually (A_1). A few members attribute the introduction of the 12-month probation period as a means to remove lay members who cannot fulfil their obligations.

A few governors also raised an additional individual influence on Board roles, namely, the time it takes to understand their roles and the higher education sector (A_1, 2, 9, 13). A new lay member recalled "one governor told me it took him three years to really understand what his role was about" (A_9). The Chair observed it took him about two years to realise what the Board was "about" and "it is hard for you as an external when you join […] there's so much you don't know" (A_1). The Deputy Chair cautioned that not only do lay members need to learn about higher education but, if recruiting lay members for their higher education experience, you also need to ensure they have a sufficient understanding of financial matters (A_2).

6.4.3 Governing body member perceptions of governing body roles

When discussing roles, in addition to noting the governing body restructuring, a significant number of governors raised the distinction between governance and management (A_2, 3, 4, 7, 8, 10, 11). One member observed, "'the job of a non-executive is not to run the company properly. It's just to make sure that the company is run properly'" (A_3). Another described the governing body being at a different "level" to management (A_10). The Vice-Chancellor identified the "demarcation" and "boundary" between governance and management, noting that any "overlap is to be articulated beforehand and understood" (A_11).

Governors identified roles aligned to the higher-level role clusters adopted in this study, namely, strategy, oversight and support, as set out in Table 30. They placed greater emphasis on their strategy and oversight roles.

Strategy roles

Governors generally agreed they have a role in strategy development and the Vice-Chancellor sought contribution from *some* of governors in the process of developing institutional strategy (all except A_7). The Deputy Chair noted, "It's [the VC's] job to present a strategy to the Board in a way s/he wants the university to go" (A_2). The Vice-Chancellor explained the strategy is "crafted, well mostly by me […] in consultation […] with the senior team and some members of the Board" and it "is the job of the Exec, not the Board, to come up with the strategic direction of the university, for the Board to approve and then to support [it]" (A_11). The Chair observed, "it wasn't [the Board's] strategy" (A_1). S/he, along with several other governors, expressed a desire to have greater, earlier, input into strategy formulation (A_1, 3, 4, 10, 13).

A lay member noted frustration as the Board is "allegedly accountable for the academic character […] and have very little real influence over it" (A_4). The Vice-Chancellor described how the Board indirectly influenced strategy through decision-making: "we've got two or three projects that do require board […] approval because they will change the educational character of the university. That's a board-level decision" (A_11).

Several members identified an emerging Board role, namely, contributing to academic portfolio management and its relationship to strategy (A_1, 3, 4, 6, 12, 13). They stressed the nature of involvement; "very much in a strategic way, rather than anything operational" and to "encourage innovation […] but not […] how it's delivered" (A_6 and A_1). Another lay member flagged the need for the Board "to be fairly clued up on the macro issues" in higher education, noting the advantage of lay senior academics on the Board (A_8).

The academic member raised a different aspect of institutional strategy, namely "the transition into university status from being a college", with "a lot of legacy processes […] and staff, and mentality" and "finding our new identity as an HE institution" (A_12). A few governors described the Board's role in encouraging the appointment of a Deputy Vice-Chancellor to lead the faculties, research and library services (A_2, 8, 13).

The majority of governors agreed the Board has a role in approving key performance indicators and targets (A_2, 4, 7, 8, 10, 11, 12 & 13). Again, these are proposed by the Executive "because they have the overview of the resources they need," but the Board is responsible to "make sure that they are realistic" (A_2 and A_10). The university has more than 40 key performance indicators "because they're looking to help make the higher level KPIs more directly relevant to each member of staff, in theory" (A_4). Twelve are deemed to be Board-level KPIs which are "flexible" and re-assessed each year (A_11). Yet, governors expressed concerns; "for a lot of the key elements of the strategy there isn't a sufficiently responsive KPI", the risk of losing sight of the "end objectives", and a fear "they're just largely ignored by the staff teams […] because there's too many of them" (A_4, A_7 and A_4).

The majority of members also recognised the appointment of designated senior management post holders as a key governing body role (A_1, 2, 5, 8, 9, 10, 11, 13). The Chair described the appointment and dismissal of the Vice-Chancellor as the "ultimate authority that we have" (A_1). Given the relatively long tenure of the Vice-Chancellor and the lean senior executive team, several governors expressed concerns regarding senior management succession planning (A_1, 8, 9, 13).

Fewer governors identified two additional strategy-related roles. The first was encouraging a longer-term perspective. One newer lay member noted it is the "Board's primary responsibility to make the organisation more strategic" (A_7). Another added, "it's our job to keep trying to look anything from 18 to 60 months ahead because the Executive are too caught up in the day-to-day" (A_3). Governors also identified a role of regularly testing the alignment between activities to strategy and, occasionally, strategy to purpose (A_1, 6, 7, 9). As described by the Chair,

> "there's lots of stuff that goes on and I think the Board's responsibility is to say, 'yeah, I know this stuff goes on, but didn't we say we were going to be doing the following four things?'" (A_1)

Another member describes the "tricky, perilous journey for a university to take, to grow and diversify", and the need for the Board to remind the Executive of the institution's "higher purpose" including a greater focus on the community (A_6 plus A_7, 9). The Deputy Chair noted an important relationship between the Board's strategy and oversight roles. That is the need to know "what the Vice-Chancellor is expected to do" and "where s/he is headed" in order to "hold him/her to account" (A_2).

Oversight roles

Only the Vice-Chancellor clearly articulated the Board's oversight role; to "make sure that we're doing what we said we'd do […] oversight of major projects, oversight of data, direction of travel, what's good, what's bad in the university" (A_11). However, several oversight-related roles were detected. Some governors viewed their role of testing the alignment between mission, strategy and activities as part of their oversight responsibilities (A_1, 4, 6 and 7). One added, "one of the key roles for the Board is to […] control the diversification" (A_6). The Audit Committee Chair stressed the importance of assurance "because you're not there" and noted the Audit Committee can instruct internal audit to dig into areas (A_3).

Governors also mentioned the Academic Assurance Committee (A_1, 2, 3, 7, 8, 10, 11). The Chair described its genesis; "The Board seems to be now more responsible for academic delivery than it was before […] but I didn't know what I was approving. So, the Academic Assurance Committee […] was established" (A_1). The lay academic who chairs the committee added, it was "set up to do the detailed scrutiny" and whilst it doesn't "absolve [the Board] of responsibility […], it gives them comfort" (A_2). The Audit Committee Chair noted, "I am simply not competent to assess the academic side of the university" (A_3).

Several governors indicated a role in overseeing performance (A_1, 3, 4, 5, 10, 11, 13). One lay governor noted that whilst “strategy development and implementation are Exec roles, you must have oversight of that to check that it’s taking place” (A_5). The Chair observed, “we’ve not been very good at then following that up a year later and seeing whether those things have actually gone on. We’re not that operational as a Board” (A_1). The Audit Chair added, “It’s undeniable that there are items that keep coming back […]. So, […] you wonder quite how effectively the challenge role is being performed if it’s not achieving anything” (A_3).

Views differed regarding how systematically KPIs were reviewed with lay members, with two identifying a lack of explanation regarding what’s really driving performance (A_4 and 10). In parallel, internal members noted “there doesn’t seem to be a lot of push back around ‘ok, let’s dig a little bit deeper into this and see what is happening’” (A_12). Once disappointing outcomes are previewed, “it’s almost like a get out of jail free card […] nobody bats an eyelid” (A_13). Another lay member noted that despite the frequent Board meetings, there really isn’t sufficient time to challenge, adding “if this were a malevolent Exec, could it pull the hood over the Board? Yes, probably […] There’s a big part of trust and integrity that’s required in the Exec” (A_6).

The vast majority of members, particularly lay, described a role in overseeing the student experience (A_1, 2, 3, 4, 5, 6, 8, 10, 13). As articulated by the Chair;

> “we have a responsibility for our students’ […] well-being, delivering the right sets of skills, the right capabilities, taking people from one place to another and transforming their lives […] We are very keen to gain understanding and pressing the Exec around the student experience.” (A_1)

One lay member described an advocacy role: “You need an external perspective and somebody who actually challenges and puts the student voice forward” (A_4). Generally, members applauded the presence of students as members of the governing body to assist in the understanding of the student experience. However, both this, and the National Student Survey, were seen as necessary, but not sufficient.

The Vice-Chancellor described the Executive’s responsibility to “provide the information required by the governing body for them to do their job effectively” (A_11). In parallel, a majority of lay governors identified a role to sense-check information provided by the Executive (A_1, 2, 3, 5, 6, 10). The Chair noted the importance of “remaining aware of what’s going on in the institution” (A_1). Another lay member described the need to “pick-up informal things that are coming from students and staff members who you meet informally” (A_5). Some members said historic practices, which enabled the Board to gain such insight such as open meetings with staff and Board sessions with Deans, had lapsed (A_1, 2, 3, 5). Newer members identified the importance of gaining insights beyond those provided by staff and student governors (A_7, 10).

Several members mentioned the Board’s role with regard to risk (A_3, 5, 7, 8, 11). One lay member described it as “no different from any other board. The Board should be mindful of risk” noting “risk management is well placed at the university, its good. It’s on a par with

other public and private sector institutions I've been involved with" (A_5). The Vice-Chancellor stressed the need for the Board to consider both risk and opportunities (A_11).

There very limited mentions of the Board's role in overseeing compliance with external requirements. Besides the roles of the Audit and Academic Assurance Committees, only the Chair noted "we'll work to make sure that we're within the law, the regulation" (A_1). Another lay member noted the need to "make sure we comply with rules of charitable bodies" (A_4). The Clerk mentioned "making sure the organisation is compliant with all the legal, regulatory framework" as part of the Board's role in overseeing financial sustainability (A_13).

<u>Support roles</u>

No one support-related role was identified by a majority of governors. Almost half of the governors identified a "critical friend" role (A_1, 2, 10, 11, 12, 13). The Chair noted; "Being a VC or senior leader in a university is a hard job […] so […] I am very disappointed when people on the Board think it's not a collective responsibility to be supportive […] but […] we have to be critical of people" as well (A_1). An internal member noted the "different interpretations of what challenge and support look like" (A_12). The Chair explained two previous lay members "had to leave" because they were challenging without being constructive (A_1).

Several governors identified a role in leveraging their skills and experience to provide expert advice to the Executive (A_4, 6, 7, 8, 11). One long-standing lay member noted,

> "you're looking for a series of different skills sets […including] people who have a familiarity with university life […]. The rest of us lay members […] generally bring a specific skill set to bear […] somebody with a legal background, a financial background, audit, […] increasingly somebody who understands […] IT and ideally someone who's good on the HR side of things." (A_4)

The Vice-Chancellor observed "the real value for me is what they bring in terms of their own professional lives, professional backgrounds and their stakeholder groups as well" (A_11). One lay member said, "it's up to the Board to provide some diversity of views […] as to what type of ventures make most sense" (A_6). A newly recruited lay member noted two benefits of diversity: the Board does not become an "echo chamber" and governors can learn a lot from each other (A_7). Building on this idea, another lay member described the student and staff governors as "expert resources […] in terms of understanding the student experience and realities of daily life and what issues need addressing […] for example […] mental health" (A_4). Several members noted the benefits of having lay academic members (A_2, 3, 8, 12).

Another support-related role was detected – namely, encouraging the Executive to better understand stakeholder perceptions. One lay member described the opportunity for the Executive to gain a more holistic understanding of the student experience. S/he noted the limitations of metrics, often defined by the regulator, which don't "really tell you a story about the student experience" (A_4). Others expressed concerns regarding the experience

of staff based on recent staff survey results, noting very low participation rates and significant discrepancies between professional services and academic staff feedback (A_4, 8, 9, 12). The Board's interest extended to external stakeholders. Several members mentioned preliminary findings from a recent perceptions audit conducted on behalf of the university (A_6, 7, 8, 9, 13). One noted the university historically had a "very low-key awareness in the community" and given its recent investment and social impact mission, it was vital for the university to "understand what the local community think about the place" (A_6).

The final support-related role mentioned by several, primarily student and staff governors, is that of representing stakeholders. The importance of these representative roles was identified by several governors (A_2, 4, 5, 10, 12). Governors were largely supportive of the active role played and contributions made by student governors. Although one noted the risk of an "overreliance on inevitably a partial view because however representative the Students' Union are […] that's only one particular view of student life" (A_5). The academic member noted staff representatives are "the grass roots level representatives of the organisation […] to the 'customers'" and as such play a representative role in two directions (A_12). A few governors identified the perils of being a staff governor (A_2, 4, 10). One noted "it is difficult for anyone whose boss is also in the room to maybe be more frank and challenging and robust" (A_4). The Deputy Chair, who served as a staff governor at another university, described the staff governor role as "the worst job ever", adding "you're expected to be an advocate on one side and to toe the line on the other" (A_2).

6.5 the University of Beechwood

6.5.1 Introduction

The University of Beechwood, a Post-1992 university founded as a college in the late 1960s and as a university by the 1992 legislation on its main urban campus, is the second university case study. As a Post-1992 university, it is unusual in having placed research at the centre of its mission and strategy some time ago. Its aspiration is to be a 'new kind of university' ranked in the top 25% of UK universities overall. Despite earning a Silver in the inaugural Teaching Excellence Framework, it achieved significant improvements recently, and is now in the second quartile across several rankings. The university has experienced slight declines in student numbers since the removal of controls.

The current Vice-Chancellor joined the university some time ago from a Pre-1992 university. The appointment aligned to the then governing body's decision to reposition the university towards research. The current Chair joined the university Board a few years after the Vice-Chancellor's arrival and became Chair a year later. The leadership team conducted a more recent strategy review, with a significant emphasis on engaging with staff as part of the process, described by some as "bottom up" as opposed to "top down". *People* have joined *research* at the heart of the latest strategy. The Board conducts its activities across seven Council meetings per annum, including a strategy day. It has five sub-committees, including one focussed on performance.

Twelve governors participated in the semi-structured interviews. An overview of participants is provided in Table 27. The sector profile of lay participants is provided in Table 28.

6.5.2 Governing body member perceptions of influences on governing body roles

The key influences on the perception of their roles identified by the majority of Beechwood governors are illustrated in Table 29 and discussed below.

<u>Internal influences</u>

The first two internal influences – the Chair's style and the Vice-Chancellor's approach – contribute, in part, to the overall Board culture, treated here as distinct from organisational culture. A staff member noted the Chair has "definitely established a very inclusive culture on the Board" (B_10). An academic member noting the biggest surprise on joining the Board was that "the Board listens" (B_9). Several members noted the Chair spends time on campus, outside of the normal meeting cycle, and promotes an open dialogue with staff and student groups alike (B_7, 11, 12). By attending all-staff briefings, to discuss and address staff questions, the Chair puts a spotlight on the Board's role (B_11, 12).

As previously noted, the Vice-Chancellor described the Board and Executive as "one big management team" (B_8). Members noted greater receptivity of the Executive, led by the Vice-Chancellor, to challenge from the Board and a "willingness to learn" (B_12; B_4). Whilst historically the Executive held the Board at "arms-length" (B_3), several members described an improvement in transparency and levels of information provided to the Board, citing the historic health and safety breach and staff satisfaction issues as examples of active engagement (B_3, 6, 7, 9, 11, 12). An academic staff member observed, "Our Executive and Board […] work relatively harmoniously" (B_9). The departure of less constructive lay members underlines the Chairs' commitment to a cooperative Board culture (B_4, 12).

One committee chair expressed concern about whether the Board was challenging the Vice-Chancellor enough, noting "a lot of that is done outside the Board meetings. You can't really do it in the Board meetings because you haven't got the time and the blend of people isn't good" (B_4). A lay governor observed environmental uncertainty may be underpinning ongoing changes in Board culture. S/he noted; "there has been so much change and uncertainty out there that nobody is an expert anymore […so], at the moment it's very much a 'we're going on this together'. […] we're all slightly in discovery mode." (B_7)

Governing body composition was also identified, often indirectly, as influencing governing body roles. There are three key dimensions to this. The first relates to the skills, experience, and level of engagement of the governing body members themselves. The second relates to the size of the governing body which then inter-relates with the third dimension, committee structures. With regard to composition, the Vice-Chancellor noted a

> "deliberate decision, by the previous Chair, that the Board needed to be engaged, not distant. It needed to be expert. And it needed to sort a diversity problem […] There are many more people, including women, of working age, who come from throughout the [region] and it's a much more engaged Board." (B_8)

One academic member suggested in the past a greater number of members who "represented" regional local authorities and regional higher education institutions provided better linkage to regional stakeholders (B_11). More than one governor, including the Vice-Chancellor, noted the potential benefits of having more members with leadership experience in other relevant universities (B_2, 6, 7, 8, 10). Both the Chair and other members noted the nature of internal governor contribution depends on the level of engagement. Staff have engaged well with the Board whilst student engagement has been more variable (B_1, 10, 11).

Governors stressed the significance of committees in the terms of how they perceive their roles. First, several members described the roles in relation to the committee structure in which the terms of reference of the main committees include a greater focus on *people* and *institutional performance* than the CUC "template" committee structure of audit (and risk), finance and remuneration. Committees also facilitate the division of roles, the deployment of member skills and the functioning of a large Board. As described by one of the committee chairs;

> "the chairs of those committees take that role responsibly and I think the other governors, to a lesser or greater extent are very engaged and contribute massively and others tend to sit back and only contribute when directly asked. It isn't a negative thing. I think it's just the nature of the size of the Board." (B_3)

The emphasis placed, particularly by lay members, on the committee structure brings into question committee membership. Often, internal governors, including the Vice-Chancellor who cannot be a full member of the Audit nor Remuneration committees under the guidance, are only committee observers, as is the case here.

Several governors mentioned governing body size when discussing roles. Despite the Chair's inclusive approach, "a weakness in having a Board with this size is you need people to drive decisions and you shut people up basically" (B_3). Here, the committee structures were described as a necessary construct to facilitate more effective engagement of such a big governing body, allowing the time for the more detailed, expert scrutiny and input.

Governors also identified aspects of organisational culture as influencing their roles (B_2, 4, 5, 9). This included a lack of focus on and difficulty in implementing strategic plans. A lay member noted the change journey "hasn't been fast, but to be honest, I don't think it could have gone much quicker probably without causing severe upset, because they [academics] are a bit touchy, they are a bit precious and quite selfish by the nature of what they do" (B_4). This was echoed by an academic member: "one of the things […] I find extraordinary yet wonderful in higher education, especially here, is it is very difficult to mandate an academic to do anything" (B_9).

<u>External influences</u>

There was broad consensus regarding external influences, with the majority of governors mentioning at least two of three key factors. Several members mentioned the increasing competitive nature of domestic and international student recruitment and research grant

applications as influencing the Board and sub-committee agendas (B_1, 4, 6, 9, 10). The Chair noted the need to consider how the university "maintains relevance for students" and "identify the institutional competitive advantage" (B_1). A staff member noted "we spend more time looking at marketing things and having reports on student recruitment" (B_10). Other members noted the importance of understanding how institutions are responding to the demographic dip and the adoption rates of different models such as degree apprenticeships and foundation provision (B_4 and 7).

The Chair, Vice-Principal and Secretary identified the new regulator as a key external influence on governing body roles. The Chair queried if the university and the sector at large have the trust of the public and the regulator (B_1). The Secretary noted the "plethora of ways in which we are forced to be more transparent in the data that we put out into the public domain" (B_12). A new lay governor noted the OfS regulations "provided a degree of clarity about what the regulator expects us to do in relation to academic quality and standards" (B_6).

Primarily internal members identified the significance of students as customers given the introduction of student tuition fees (B_5, 9, 10, 11). One staff member noted student engagement is

> "higher than it used to be and I think you can trace that back to the introduction of tuition fees. Now they are paying customers, they are at the heart of everything we do. That is the mantra; I think it is actually true here." (B_10)

An academic member cautioned against taking this to extremes, citing a colleague who "would encourage students to remember they are not in a five-star hotel ordering room service. They have joined a gym and we have all the equipment and expertise, but unless you make use of it, you are not going to get the results" (B_9). Whilst a lay member noted the sense of personal responsibility in light of "sitting in the context of student, if not as consumer, then somebody choosing to enter into debt between £40,000 and £70,000 […] in order to get a qualification very early in life. I feel a huge responsibility" (B_5).

Two external influences which received fewer mentions were incidents which brought the sector into disrepute and the media. The former was noted by both lay governors and the Vice Chancellor in terms of heightening the focus on the formal oversight Board roles, including with regard to remuneration. The latter was raised due to press coverage of specific events at the university – including the aforementioned health and safety breach.

<u>Individual influences</u>

Members noted how their executive experiences in different sectors including local government, corporate, public services influenced their perspectives on universities in general and governance in particular (B_1, 2, 3, 4, 5, 6, 12). The Secretary noted the similarities between audit committees in different sectors but added "I was thinking 'God, I thought local government were behind the times, but actually they are like 15 years ahead of [here]" (B_12). S/he added "when a lot of universities came out of local government [control], they just kind of solidified" (B_12). A committee chair noted executive experience

"influences what people expect from Boards; some individuals come from completely different board characters […] with a very different purpose" (B_2). S/he also observed "having been a CEO, I'm sure I am more sympathetic to the workload and demands of a board" (B_2).

An academic member observed being more established in one's career makes one less vulnerable in a representative role, adding "my formal role is academic representative; my informal role is lightening rod" (B_11). Whilst another staff member observed, "you rely on your knowledge and experience outside of the Board, and possibly outside the university. That's the lens that you're looking through, so inevitably it is important" (B_10).

Members also discussed their expectations of the roles of others who have different backgrounds. As the Vice-Chancellor explained with regard to governor contribution to organisational culture,

> "we've always benefitted when we've hired governors who have worked in big corporations […] We did go through a phase of people who are very fond of talking at length of their SME experience where you could walk the floor on a Friday afternoon and see everyone. People who have done that, and think they've done culture, haven't really." (B_8)

S/he went on to observe "the representation of industry specialists as non-execs is pretty light. You have employees who are academics, but that's different. And if you were the Board of Rio Tinto, you would have some mining specialists on board as non-execs" (B_8). On the same topic, a lay member observed "you wouldn't necessarily want someone from Oxford […but] somebody who understands what research looks like in a Post-1992 university, probably from one of the bigger disciplines" (B_6).

Internal members thought lay members' skills and experience should be put to greater use (B_11, 12). One lay member identified "the risk of relying on one person to provide experience, or assurance, or challenge in relation to a particular problem. It is a generic problem with any governing body" (B_6). Further, a lay member noted staff are somewhat compromised as "independent scrutineers" given they are paid by the university (B_5).

Finally, a couple of lay members offered differing views on the influence of time in post on one's board role. One noted an advantage, "there is definitely something about how long you are there and you build up your knowledge and experience of the university and you start to build that […] corporate knowledge and you understand better why you are where you are today because you have been on some of that journey" (B_6). However, another questioned if members can remain independent given terms can run up to nine years (B_5).

6.5.3 Governing body member perceptions of governing body roles

When describing governing body purpose, members identified roles relating to strategy, oversight and support. The lay members, in particular, emphasised the importance of their roles in institutional strategy, performance and culture. The roles identified by the majority of Beechwood governors are illustrated in Table 30. Included is an additional high-level role cluster relating to culture and values, discussed first below.

Culture, values and behaviours

Both the Chair and Vice-Chancellor highlighted the significant role the governing body plays with regard to organisational culture. One lay member described it thus;

> "It's probably the most important thing, particularly if you've got an institution going through change […] getting the culture and taking people right with you is absolutely critical. […] The understanding of how the Executive engage staff, and how we're delivering change." (B_7)

Another noted, "living the values is far more important at Board level than anywhere else" (B_5). A third lay member described the previous culture as "absolutely more of a command-and-control way of communicating" (B_6). Another added the Vice-Chancellor "had to change his/her […] leadership style and become much more out there, visible, town hall meetings, all staff meetings. There was a real effort" (B_2). One lay member described it as "I don't know if it's really the official responsibility [of the Board], this engaging with people and getting the best out of people in the organisation […] and it's not easy in a university because of the nature of the people that universities employ" (B_4). With regard to the focus on people, one member observed;

> "They actually see students are the life blood of the university and do feel a true moral, ethical responsibility for them. And I think that's part of the governance requirement that there is an ethical, moral view that you are there on behalf of both students and staff. People matter." (B_2)

Strategy roles

Members agreed the setting of strategic direction is a collaborative endeavour with the Executive which does not stretch to developing it (B_1, 2, 3, 4, 6, 7, 8, 11, 12). One lay member described the process as "the Exec come to us with a draft strategy, and we kick it around in the Board and offer suggestions and perhaps change and shape it" (B_3). Another noted that "whilst the bulk of the work is done by the Exec […] it is very much the governing body's strategy. It's not just a seal of approval" (B_7).

Members also identified a significant role for the Board in sponsoring greater staff engagement in the setting of institutional strategy (B_1, 2, 3, 6, 8, 10, 12). One lay member explained, "it wasn't a natural thing to comment on […] 'How do we get the employees of the university more engaged and feel like they've got a contribution and a stake in things'" (B_3). Another described;

> "a visible switch from what was perceived to be top-down strategy to bottom-up strategy […] partly because of the Board's push to get staff engaged in it. […] the recognition for the need of a change management process, where staff are fully involved." (B_2)

Internal governors applauded the change in approach. One noted "there was very wide consultation across the university, which leads to a far greater sense of ownership for the strategy, and it's more of an incentive for people to deliver on it" (B_10).

Governors made various references to contributions, particularly lay, governors make to functional strategies (B_1, 2, 4, 6, 8, 9, 11). When discussing the scope of strategic development, one lay member noted, “culture is a big one at the moment; student experience is a big one; IT is massive at the moment for us as well […] we actually made a fairly heavy intervention on the IT strategy […] we actually have people on the Board who have done big IT projects” (B_4). Governors noted the ability of the governors to contribute to functional strategies via the committee structure.

Governors agreed that whilst they had no role to play in strategy implementation, they had two related roles, namely, scrutinising implementation plans and setting/agreeing key performance indicators and targets (B_1, 2, 3, 5, 7, 8, 12). One governor noted “when it comes to content, the Board has to be confident and own proposed outcomes […] and the Board really needs to understand and challenge, as necessary, the plan to actually achieve it” (B_2). However, more than one governor expressed a sense of frustration with regard to the process of sense-checking implementation plans and target setting. One committee chair, noted “I don’t think it’s the focus of the Exec or the Board really, in holding to the strategy as set out and ensuring that the infrastructure around the strategy, i.e. the KPIs and measuring performance, are actually aligned” (B_3).

The majority of members noted the governing body delegates the academic direction of the institution to the Academic Board (B_1, 2, 3, 4, 6, 7, 8, 11). The Chair noted the Board’s role in academic matters is “not to change, but to ask questions” (B_1). Another lay member commented, “they don’t ever make any of those massive changes without telling us about it and giving us the opportunity to talk about it” (B_4).

<u>Oversight roles</u>

There was relative consensus amongst governors regarding their high-level oversight roles. Despite misgivings expressed by some members regarding strategy implementation, the university has a unique and long-established emphasis on monitoring performance from a strategic perspective, with a main Board committee dedicated to the topic. Established by the previous Chair and current Vice-Chancellor, s/he noted,

> “It’s easy to write a strategy and you find reality eats it for breakfast […] the governance bit is very helpful in forcing Exec colleagues […] to keep performance and implementation front and centre.” (B_8)

The University Secretary added, “the Board have a lot of […] responsibilities in terms of checking that strategic direction is being followed, but also that it’s amended as necessary” (B_12). The current committee chair noted, “The brief is now quite comprehensive across all the activities of the university” including the four strategic pillars of students, research, finance and people, and added “most years, there’s something that doesn’t turn out to be quite as expected […] and where that occurs, the Board is absolutely on it” (B_2).

In keeping with the Vice-Chancellor’s collaborative approach and focus on performance, the Board has access to a broad array of performance data. One lay governor noted “the university has been very open with the Board about all its surveys that it runs, not just from

students but from staff […] and has been very open and honest about some of the people challenges" (B_6). Several governors cited the Board's focus on staff engagement as originating from a staff survey highly critical of the university's redirection towards research and the associated approach to change (B_2, 9, 12). One academic staff member described the sense that "decisions are made about academics rather than with them. That undermines people's sense of self-worth" adding the staff survey "gives them a voice" (B_9). The Secretary added the Board "put a lot of pressure on the Executive to improve how they manage staff" (B_12).

A few members noted the challenge of refreshing targets over time. As described by one lay member, "keeping the stretch going [..] they have been trying to run the same strategy now in one guise or another […] for almost a decade. Keeping an eye on the strategy, the dispassionate progress, is key" (B_5). Whilst the other committees also monitor strategic developments in finance, IT, estates, human resources and staff and student engagement, this role is not only delegated to committees. One academic member noted "people report to the governing body all the time on the various aspects of the strategy" (B_9).

Virtually all lay members noted the Board's role to oversee compliance with legislative, funding and regulatory requirements although most recognised this as largely delegated to the Audit Committee (B_2, 3, 4, 5, 6, 7, 12). Several members identified an historic publicised health and safety breach as a bit of a wake-up call for the Board (B_3, 6, 9, 12). The Chair noted "the real litmus test of any of this assurance stuff is confidence; is the Board confident in what it's being told?" (B_1). Otherwise, governors did not discuss in any great detail their roles with regard to compliance, except in the area of academic governance.

Board members perceived they delegate academic governance to the Academic Board (B_1, 2, 3, 4, 6, 7, 9, 10, 11). Two governors noted that the scope of academic governance has broadened to include student experience, research performance and student outcomes, and such aspects have recently been added to the remit of the committee overseeing strategic performance (B_2, 6). However, several members noted a concern or caution with regard to the oversight of academic governance (B_3, 6, 7, 8, 11). An internal member noted, "I don't think the Board scrutinises [academic governance] as much as it should […] we don't spend as much time on academic issues as financial" (B_11). A lay member "found it quite difficult as a new governor to calibrate where accountability starts in relation to academic matters" (B_6).

The Vice-Chancellor described it more broadly across the sector as the "elephant in the room - if you accept that the Board fundamentally is custodian in law, then they've got to be in a position where they understand it" (B_8). S/he cautioned "senior leadership across the nation […] is insufficiently engaged at Vice-Chancellor level; it's not good enough […] to delegate to your DVC Teaching" (B_8). One lay academic member observed;

> The registration requirements "provided a degree of clarity about what the regulator expects us to do in relation to academic quality and standards and it is quite unambiguous […] The question is […] 'are we all satisfied?' I don't think any of us has expert knowledge […] Would I genuinely be able to stand up and say 'we did

everything that we possibly could have done'? I don't think I can really say yes." (B_6)

The strategic and oversight aspects of risk-related governing body roles are discussed here as they inter-relate. More than one lay member noted the Board's role in setting the university's risk appetite. One noted, "as a Board, we have agreed given location, size and position and where it is on its development journey […] the university has to take some risks. Some of them will pay off and some of them won't […] it's a new way of thinking for university governing bodies" (B_6). The Board plays a significant role in risk identification, including identifying different scenarios as part of producing its risk register. Relatively recently, the governing body and the Executive had worked on two such scenarios – one pertaining to an event triggering a significant reduction in Chinese students and another based on a pandemic – with the governing body encouraging the Executive to identify opportunities as well as problems as part of this work (B_1, 7, 12).

Several governors described a governing body role in helping the Executive to identify lessons learnt (B_2, 3, 11, 12). Members cited the follow up to the aforementioned health and safety incident. One noted a resultant attempt by the Board to "change the culture and get people to report near misses because that helps you focus in on areas as well" (B_3). An internal member noted; "I think it's one of the things we're very strong at […] what can we learn from this; how are we going to make it different next time?" (B_11).

An additional oversight role identified by several governors was that of agreeing Executive remuneration (B_3, 4, 5, 9, 11). Here, several governors mentioned what one described as "a big incident a year or two ago because they had a long-term incentive deal for the Execs […] They did not get the bonus because they deliberately would budget not to make a surplus" so the threshold was missed (B_4). This was seen to represent both a weakness in the reward strategy and the Board's conviction to hold the Executive to account (B_3, 4, 9, 11).

The final oversight-related roles identified by several governors is a role in better understanding the staff experience (B_1, 4, 6, 10, 12). Governors described various facets of this, including the role of the committee responsible for employment matters (B_4, 10, 12); an openness regarding people challenges, including consideration of regular staff survey results (B_2, 6, 8, 12); and finally, the aforementioned governing body intervention around staff engagement with the most recent strategy development (B_1, 2, 3, 6, 8, 10, 12).

Support roles

The majority of lay governors identified the role of supporting, also referred to as helping and assisting, the Vice-Chancellor and Executive as part of the Board's fundamental purpose (B_1, 2, 4, 5, 6). The Chair referred to this as "enabling the team to do the best possible job […] removing obstacles and supporting them" but cautioned it only works "if the Executive accept the support", which lay members acknowledged had improved over time (B_1, 3, 4). This was echoed by several of the internal members, who noted a "fairly close, certainly constructive" relationship fostered by the Chair and Vice-Chancellor (B_9, 10, 11, 12). The Secretary noted any past lay "governors who were not very constructive" were either

"moulded or jettisoned" (B_12). The nature of support cited by governors varied. The change in the Vice-Chancellor's approach to the strategy refresh incorporating much greater staff participation is a significant example (B_2, 11 and 12). The Vice-Chancellor also noted s/he "turns to the Board for help with managing the Executive" soliciting Board support in saying 'can we have more light in this area' in response to the Chair saying 'how would you like us to help you get the best out of your colleagues?'" (B_8).

Both internal and lay governors identified several instances where lay governors in particular brought specific skills and experience to bear in working with the Executives (B_1, 2, 4, 6, 8, 11, 12). This type of role took place more frequently at committee level, given aforementioned dynamics around committee scope, membership and time available. The Vice-Chancellor noted you can also "make use of their expertise in the informal settings" (B_8). S/he added, "there are lots of skills that aren't usually found in universities […] including IT implementation, some of the details of financing, the way the property portfolio works, for example" where lay governor contribution is valued (B_8). One committee Chair noted "because of students now paying for their course, a lot of governors are more able to identify student in a customer role" (B_2). Another noted with regard to big projects, including international collaborations and major estate moves, the Board has intervened, when necessary, to "support something to put it right, or help them get it right, or give them structure to do it because [the lay governors] have done it before" (B_4).

Several governors also described ways in which the Board and/or its members provided legitimacy, either with internal or external stakeholders or both (B_5, 6, 7, 10). Governors noted the important role played by the Chair in being open and accessible with staff and students and facilitating formal opportunities to meet in smaller groups. One lay governor described an aspiration to "take governance out of the boardroom" more broadly, including optimising the staff and student governor links but also more generally engaging more with the university, "increasing transparency around decision-making" (B_6). Another stressed, though not explicitly, a role for the governing body in legitimating its role;

> "it's important that the governing body is seen and is known", noting whilst staff members have a role, the visibility of the whole Board "being a symbol there and that you have got this organisation and people who are involved and they are interested and they aren't simply rubber-stamping, doing what the Chief Executive wants. So, direct staff engagement […] we could do more." (B_7)

This sentiment was echoed by a staff member who noted, "it would be good for them [staff] to understand the level of thought and scrutiny and preparation [there is] for decisions, because it's very easy to knock something that you don't understand" (B_10). However, the same member observed that seeking board endorsement for proposals potentially gives the Executive the opportunity to gain "a cloak of defence", providing legitimacy with internal and external stakeholders should things go wrong. The Remuneration Committee Chair cautioned against internal members joining the committee, noting the "if somebody independent looked at anything, there is always greater legitimacy to it, so long as you can be independent but interested and informed" (B_5).

The final support-related role received only a few mentions, primarily by internal members, relates to representation (B_4, 7, 9, 10, 11). Each of the staff members noted their roles as representing staff interests at Board level, with one noting "I'm the representative for all professional support staff whether they're members of Unison or not" (B_10). Another stated, "I am the academic representative so I have to have an ear to the ground as to what current thinking is" (B_9). Lay members noted staff and student members are an important source of feedback and act as Board representatives to students and staff (B_4, 7).

Externally-facing representative roles received less attention. The Secretary noted the Board has a role to play "voicing responses [at sector level] to regulatory and legal issues but also key risks we perceive" (B_12). An academic member said a couple of Board members also hold Pro-Chancellor titles and represent the university externally and at graduations (B_11). The Vice-Chancellor observed, "The other thing I would say to someone completely new to the sector is that whereas in PLC land, the Chair usually speaks for the organisation, that is not so in universities where the tradition is for the VC and Chief Exec to speak for the organisation" (B_8).

6.6 Maple University

6.6.1 Introduction

Maple University, a Pre-1992 university founded in the early 1960s by Royal Charter at its edge of town campus, is the third university case study. The university's vision and strategy focus on delivering high quality education and student experience, undertaking innovative, highly-rated research, enhancing its international reputation, becoming a leading civic university and broadening the modes of delivery to include higher and degree apprenticeships.

The university developed a good reputation in research and teaching. Based on its very strong result in the 2014 Research Excellence Framework, it outperformed many Russell Group universities in subsequent rankings. That combined with a Gold in the inaugural Teaching Excellence Framework, resulted in top quartile rankings across UK universities in 2018. However, more recently the university suffered declines in student satisfaction and a significant decline in rankings, falling to the bottom-half of the second quartile in two rankings and the third quartile in the latest rankings. The university achieved modest student number growth since the removal of the student number controls.

In 2017, the university's long-standing Vice-Chancellor retired. The successor joined from a Russell Group university and led a "refresh" of the university strategy. Whilst performance had deteriorated, the university did not significantly alter its strategic direction and continued its relatively ambitious estate and infrastructure investment, including a new medical school. Despite its historic strong financial performance, the university's lenders requested the university refinance its existing debt in light of higher risks resulting from increased indebtedness, lower rankings, weaker than expected student numbers, and quite likely, changes in the regulator's stance regarding institutional sustainability. The refinancing was completed in early 2020. The Council conducts its activities across five Council meetings per annum, including a strategy day.

Twelve governors participated in the semi-structured interviews. An overview of participants is provided in Table 27. The sector profile of lay participants is provided in Table 28.

6.6.2 Governing body member perceptions of influences on governing body roles

As with the other case studies, the influences identified by the majority of Maple governors are illustrated in Table 29 and discussed below.

Internal influences

The widest cross-section of members mentioned institutional performance as a significant influence (M_2, 3, 6, 7, 8, 9, 12). The Council Secretary observed; "If it's going swimmingly well […] they just approve the budget and financial statement, and they start feeling like they are just rubberstamping things. If things get difficult, as they are now, they have a much bigger involvement" (M_12). The Vice-Chancellor added, "I think it's not until governing bodies are challenged in that way and individuals genuinely see 'oh, this is what it means when I signed up to be a trustee' and it's not always going to be easy" (M_9). A lay member noted that "because our financials have been broadly okay until current challenges, we wouldn't necessarily have focused on our fiduciary or strict statutory responsibilities […] as we have had to do over the last six months" (M_8). Other long-serving lay members described how the roles changed as a consequence of recent institutional underperformance and related consequences (M_3 and 4). Other lay members did not describe the contrast but emphasized the support-related roles and the desire to achieve appropriate levels of scrutiny and oversight (M_6 and 7).

The preferences of the Vice-Chancellor and Chair were the second-most cited internal influence on roles (M_1, 2, 4, 6, 9, 12). The arrival of the current Vice-Chancellor allowed longer-serving members to contrast his/her approach with that of the previous postholder. According to one lay member; "the main change has been the change of Vice-Chancellor in terms of the openness and transparency of decision-making" (M_6). Whilst welcoming the change, the Secretary did not "think the previous VC was unusual in trying to keep Council in a box, in its place" (M_12). The Deputy Chair noted the need to provide appropriate information to Council and cautioned against the opposite problem, namely Executives providing a governing body with so much data that they can't do anything else (M_2).

The academic aspects of organisational culture were raised as influencing governing body roles (M_6, 7, 8, 10, 11). One lay member, with executive experience in the public sector, noted, "It is astounding the role, influence and independence of academics in this kind of structure" (M_8). S/he supported academic freedom but highlighted the different role of the Executive in university decision-making relative to the Senate compared to say the public sector or corporate environments. A lay member with a background in Further Education also noted the propensity of some (now former) Executive team members to turn performance issues into an "academic problem" rather than addressing the question "what the hell do we need to do?", confounding Council's role in overseeing performance improvements (M_7). Another lay member likened the culture to a "public service culture […] in that it's slow and it's very consensual. There does seem to be a fear of destabilising"

(M_6). Interestingly, the academic and student members were almost critical of the cautious approach of lay members.

One final internal influence is changing Council member characteristics (M_1, 2, 4, 6, 9, 10, 12). As described by the Vice-Chancellor, the shift away from 'the great and the good" has led lay governors "understand they are there for a purpose [… and] this is hard work, actually" (M_9). The Deputy Chair observed,

> "As your governing body membership changes, people bring expertise. Sometimes what they really helpfully do is encourage you to challenge something you have not been paying enough attention to." (M_2)

The academic member highlighted the perils of appointing lay governors who do not have enough time to actively engage in their roles (M_10). Several members also identified a relationship between roles and whether governors are locally based (M_1, 3, 5, 10, 12).

<u>External influences</u>

Feedback regarding external influences varied. Several noted the influence of the changes in the regulatory regime (M_1, 3, 5, 8, 9, 10, 12). The Chair observed;

> "the role has fundamentally changed with the demise of HEFCE and the arrival of the Office for Students. With […] the over-arching body now a regulator not a funder, […] examining governance […including] who is taking decisions and skills available to the governing body in order to play its role responsibly, and whether it is asking itself these difficult and uncomfortable questions, if things go wrong, and challenging, or simply accepting what the Executives say uncritically." (M_1)

One lay member describes this pressure as "useful" noting "you can't just ignore it […] ultimately they could withdraw your right to carry on as a university" (M_5). The regulatory approach was described as relying more on "self-regulation" with a "greater emphasis on accountability" (M_5 and M_8). The Secretary noted, "the OfS will force [the academic community] to focus more on student outcomes" (M_12).

Governors noted the introduction of tuition fees has potentially put students into the role of consumers, which has also influenced governing body roles (M_1, 2, 3, 11). The Deputy Chair highlighted the cultural significance;

> "Universities had this independence, […] now that there is a purchasing relationship going on that hasn't fully worked its way through, particularly for those who work in the institutions, […] it is an important thing for governing bodies to be conscious of." (M_2)

Another consequence of marketisation, coupled with the removal of student number controls, which has influenced governing body roles is increased competition between providers (M_2, 4, 7, 9, 11). This adds to the volatility and uncertainty of income levels which in turn complicates Council's risk oversight role. One lay member commented, whilst it was "obvious [competition] was going to happen, we lacked the imagination to believe it" (M_4). The Vice-Chancellor added the governing body "has to hold the university […] to

account for the ways in which they are responding to that marketisation […] 'are we behaving ethically, morally, legally?'" (M_9).

A few governors identified one additional external influence, namely, funders, particularly banks, seeking greater assurance regarding monies lent to the university (M_1, 5 and 9). One lay governor noted the main relationship with the banks was previously with the Executive. This has escalated to the governing body, with lenders holding the governing body to account for the use of their funds, much like shareholders hold corporate boards to account for the equity they invest (M_5).

Individual influences

As noted in the analytical framework, individual influences on governor perceptions of roles are largely overlooked. One governor described the balance of all three influences;

> "It's less about what the university is asking you to do and it's more about […] the external requirements. But then you've got the balance of our skills around the table, your personality, your perspectives on life." (M_6)

Every lay governor and the Vice-Chancellor made reference to their current and/or past executive and/or non-executive experience of governance matters when describing their roles on the Council (M_1, 2, 3, 4, 5, 6, 7, 8, 9). This experience spanned a wide variety of sectors, including the Civil Service and public sector along with non-for-profit, further education and corporate organisations. The Vice-Chancellor described how his/her non-executive roles influence expectations regarding Council's, noting other organisations being "much more comfortable [than universities] doing things in public" (M_9). One lay member noted asking oneself "'what did I learn [working with my board] and what will I try never to do as a non-executive?'" (M_2).

Governors identified a further individual influence on perceptions of their roles and that is diversity of personal characteristics, experience and expectations (M_1, 2, 5, 9, 12). One lay member noted, "you are a function of your own experiences […] and therefore, you can only ever bring to the table what you've seen […] One of the advantages of people from different walks of life is they bring different perspectives" (M_5). The Deputy Chair noted "an individual's experience in a governing body is critical in two ways; partly because we all just have our own obsessions […] and you bring different perspectives" (M_2).

6.6.3 Governing body member perceptions of governing body roles

The roles identified by Maple University governors are illustrated in Table 30. Lay members, in particular, emphasised the importance of their support roles.

Strategy roles

The governing body members agreed on several aspects of their strategy-related roles, although possibly for different reasons. First, the majority of governors agreed their role is neither to set nor develop strategy (M_1, 2, 3, 7, 8, 9, 10, 11, 12). Rather, it is to collaborate with the Executive to challenge and shape the strategy developed by the Executive (M_2, 3, 5, 7, 12). The Chair identified an underlying governance conflict; "We have always fought

shy of the thought that it is Council's role to develop the strategy […] It is really not appropriate in governance terms for the Council to mark its own homework" (M_1). Another governor noted the practicalities,

> "Theoretically, strategy sits with the governing body of an organisation […] The reality is a bunch of people who get together six times a year are not going to write the strategy […] A good governing body should be engaged in the input stage and really assist in challenging." (M_7)

Internal governors largely reject the idea that lay governors should/could develop the strategy. One noted, "it has to be a collective endeavour" (M_9). Another added, "I wouldn't want [the lay] half of Council to be telling the university how to go" (M_10). Two others cautioned, "they would come up with some wacky ideas" and "the people who are in the [Council] room see strategy at the top and not necessarily from the bottom" (M_12; M_11).

All governors identified a role for the governing body to challenge, critique and check the proposed strategy and ultimately sign it off. One noted, "It is about challenging what is put before you […] does it really stack up to being a deliverable future for the university?" (M_5). This includes questioning underlying assumptions (M_2, 3, 4, 5, 6, 9). Referring to a live debate about the role of research versus teaching, one governor noted, "our history […] might just be naturally leading us in this direction, but actually, we should look at what would it look like if we did something different" (M_2). Several governors added the need to ensure the Executive develops a clearly articulated longer-term vision alongside the institution's mission and strategy (M_3, 5, 6, 12).

Opinions varied regarding the efficacy of the challenge. A few perceived it as meaningful (M_1, 6, 12). One noted "it's not just a question of rubberstamping options brought to you" (M_6). However, the same lay member noted the Executive effectively pushed back on Council's request to be more radical with the strategy refresh because it would "destabilise the university. Now the university is in the situation it's in, so I'm not sure it was very effective, what we said" (M_6). The internal academic governor described it as "a very gentle, even critique is too strong a word. A very gentle check and challenge to the overall direction of the university" (M_10).

Governors identified a strategic role for Council with regard to human resource matters (M_1, 2, 3, 5, 8, 9,12). The Chair described the development of remuneration policies and practices across the senior team (M_1). The Deputy Chair observed,

> "one of the things that we have ramped up […] is the whole people strategy. Some of us have come from backgrounds where we would expect to see structure that enables you to say 'if that's our vision, how do you translate that into who gets promoted, who gets more money, behaviours'." (M_2)

Another lay member commented the Council "is there to put the right people in place to be able to deliver" (M_5). The Vice-Chancellor concurred, noting "a role around ensuring that the university has the right level of knowledge, skills and expertise in terms of its

leadership" (M_9). Unlike other case studies, governors did not specifically identify the appointment of the Vice-Chancellor as a specific role, probably reflecting the relatively recent appointment of the incumbent. Another lay member noted the challenges around staff reward strategy in general, as evidenced by the strikes, given the institution's financial constraints (M_3). Two others raised the importance of appropriate staff communications in times of change (M_6, 8).

Academic governance, with strategic and oversight aspects, was a governing body role identified by a majority of governors (M_1, 2, 3, 4, 6, 7, 8, 9, 12). The Secretary observed, "some governors have thought that this is an extremely strange set up. Because there used to be this distinction between the academic and the business side of it. And they thought 'this is the only operation I've been in where we never talk about the core business of the university'" (M_12). A few members noted caution. The Chair observed, "We need to tread carefully if we are going to be seeking to change or dilute the academic autonomy, the content of academic work. It doesn't stop us expecting value for money, economic sustainability, viability and so forth" (M_1). The Deputy Chair added, "I think it is slightly dangerous for Council to encroach too far into [academic governance…] what we are is accountable for the mission of the university. The mission is about the delivery of excellence in teaching and research, so please show us […] how that's being done" (M_2). The Finance Chair added,

> "it's been drummed into me through the time I have been involved in governance that one of our key facets is academic freedom, so where do I see academic governance? I probably started with the Audit Committee seeing that the processes were in place to make sure there was good academic governance, without saying [what] the end result was aiming to be." (M_3)

A few lay governors and the Vice-Chancellor suggested a more strategic role for Council with regard to risk, even if it takes place at the Audit Committee (M_3, 5, 8, 9). One observed, "the role of the governing body is to decide what sort of risk do you want to take. It is much more about risk appetite" (M_5). The Vice-Chancellor noted "the role of the governing body in relation to risk […] is very much about […] being cognizant of what are the key risks facing the organisation in relation to achieving its strategic aims and objectives" (M_9).

Governors agreed they had little role to play in strategy implementation, as opposed to the oversight of strategy implementation, discussed below. One lay member noted Council cannot facilitate the enabling of strategy "because you don't have that kind of day in, day out role" (M_6). The Council Secretary added "there is a lot of what is in the detail work of implementation, of relating strategy on the ground, in the real world. Lay members of Council can't do that" (M_12). A few governors noted a previous disconnect between the institutional strategy and key performance indicators (M_2, 4, 6 and 10).

<u>Oversight roles</u>

Governors were quite reflective regarding their oversight roles given the recent deterioration in performance and refinancing requirements. The Vice-Chancellor suggested

Council needs to "adjust its level of oversight" according to the "nature of the risks" (M_9). A lay governor noted,

> "in this more challenging period, that oversight role probably will necessarily become more intense and so probably need to be looking closely at things we would have accepted in the past. I do not think it is because of any breakdown with the Executive group. It is just that there are more moving parts." (M_3)

Lay members place a greater emphasis on the monitoring of performance against strategic objectives (M_2, 3, 4, 5, 6, 7, 8). The Deputy Chair said, "The role of Council […] is [monitoring] delivery of the strategy […] It is tracking yourself back to how is this delivering the strategy for us and how confident am I?" (M_2). One governor explicitly linked the scrutiny role to the wider "stewardship side of things […] you need to scrutinise performance and that is not just financial […] are you delivering the student outcomes you anticipate? Are we delivering the research outcomes that we would expect?" (M_5).

Some governors expressed concerns regarding the track record in monitoring performance (M_2, 4, 6, 7, 8). One member described an historic sense of complacency;

> [Council] "shared the same, and perfectly natural, 'complacency' in strong inverted commas, that said we had a really good run, we had raised ourselves up the league tables, our finance position has always been strong and solid, the best there is, and theoretically all these bad things can happen, but they never have. Internally, it has never been said, because we know how to do this because we are really experienced, […] and very difficult actually to hear contrary voices. Every board is subject to group thinking." (M_4)

Another noted, "we are questioning ourselves a little bit to say 'should we be more challenging as a Council? Should we be more probing?' […] that is a function of we didn't always see some of this stuff coming" (M_8).

Members raised concerns regarding poor or overly complex metrics (M_2, 4, 6). As expressed by one lay governor, "what I always wanted was […] a one-page narrative that says 'what does this mean? What are the real opportunities? What is going wrong?'" (M_4). Members also raised concerns that the Executive are not able to fully explain declines in student satisfaction and sharp declines in external rankings, which themselves provide an independent assessment of institutional performance (M_4, 7). However, one noted you cannot expect approaches from outside to be effective;

> "Other lay members, with corporate backgrounds, of other [university] Councils agree, 'what we really need is proper performance management in terms of being able to beat up academics who aren't performing' […] There is no chance in a million years of that working." (M_4)

Lay governors noted the use by Audit Committee of "deep dives" to more thoroughly scrutinise performance where below expectations, particularly around specific capital and IT projects (M_3, 5, 8).

Governors identified a role in overseeing compliance with regulatory, legal and funder requirements (M_1, 2, 3, 4, 6, 8, 9, 11, 12) and tended to refer to this as gaining assurance. The Deputy Chair observed, "How do I sleep at night? […] can I see that staff present to me a framework that suggests they understand what they are talking about and they know what they are doing?" (M_2). Another lay member noted "that within a framework of delegated authority, the Council assures that the university is fulfilling its functions and its officers are fulfilling their functions" (M_4). The Secretary to Council described the Council as a "backstop" describing Council's role as "just to rubberstamp all of the good work that we do" (M_12). Council, in turn, "look to the Audit Committee to provide assurance" (M_6). The student member noted the Council's legal obligations with regard to equality, diversity and inclusion, noting "EDI is taken seriously in the institution" (M_11).

Governors also identified an oversight role regarding risk, largely limited to risk identification (M_3, 5, 6, 7, 8, 9, 12). One lay member considered an outside perspective an advantage; "When I was on the Audit Committee, I and another member threw up our hands in horror […] the Executive team were planning on moving pension risk from amber to green. […] We said, 'have you looked at what has happened in the public sector? This is something which is going to hit you'" (M_3). This role is delegated to the Audit Committee. A committee member noted, "people who are spending a limited amount of time on oversight, have a real problem in terms of genuinely getting to grips with risk […] with the university it's quite hard […] to kick the tyres; you've got to really rely on really good quality data. So, the Audit Committee has a very important part to play" (M_7).

Governors identified a role in overseeing academic governance (M_1, 2, 4, 6, 7, 8, 9, 12). Some governors viewed it similarly to any other area where assurance is required, seeking a framework to operate with the Council holding the Senate to account (M_2, 3, 4, 8, 12). However, one lay member observed,

> "The previous Chair of Audit […] got entirely exercised over the idea […] We cannot possibly sign these documents because we couldn't possibly know anything about it. Which […] is true on anything else we sign off – which is the principal agent problem. […] how can you have evidence and how can you triangulate that evidence that can give you assurance that what you are signing off on is a reasonable approximation of the truth […] I would be surprised if most academics felt that we were competent to say anything at all about them." (M_4)

Another lay governor concurred, describing academic governance as "tricky because you are not really qualified […] There is a live debate how you can assure your standards if you don't have the oversight of academic governance […] There isn't any real way, apart from taking the Executive's word" (M_6). Another noted "Councils don't really have a great deal of knowledge or understanding or oversight [of academic governance] […] There's no kind of deep dive approach in terms of academic performance" (M_8). Another noted a specific lack of understanding, and associated fear of, the research piece, adding "there is quite a bit of deference that academics know everything" (M_7).

The Vice-Chancellor noted the legacy of a bi-cameral governance model: "governing bodies […] can often not engage well with that area because they see that, well, that's done by Senate over there" (M_9). The Chair added "as we are required to give assurances, and they must be true assurances, we have to understand the methodology and it just means we have to spend more time at more Council meetings in getting our heads around what this all means and how it might go wrong" (M_1).

Governors also identified a role in gaining a better understanding of student and staff experiences, in order to facilitate their oversight responsibilities (M_1, 2, 3, 6, 8, 9, 11). The Vice-Chancellor encouraged this approach, noting a wish that "lay members get a better sense of what it was like, not just when they were students, but what the issues are now […] They are hearing more directly from post-grads, from part-time students, from students who are commuting" (M_9). Lay members and the student governor expressed a sense that the student representatives make a valuable contribution at Council, with a third member being added to Council (M_1, 2, 3, 8, 11).

The academic member was less convinced regarding Council's engagement, noting a lack of "time in Council to say 'What do you think as a member of staff? What do you think as a student?' That doesn't ever really come, that question" (M_10). Further, with regard to gauging staff feedback and sentiment, the Deputy Chair noted, "I would see universities as a long way behind Central or local government" adding, "it takes years before the staff begin to see that there is value in [providing feedback]" (M_2). Another lay member noted a distinction between student and staff engagement via the Council's representative members,

> "We always look to the four staff reps to offer their views […] probably a little bit more so with the two […] who are more associated and aligned to unions" adding "there are issues of sensitivity […] but where we are very clear that this item can be communicated […] we don't see evidence of when [the union representative] does that […] We see that better with student reps […who] have an annual report." (M_8)

A few governors made references to the Council's role in overseeing finances (M_4, 6, 12). Here, the oversight role related to the checking, challenging and identifying inconsistent assumptions, particularly around student outcomes and income assumptions and pensions, along with encouraging scenario planning.

A few governors noted the Council's role with regard to senior remuneration, although views differed between those who were or were not members of the Remuneration Committee (M_1, 6, 12). Those on the committee had a clear view of the role of setting policy, reviewing performance, and agreeing compensation (M_1). Those not on the committee expressed concern about a lack of transparency and a sense the recommendations of the committee were "rubberstamped" by the Council, particularly under the previous Vice-Chancellor (M_6).

Support roles

The predominant support-related role was described by governors as an informal one, namely acting as a sounding board or quasi-mentor (M_1, 2, 4, 6, 7, 8). As one noted, "All of this stuff did not happen on [the VC's] watch. This was an accident waiting to happen […]. the VC had to clear up this mess […]. The response of the governing body is mostly we are here to help the current VC" (M_7). Another added,

> "We are very keen to support the Executive. We are very keen to recognise the journey we are on and we absolutely understand […] the challenges of change […] We want to be a kind of comfort and support to the VC and the Executive in times of change." (M_8)

The Deputy Chair described getting to know the Executive team and understanding the pressures they face as an aspect of support (M_2). The Chair instigated an informal, termly, meeting between the Vice-Chancellor and lay members to facilitate this role (M_1, 4 and 9). The Vice-Chancellor described getting "a huge amount out of this because I can take things there and be quite vulnerable" adding "they can't help if you don't engage with them" (M_9). One lay member noted the conversations are more "robust" and "open" than other formal meetings (M_4).

Governors also describe a subtly different role – that of "critical friend" (M_2, 3, 4, 7, 8). One noted the need to be "more actively critical and a friend than we probably were in the past […] in terms of the intensity of us needing to understand better what is going on as a governing body and also supporting what is going on" (M_3). Three noted the link between the critical friend role and lay members' executive and non-executive experience and skills and expertise (M_1, 4, 7). Internal members expressed appreciation for the expertise provided by lay members, with one noting the significant of support in renegotiating the university's debt and internal audit, in particular (M_9, 10, 11, 12). However, a couple noted a hint of caution, should the relationship become too "cozy" (M_10, 12).

Four governors described a *potential* role for Council members in supporting fund-raising (M_1, 5, 7, 12). Three noted the inherent conflict of interest and a need to vet contributions in order to protect the university's reputation (M_1, 3, 12). This reflects two previous ethically-challenging situations relating to major donations. This is also consistent with expert informant feedback regarding this potential role. Only a few lay governors referred to a role in facilitating external connections for the Executive (M_2, 5, 7). The Deputy Chair noted the opportunity to leverage any members' local links in the community whilst another described introducing the Executive team to external contacts in specialist areas to provide specific technical support (M_2, 7).

6.7 Oak University

6.7.1 Introduction

Oak University, comprising several colleges founded from the late 1800s onwards, became a University by Royal Charter in the 1960s. The university's strategic focus is on continuing to build its international reputation for outstanding graduate outcomes, with an experience

centred on original research, enterprise and inspiring teaching. The university earned a Gold rating in the inaugural Teaching Excellence Framework. It is ranked in the top quartile of providers, with slight fluctuations over the past few years. The university has achieved significant double-digit growth in student number since the removal of student number controls in 2015.

The current Vice-Chancellor joined the university less than five years ago from a Deputy Vice-Chancellor role at an overseas university, having studied in two countries, including the UK. The Chair joined the university Board about a year after the Vice-Chancellor's arrival, having chaired a variety of national and regional organisations since retiring from a public sector leadership role.

Similar to the University of Aspen, Oak University's previous Chair conducted a review of governance arrangements on the arrival of the current Vice-Chancellor. This resulted in significant changes in governing body size - reduced from up to 26 to up to 15 members - and composition. The reduction of 11 was achieved by removing seven ex-officio roles, including all of the Dean positions, and four lay roles. Council conducts its activities across six meetings per annum, including a Strategy Day with the Executive. It has only the core four committees but has recently reviewed terms of reference, emphasizing the governance and employment aspects of Council's remit.

Ten governors participated in the interviews. An overview of participants by member type is provided in Table 27. Lay member sector backgrounds are provided in Table 28.

6.7.2 Governing body member perceptions of influences on governing body roles

The key influences identified by the majority of Oak governors are illustrated in Table 29. These are discussed below.

<u>Internal influences</u>

The majority of governors identified the Vice-Chancellor's approach as the most significant internal influence. The Chair explained,

> "When I first thought about a role as Chair of Council, many people would tell me the stereotype of a VC […] You could never get near because the VC ran the place and wouldn't really be interested. But [our VC] has come in with a view that s/he respects the people on Council and wants to hear their views." (O_1)

The Secretary noted, "The [previous] VC would give as much as s/he felt Council needed to know. Council was happy with that because, by and large, everything was hunky dory […] S/he kept Council governance, if you like, at a distance" (O_10). A lay member observed, "it was a little 'bit of cake and a cup of tea' approach. […] There was no room for cognitive dissonance. […] You'd rubber stamp anything coming through" (O_3).

The Vice-Chancellor noted the Council is now more active; "Active not in a negative way, but a realisation that they have an important duty. And, I certainly have taken the Exec on a voyage, which is 'we need to welcome the feedback and challenge that we get from Council'" (O_6). However, one lay member observed "less of a collegiate feel about the

senior management team. It's being driven through by the Vice-Chancellor, much more than it was before, and that's probably good for getting things done" (O_4).

Whilst only mentioned by a few governors, the Chair's approach is considered in tandem with the Vice-Chancellor's. One lay member noted, the Chair "was very conscious that the history […] has been the Chair was managed, and [the current Chair] was very determined that wasn't going to be the case" (O_3). Another observed the Chair "does things very professionally and also spends a huge amount of time in the university" adding the Chair's "not the sort of person to have the wool pulled over his/her eyes" (O_4).

The majority of members who mentioned governing body composition made explicit references to both the changes in size and types of Council members. The Vice-Chancellor described the previous "confusion of the roles of governance and management because on Council […] there was a large block of people reporting directly to the VC […] The VC only needed one vote from a lay member of Council, if there was a division […] so it seemed completely inappropriate" (O_6). A lay member noted, "if you've got 25-30 people in the room, and you want them to be relatively 'at it', that's quite a difficult number to manage and to have all of them engaged […] having a tighter focus with the lay members […] was the right thing to do" (O_2). Further, the Secretary said it was thought "having a smaller, more engaged Council would be more effective […] the environment that we were moving into was becoming more competitive and decision-making needed to be more agile." (O_10).

The Vice-Chancellor identified a relationship between governing body composition and a representational role, adding, "it's difficult for a university to go much smaller [and] still be representative […] you would still have an expectation that there would be student and staff reps […] and still a majority of external members" (O_6). Related to this, two lay members noted a concern about the removal of all of the Executive Deans, with the possible addition of one on rotation, representing the others (O_1 and_3). An academic member reflected, "the role of us staff members on Council is interesting. I do think we should be there. It's how we can effectively contribute and also effectively report back" (O_7).

Three members noted the changes to lay governor characteristics. An academic member reflected on an even earlier time, when "we had 40 on Council, full of people, the great and the good, who were all the city fathers, mostly. And so, there wasn't diversity and there weren't different perspectives" (O_7). Another heralded the new appointments, with "a broad range of skills and interests, who ask questions that they should ask" (O_8). A lay alumni member asserted alumni members are better at the challenge role, noting they are probably doing it because they have a "great affinity to the institution that gave you a start in life […] and the challenge is much more valuable if you've got somebody who's got [Oak] University, it sounds trite, but has got [the university] in their heart" (O_2).

Governors identified as another influence staff terms and conditions of employment, here referred to as "the situation", which have resulted in an increased governing body focus on HR strategy (O_3, 4, 5, 6, 8 and 10). According to the Secretary, "some of the terms and conditions are very beneficial to the staff […] We're not as agile as we need to be" adding

that historic attempts to change the Statutes […] have failed (O_10). A lay member observed, “they have some very archaic customs and practices in terms of employment and HR in the universities, so to some extent, I approve of taking a hard line” (O_4). An academic member observed, “there’s quite a lot of people out there who get paid a lot of money and don’t actually do very much. There’s also a lot of people getting paid decent money and working their butt off” (O_8).

Another influence on governing body roles is academic culture (O_1, 3, 4, 5, 7). A lay governor noted the challenges of change in a professional environment. “Change […] it’s especially difficult when it involves professionals and people who are experts. Whether it’s doctors […], engineers […], academics […] or lawyers. Nobody can tell us what we’re doing […] those people are the ones that are resistant to change” (O_5). But added, “having a complicated organisation […] costs too much money […] so you organise yourself in a leaner, more efficient manner” (O_5). An academic member added, “You can’t manage academics […] You recruit them to be creative and push the boundaries. Trying to make them do what you want is a mixed message (O_7). A few governors mentioned the impact of academic culture compared to other sectors (O_1, 3, 4). The Chair noted,

> “culturally there is often a dissonance, certainly between private sector colleagues and university, because private sector colleagues always think the university culture takes such a long time, and then go on holiday in the summer. Whereas they would want it done by yesterday.” (O_1)

Another lay member, based on previous public service leadership experience, noted a risk with academic decision-making; “if you’re trying to make major structural change, if you’re trying to get a consensus all the time, you’ll end up with a vanilla flavored plan” (O_3).

A second aspect of academic culture was identified as having a bearing on how Council members are perceived, namely, ceremonial duties (O_3 and 4). “There’s all this window dressing and fluff and the whole constitutional, ceremonial side of things. Probably makes people think Council is not important” (O_4). Another lay member noted; “I think it’s the custom and practice of seeing people in universities walking around in gowns. A bit like judges with their robes and stuff. People think it’s quite twee, it’s quite historic, and we don’t really want to mess around with it too much.” (O_3).

A few governors, including the Vice-Chancellor, Provost and Secretary, mentioned the University’s governing documents when describing the governing body’s purpose and roles (O_1, 6, 7, 10). The Chair explained, “we have a framework, a constitutional framework and a set of articles that we need to deliver” (O_1).

<u>External influences</u>

Governors identified the relatively new regulator as a significant external influence on their roles (all except O_5). Two governors noted how the scope of the governing body’s remit has changed to include greater focus on quality and academic assurance (O_1, 7). Two others noted an impact on committee terms of reference (O_9, 10). Five governors

expressed concerns, primarily regarding unintended consequences of the new regime (O_2, 3, 4, 6, 10). One lay member cautioned about

> "blurring Exec responsibility from what Council and its lay members are responsible for […] There are some items that if you're on a university council, […] you are being asked to accept responsibility, and in some cases, with potential liability associated with it. Which […] kind of disempowers the Exec." (O_2)

Others noted a "trend towards making the governing bodies more accountable in a detail sense" but a "risk of micro-managing through regulation" and (O_6; O_3). The Vice-Chancellor believes the OfS is acting "at the direction of Government […] to, in some sense, engage with the governing body rather than engaging with the accountable officer […], and to want to put more obligation and responsibility on Council members […] inconsistent with the role of non-remunerated, non-executive directors" (O_6).

The majority of governors also referred to changes in the funding regime as an external influence on governing body roles (O_1, 2, 3, 5, 8, 9, 10). Only the student and one lay member mentioned "students as customers" (O_9, 5). Others took a holistic view of fee-paying students, along with competition for students, and described implications for generating income and financial viability (O_2, 3, 5, 8, 10). One lay member described the need to get "staff to recognize, in a good way, that we're now more exposed to the realities and the volatilities of the external world" (O_2). The Secretary concurred, "you can't rely so much on government funding […] and if you're not delivering something that the students want and need, then you're going to suffer in the market place" (O_10).

The Chair reflected on implications of these different external influences on the governing body;

> "there are new regulatory demands […]; there are growing business demands and pressures around the funding of the university and its ability to attract resources; there's the whole quality agenda […] All of those things are requiring a more […] business-like is the wrong word. It does require a more modern governance, that's appropriate for the university, that looks at the experience of what's happening in other sectors […] Council needs to be more flexible and more board-like in terms of strategy and governance." (O_1)

A significant number of governors mentioned the influence of the pandemic on the emphasis, if not the underlying roles, of the governing body (O_1, 3, 5, 7, 8, 9, 10). One member noted "Covid is a good opportunity to exploit the fact that we've got more space than we would normally have had to do things differently" (O_3). Three members noted it would accelerate planned changes to teaching - "less tarmac, more digital" and "moving to distance and blended" (O_1; O-8). It also intensified focus on differentiation and strategic positioning – "what are we good at, where are we going to position?" (O_5). An academic member noted it would reinforce the need to "rethink our whole staff structure and our expectations" (O_7). The student member identified an increased need for lay governors to support business engagement post-pandemic (O_9).

Individual influences

Four out of five lay governors along with two internal governors, spanning five different sectors, made explicit references to their executive and/or non-executive experiences when discussing how they perceive their roles on Council (O_1, 2, 3, 5, 6, 7). The Chair described an interest in "the real parallels I could see developing in the HE sector around governance that we've gone through, certainly in local government and in the NHS. The growth of quality, the regulator, economic regulators" (O_1). Another lay member described "hearing the same arguments now from the academics […] the same thing I heard over 10 years ago from the local authorities. They're behind the curve. It's not as professionalised as it could be" (O_3).

Fewer governors identified a further influence on governing body roles, namely available time (O_2, 3, 4, 7, 10) . One lay governor observed,

> "my concern is that people, all quality people, are relatively time poor. And if they get dragged into an overly compliance driven legal checking and balancing governance role […], I think a number of people will start saying 'this isn't what I signed up for', particularly *pro bono*." (O_2)

The Secretary noted the intersection of governing body size and increased regulatory requirements; "when you've got a fairly small Council, the time they've got to devote to that sort of detail is not there. So, we've got to find ways to provide the reassurance that they need" (O_10). These time-related influences are in addition to the concern raised by another lay member regarding time to get up to speed with the academic matters (O_3).

6.7.3 Governing body member perceptions of governing body roles

Governors identified roles fairly evenly balanced across the three higher-level role clusters, despite identifying more oversight roles. These are illustrated in Table 30 and discussed below.

Strategy roles

The vast majority of governors identified a role for the governing body in shaping institutional strategy (O_1, 2, 3, 4, 5, 6, 7, 9). The Vice-Chancellor explained,

> "it's not Council's responsibility to develop strategy […] but Council needs to own the strategy. So, […] they should be engaged with the process by which strategy is developed, but ultimately they need to interrogate and challenge and test the strategy that's being brought to them […] before they endorse it." (O_6)

Members agreed although the distinction between *developing* and *shaping* was slightly blurred. The Chair described the Council as "really actively involved in developing the new strategy [and] went to consultations with all of the staff groups […] sat in the working groups with them" (O_1). One lay member observed Council is "responsible for the development of organisational strategy […] broad brush things, direction of travel, major decisions" (O_3). The student member noted the Council wasn't very involved with the

strategy development process but "were there to advise them and to put suggestions forward" (O_9).

A few members echoed the Vice-Chancellor's sentiment regarding Council's ultimate ownership of strategy (O_1, 3, 7). The Chair observed, "Council need to […] own the strategy particularly if we're going to be responsible for ensuring that it's being delivered" (O_1). The Vice-Chancellor noted, "they're not there to rubber stamp the strategy. They are there to own the strategy […] the strategy is not finalised until it's approved by the Council" (O_6).

Members identified a role for Council in agreeing key performance indicators and setting targets (O_2, 3, 6, 7, 8, 9, 10). A lay member described Council's desire to "develop some lead indicators" and explained,

> "once the strategy was agreed, there was a lot of work […] that was as much led by the Council saying, 'if we're going to sit around the table and judge how the strategy is going, we need some early warning of where things might be going off track' or exactly the opposite, 'we're doing something incredibly well, could we do even more of it?" (O_2)

The Vice-Chancellor recognised Council's desire for lead indicators, but noted,

> "the challenge […] is the things we measure in terms of strategy. We can only really have proxies […] in the short term to measure our achievement […] There is no single measure for a university that we can measure in real time, year on year, which tells us exactly how we're tracking." (O_6)

The newest lay member, who joined after the strategy was agreed, did not read the document as an internal strategy, incorporating KPIs and measurements (O_5). This is consistent with two internal members who identified unease about the extent to which indicators and targets were cascaded throughout the university (O_9, 10).

Members identified Council's roles relating to the university's human resource strategy (O_1, 2, 4, 6, 7, 8, 10). The Vice-Chancellor noted the Council's "responsibilities, in the first instance, to appoint the VC and […] have an active interest in the formation of the leadership team" (O_6). The Chair observed, we "have had endless conversations about the restructuring [of the Colleges], what s/he feels s/he needs and […] the problems s/he was trying to address" (O_1). A lay member noted the Council was spending "increasing amount of time on senior people planning […ranging] from succession planning, development of individuals, through to performance and disciplinary issues" adding "there is a question in the Council's mind about how robust are the people management processes within the university" (O_2).

The Vice-Chancellor explained a decision to broaden the scope of the Remuneration Committee "to include the HR strategy and policies and issues" (O_6). The Chair elaborated,

> "we have a committee that looks at workforce and our staff, […] what we need to do about supporting the VC to shape terms and conditions going forward, how do we

> get the balance between academic and support staff, the different forms of contracts we use. […] Looking at the development of the culture and the staff voice and whether we've got the right skills and staff capability to meet those needs of the university." (O_1)

Some of the members welcomed the committee's wider focus, noting, "I still don't think we've had enough engagement on people and culture" adding that "Covid-19 will make us […] rethink our whole staff structure" (O_7). Another academic member concurred, noting "I do think in the challenging times ahead having effective HR policies that are fair and the staff understand is going to be very important" (O_8).

The majority of governors, evenly split across lay and internal members, identified an emerging role for Council with regard to academic strategy (O_2, 4, 5, 6, 8, 10). This is despite several noting the historical division of responsibilities between Council and Senate (O_2, 3, 4, 8, 10). A lay member described Council's interest in "terms of the offerings to students, how the world of the degree offering is changing […] but […] we probably haven't spent as much time on that as perhaps we should do" (O_2). S/he reflected, "I suspect we'll end up with some form of […] academic subcommittee that can work closely with Senate […] to come up with the right academic strategy and […] get the Council to buy in" (O_2). Another noted, whilst "we don't have the technical skills to understand the quality of the courses, […] what we can understand is where *should* the focus be" (O_5). The Secretary observed, Council "needs to see evidence of how the strategy for education is being developed and implemented" particularly given the University's mission to transform student's lives (O_10).

<u>Oversight roles</u>

All governors, except one academic governor (O_7), mentioned Council's role with regard to monitoring the delivery of the institutional strategy. This takes place directly at Council. One lay member noted that whilst "we've always had a dashboard of the key measures, we've struggled with measures just recently and we've been developing […] forward-looking measures" (O_4). The Secretary noted "Council needs to have regular reports on how strategy is being implemented [… and] there ought to be more visibility around certain areas [such as] how we're doing educationally" (O_10).

The vast majority of governors identified holding the Executive to account as a key role (O_1, 3, 4, 5, 6, 7, 8, 10). It is treated as a distinct role because, whilst it includes monitoring the delivery of strategic aims, there are additional aspects. It is broader in terms of monitoring day-to-day running of the institution. It also incorporates governors' roles in terms of challenging the Executive. When the challenge role is combined with support, it is described as "critical friend". The Vice-Chancellor noted that Council is responsible "to ensure the university is organised and operating in such a way as to achieve its objectives" adding, "members of the Executive will have more depth of knowledge of matters that come to Council […] but that doesn't remove the legitimacy of the challenge and questions" (O_6). One lay member explained,

> "as non-execs, we're there to hold the Exec to account. And together, joint and separately, we're there to ensure the efficient running of the organisation […] and there needs to be a healthy tension between the execs and the non-execs […] If there's no tension, then we're cruising and missing opportunities to shape the environment in front of us." (O_3)

The Council Secretary observed, Council "should be able to comment and be critical, in a constructive way, about how [the implementation of strategy] is actually being undertaken," adding, "it's patchy […] certain areas don't get the attention they deserve" (O_10). Another lay member noted, "one of your jobs as a non-exec is to be a bit suspicious and sniff around for things that don't feel right" (O_4). In a similar vein, another, newer lay member noted "I feel I'm just dependent on what I'm being told. That's what scares me" (O_5).

The majority of members identify a role for governors in gaining a better understanding of the student experience (O_1, 2, 3, 4, 7, 8, 9, 10). This focus might reflect the importance of institutional purpose. The Chair anticipated the evolution of higher education regulation may mirror the experience of the NHS where "you're not only monitoring numbers, you're monitoring the quality of peoples' experiences, you're monitoring outcomes" (O_1). An academic member noted "Council has an open door to student experience. It hears every meeting from the [SU] president […] and they are aware that students are our customers" (O_8). However, the Secretary explained,

> "Council has come to the conclusion that having representatives […] isn't necessarily going to deliver an understanding of what students actually are concerned about or want […] there's a need to develop other ways in which to engage the student more effectively." (O_10)

The Chair acknowledged working through the Student Union, yet recognised they do not represent all students (O_1). S/he also described personal experiences of meeting with students to "experience a bit of the quality, both the good and bad things" (O_1). An academic member observed, "Council find it easier to listen to students. In their other lives, they are used to listening to customers," but then cautioned, "it's not the same relationship, when you buy a degree, you're not buying a degree. You're buying the opportunity to polish yourself up" (O_7). The student member noted how rapidly the student experience changes, relating in part to phase of study (O_9).

The majority of governors, including all internal, described Council's more recent role to provide academic assurance (O_1, 3, 4, 6, 7, 8, 9, 10). A lay member described it as "how do we make sure that our degrees are worth what we say they're worth […] and that there's not grade inflation?" (O_4). An academic member, with international responsibilities, set this role in a broader context,

> "it is not widely understood that we're responsible for the quality of our own awards", adding "UK universities are seen as high-quality institutions with good regulation, openness and trustworthy, and Council is one of the reasons that we're seen as that […] It is a way of saying we're independent […] it's very important for the reputation of HE." (O_8)

The academic member serves as an external member of another university's Board as a lay academic and suggested Oak University adopt a similar approach (O_7). The Chair explained, "we now have someone on the Council, who's got an HE background, whose role it is to help the Council both setting their challenge and support whilst working with Senate" (O_1). S/he elaborated,

> "using an NHS example […] in about 2-3 years' time, we will probably have a quality committee. That's not to second guess Senate. […] It's about the triangulation of what you hear at Council, what you monitor, what you understand is being delivered right at the front line" (O_1).

More than half of governors also identified Council's role in compliance (O_1, 2, 4, 7, 8, 9). The Chair explained, "the Audit Committee looks carefully at governance oversight, both of financial matters and operational matters" (O_1). One lay member described a "focus on compliance […] of the university against whatever guidelines exist", whilst another noted "we've collectively got legal obligations […] like health and safety, equality and diversity, employment law" (O_2; O_4). The Secretary said "we've just done an internal audit review of our compliance with the 24 [OfS registration] conditions" adding "what is different is that Council needs to have visibility of how that operates […] we've got to find ways to provide the reassurance that they need" (O_10).

Again, more than half of governors identified Council's fiduciary responsibilities (O_1, 2, 4, 6, 7, 8, 9). One lay member commented, "the role of financial sustainability is up there, and it's not just approving a one-year budget. It's making sure we've got a scan on the next three to five years, and that's everything from revenue to capital spend" (O_2). A few members noted the significant role played by the Finance Committee in this regard (O_1, 8, 9). One lay member described it as "looking at all of the financial aspects […] are we a going concern? To more detailed areas of how we might apportion money, what should be prioritised, and all of the projects, building and estate strategy, that's closely linked to finance, but also […] efficiency" (O_4). An academic member referred to Council's role in ensuring the university has "good financial management" adding, "maybe part of it is making sure [Oak University] provides good value for money" (O_8).

Several governors, predominantly internal members, identified a role for Council with regard to the oversight of risk management (O_4, 7, 8, 10). The two academic members noted improvements in the approach, with one stating "it's changing a bit […] risk had been seen as a box-ticking exercise" (O_7). The other welcomed the contribution of lay members, querying "what do academics know about business risk?" (O_8). The Secretary reflected, "it's not just about ensuring that we're recognising the risks, but it's also sometimes Council can encourage us to take more risk, up our appetite […] I didn't expect that, but it actually does happen" (O_10). Another lay member noted the potential need for the Executive to take on risks to leverage opportunities presented by Covid-19 (O_3).

<u>Support roles</u>

The majority of governors identified a challenging support role (O_1, 3, 4, 6, 7, 8, 9). The Chair observed, "Council's role is to both challenge and support the VC and the team, […]

and the VC is very, very open to working with Council, getting support of Council, wanting to understand Council's perspectives on issues" (O_1). The Vice-Chancellor "subscribes to the critical friend model" (O_6). Three of the four other internal members echoed this sentiment, with two providing specific examples of the approach (O_7, 8 and 9). The student member noted the Chair met with them before each Council meeting and provided useful feedback on how s/he presented papers and reports to Council (O_9). An academic member cited an example of how the Audit Committee members "by asking those questions, they're making you rethink things" (O_7). That same member noted that paradoxically, as the new Vice-Chancellor enables greater transparency with Council, there is less need for informal lay member engagement.

The majority of members also identified a governing body role of understanding both external and internal stakeholders (O_1, 2, 3, 5, 6, 7, 8, 9, 10). The Chair described "the Council itself […] divide up into having key roles with important stakeholder groups" and expressed an intention to establish a new stakeholder forum to participate in the recruitment of the new Executive Deans (O_1). In the context of Council's involvement in the development of institutional strategy, the Chair described Council's active participation in "various panels and forums of external and internal stakeholders, business groups" (O_1). An academic member noted that although the university had always served beneficiaries, "having them at the centre means it was really to get people to think externally" (O_7). Whilst possibly more of a *connecting* role, the student member noted lay members "play a key important role in engaging businesses with us. Not everyone will know who the VC is, but someone might know who one of our Council members are and s/he might have good relations with bigger companies" (O_9). A lay member echoed this sentiment, identifying a role to "help the university make connections with the wider community, particularly the business community" (O_5).

Regarding internal stakeholders, members acknowledged the valuable contribution of staff representatives serving on Council (O_1, 8, 9). The Chair noted with regard to academic staff, "the staff side […] get better representation at Council because the staff members […] are professional, thoughtful, used to holding their own" (O_1). The academic member noted "there's three of us now, and we've all got very different experiences and different staff groups that we work with" adding lay members "will listen" and "do ask […] 'what do the staff think about that?'" (O_8). One lay member expressed frustration with the fact that "sometimes some of the academic members come to Council, come almost as union reps as opposed to Exec members or senior managers responsible for delivering things at the organisation" (O_3). The Secretary identified the limitations of relying on staff representatives on Council – "are they really able to represent all the views of the staff?" (O_10). Two long-serving lay members acknowledged staff satisfaction receives less Council scrutiny than student satisfaction (O_2, 3).

Governors also identified a role in providing expert advice, drawing on their skills and experience (O_1, 2, 3, 5, 7, 8, 9). Members attribute this role to both lay and internal members. The Chair noted "we need members of Council who can contribute to that strategy in support of the VC" adding "that's why we have the academic members as well,

to support the staff side. So […] we all come in place and we all do play a part […] different people fill in those knowledge gaps" (O_1). Members identified the significance of the lay governors' external perspective and experience in aid of their challenge and support roles (O_2, 5, 7, 9). The student member noted lay governors "provide external views […] they come from all different backgrounds so they bring forward skills, experience and expertise that one person may not necessarily have" (O_9).

Several members identified a role in safeguarding the university's and sector's reputations (O_1, 7, 8, 9). The Chair noted the importance of the university's "reputational standing" within the wider sector including regulators (O_1). An academic member noted in the context of "a lot of HE bashing recently […] We [the sector] haven't represented ourselves well" adding Council should take some responsibility (O_7).

Chapter 6.8 Yew University

6.8.1 Introduction

Yew University, a Russell Group university, comprises institutions dating back to the 18th and 19th centuries, and was founded by Royal Charter. Key statistics are provided in Table 25. The university continues to focus on creating knowledge, building a culturally diverse staff and student body and engaging locally, nationally and internationally. The university earned a Silver in the inaugural Teaching Excellence Framework, but recent rankings have slipped to 2nd and 3rd quartile. The university has achieved significant double-digit growth in student numbers since the removal of controls and suffered a slight deterioration in recent student satisfaction results.

The current Vice-Chancellor joined several years ago from a Deputy Vice-Chancellor role at another Russell Group university. The appointment slightly preceded the recruitment of the current Chair. S/he had previously chaired another university Council and was a Council member of another Russell Group university. The Vice-Chancellor led a comprehensive strategy review, including extensive engagement with staff, students and other stakeholders.

The Council conducts its activities across six Council meetings per annum, including a strategy day. It has five sub-committees, the usual four plus one focussed on governance.

Fourteen governors participated in the semi-structured interviews. An overview of participants by member type is included in Table 27. Lay participants' sector profile is provided in Table 28.

6.8.2 Governing body member perceptions of influences on governing body roles

The key influences identified by Yew University governors on their perceptions of their roles as governors are illustrated in Table 29. They are discussed below.

Internal influences

The vast majority of members noted the influence of the Chair's approach on their roles as governors (all except Y_5, 9, 10). The Chair described her/himself as, "really keen to

stimulate debate" adding "the idea that the Council operates in any context as a rubber stamp is pretty much anathema to me […] you want to emerge with an outcome, but it has to be done in the right way" (Y_1). A number of governors echoed this sentiment (Y_2, 7, 11). The Deputy Chair observed the Chair, "embraces the good, the bad and the ugly, and s/he wants to know" (Y_2). Whilst another contrasted the current with the previous chair, noting s/he "didn't feel as listened to as I do now" (Y_7).

One committee chair noted a termly "chairs' breakfast" compensated for infrequent Council meetings and allowed Council and committee chairs and the Vice-Chancellor to "get a far better sense of feeling as to what the Exec think, what Council think and what the committees think" (Y_3). A lay member noted the need for the Chair to sometimes drive initiatives at Council, which may contribute to the student's view that "the questions sometimes are not very debatey" (Y_4; Y_13).

A majority of members also noted the impact the Vice-Chancellor's approach has on their roles, particularly in relation to being more transparent and receptive to input (Y_1, 3, 4, 5, 6, 7, 10, 12, 14). As at the other Pre-1992 case studies, governors compared the current Vice-Chancellor's style with that of the previous one (Y_6, 7, 12). One lay member described the current VC as "much more willing to accept challenge and listen and have a debate" (Y_6). Another described a more "open book approach", adding, "the [VC] has been very good at saying, 'this is the particular horror in front of us, I am not going to sweeten this particular problem'" (Y_5). The Secretary noted that since the Chair and Vice-Chancellor's arrival there is a much greater focus on "making [the values] real and making them lived. And that has triggered changes on the governing body as well as on the Exec in terms of how we operate" (Y_14).

Governors made reference to various aspects of organisational culture as an influencing their roles. They noted the importance of shared values which were described in their motivations to join. They also mentioned attempts to make the existing academic culture more "commercially aware" and "accountable" (Y_3). A final aspect was the poor state of industrial relations (Y_3, 5, 9, 12). One lay member described the ongoing dispute over pensions as "really quite […] poisonous is too strong, but it has been difficult" (Y_5). Another noted "events and ongoing issues have created some distrust between staff, particularly faculty" (Y_9). These factors have contributed to governors being more proactive than the other case studies with regard to understanding the staff experience.

<u>External influences</u>

There was broad consensus regarding external influences, with the majority of governors mentioning at least two of the three key factors. Just over half of governors, mostly lay members plus the Vice-Chancellor and Secretary, identified the Office for Students as a key influence on governing body roles (Y_1, 2, 4, 5, 7, 8, 10, 14). The Deputy Chair characterised a shift in governing bodies from "far more cozy, collegiate, light touch, […] a core nucleus doing the heavy lifting" towards a "far greater drive for accountability and moving towards a professional board" (Y_2). The Vice-Chancellor noted a broader scope, "especially on the student side […] the quality of education, value for money" (Y_10). Several governors noted

the increased student focus, with one noting this may be perceived to be at the expense of staff (Y_2, 4, 8, 14; Y_2). The Chair decried the lack of "regulatory sandboxing" which permits organisations to try out new concepts with the regulator (Y_1).

Governors made references to the impact of the current pandemic on universities, including some explicit references to governing body roles (all except Y_6, 9, 10). The Chair noted, "both policy-makers and regulators are going to become much more risk averse […] and the role of Councils is going to be more prominent" adding "the question is whether we can take decisions without being too risk averse at the same time […] what we mustn't do is arrest all growth and new ideas" (Y_1). Several governors raised the issue of resulting funding constraints and knock-on consequences (Y_1, 3, 4, 8, 12). A few governors also noted the longer-term implications of the rapid shift to online provision (Y_2, 4, 11). Two lay governors noted the intersection between current organisational cultural issues and the pandemic (Y_4, 5). One predicted,

> "the virus is going to be the biggest driver of change within HE because it has accelerated […] a lot of stuff that people were talking about but not really delivering, like remote and distance learning […] Governing bodies will be pushing very hard for innovation." Added to this the "uneasy relationship between staff and the management at the moment […] could easily erupt in different ways. […] Governing bodies are going to need to stand up and be counted." (Y_4)

Several members noted the pandemic results in an even greater focus by Council on staff-related matters, including well-being and health and safety (Y_5, 7, 8, 11).

A majority of governors identified issues relating to marketisation, primarily the introduction of fees, as impacting on how universities, and Council, perceive students as customers (Y_2, 3, 6, 7, 8, 12). One lay member observed, "we also have a responsibility to make sure that the university is delivering a good service […] fundamentally, they're providing an education and therefore the students are their customers (Y_6). A few members noted the increased competition for students – both in person and now on line - impacting the university's approach to positioning and marketing (Y_2, 6; Y_11).

The final external influence identified by governors was practices from other sectors (Y_2, 3, 4, 14). Here, two members described how practices in the areas of audit and remuneration transcend sector boundaries (Y_2, 4). A lay member gave an example of where universities can learn from railways, noting, "if you try and beat people into submission, they will just go on strike and then it's game over and you've destroyed your business", and consumer businesses, where there's a lack of appropriate benchmarks for universities given the nature of the purchase decision (Y_3). The Secretary noted the influence of other sectors' actions in the area of environmental sustainability as having an impact on how university Councils will be expected to respond (Y_14).

Individual influences

Almost every lay governor made reference to their executive experience when discussing governing body roles (all except Y_4). The Deputy Chair noted in his/her executive roles,

s/he “realised the value of the good non-execs, advising, supporting and challenging” (Y_2). Another lay member felt s/he was a good sounding board for the Vice-Chancellor as they “are the only two public sector Chief Executives. What we share there is things like we are the people who are accountable in a very formal and rather pointed way […] you carry the can” (Y_5).

Three members made reference to their non-executive experience (Y_1, 3, 10). The Chair noted, as did some other members, the benefits of his/her having served as the Chair of one College and the Audit Chair of another Russell Group university before joining as Yew University’s Chair (Y_1). Another lay member noted company directors are expected to protect the interest of both shareholders and stakeholders, stating, “it’s a statutory duty as a trustee of the body to ensure that the various stakeholder groups are considered and supported and delivered to, as appropriate” (Y_3).

The majority of Yew University governors identified an individual influence which did not arise nearly as strongly at the other case studies – and that is their personal experiences and values (Y1, 2, 3, 8, 9, 10, 11). This is partly reflected in their motivation to join. However, having joined, it appears to deepen. Five governors either come from underprivileged backgrounds, are ethnic minorities, or both. They each described how their own life experiences and resulting values impact their work as governors. Not only have they developed the expertise required to contribute, they are role models for current staff and students. Some, particularly those who are ethnic minorities, play this role as proactively as time and remit permits.

6.8.3 Governing body member perceptions of governing body roles

Several lay governors and the Vice-Chancellor raised the issue of governance versus management when discussing roles (Y_1, 3, 4, 5, 7, 10). One lay member noted, “the ‘n’ [in non-executive] is not a silent ‘n’ […] you should be inquisitive, not instructive” (Y_4). Another stressed “you need to accept that the day-to-day management sits very firmly with the VC and the VC’s team” (Y_4; Y_3). The Vice-Chancellor agreed. However, unlike some of the other case studies, this demarcation does not preclude engagement with the wider university. As described by the Chair,

> “I’m passionate about the division between management and governance. And I don’t think Council should overstep the mark. But I am very keen on non-exec Council members engaging. And the more they engage with what’s happening in university life […] the better.” (Y_1)

Another lay member agreed, “we’re not there to manage the day to day, but we do need to understand the staff experience” (Y_7).

Roles identified by governing body members are illustrated in Table 30 and discussed below. Consistent with Beechwood, a specific role cluster relating to culture and values was detected and is discussed below before the other three clusters.

Values and culture

Both the Chair and Vice-Chancellor described how they were attracted by the values of the university (Y_1, 10). Unlike the University of Beechwood, only three members described an explicit Council role relating to culture (Y_4, 7, 14). One lay member described the Council's primary role as "to ensure we are embodying the principles of the organisation" (Y_7). The Secretary noted the Council's role in "approving the mission and values of the organisation and ensuring those are developed and adhered to" (Y_14).

Other members made multiple references to the importance of Council using the values as a guide in decision-making (Y_2, 3, 4, 7, 9, 13, 14). The Secretary observed, in considering potential responses to the pandemic, "the governing body wants to […understand] the extent to which our approach relates to the strategy, but more importantly that our approach […] is informed by our values" (Y_14).

A number of governors made explicit references to the type of culture being created (Y_2, 3, 4, 9, 14). The Secretary noted the addition of "ambition" to the university's values, stating it is about being able "to actually address these big issues and that we are able to take everybody with us. And the determination to address areas of the organisation that aren't getting on board" (Y_14). The Chairs of the Audit and Finance Committees each described different aspects of existing culture. The Chair of the Audit Committee noted, "different universities may have different cultures regarding the extent to which individual schools or faculties can do their own thing. Some will have very strong central command and control cultures, and other will have a looser federation" (Y_4). Whilst the Chair of the Finance Committee observed that previously, there was "almost zero commercial focus" adding,

> "compared to the commercial world, most staff seem to be living in the 19th century and it's hard for the Council and for management to engage with staff who seem to think there's a magic money tree that will keep on giving them pay rises, when income is flat. Will keep on giving them gold plated pensions, when the cost of pensions is going up […]. It's still unbelievably difficult to create a culture that drives engagement through in a timely fashion and manages performance, not aggressively, but proactively." (Y_3).

Another reflected, "'what kind of culture are we driving?' […] changing culture at scale, while you are bobbing and weaving on a bunch of major, sometimes existential threats, is a really difficult balance for anyone, corporate or otherwise, to manage" (Y_9). The Secretary added, "all of [the KPIs] are about changing culture and changing approach […] The governing body can really help us with that by bringing insights into how they shift culture in their own sectors and organisations" (Y_14).

Strategy roles

The majority of members described a role for Council in shaping and endorsing the university's strategy (all except Y_3, 8, 9). One member noted the Vice-Chancellor "gave us a sense of the overall development time line […] and opportunities to engage early on and then later on" (Y_5). Another noted that unlike other organisations, university governing

bodies do not actually do the strategy development, noting it is “more about endorsement than design” (Y_4).

A number observed Council was, in effect, consulted by the Vice-Chancellor as part of a year-long strategy development process (Y_2, 4, 10, 13). One stated, “the design of the strategy came out of the engagement between the […] Vice-Chancellor and the team and the staff” (Y_4). Another noted the Vice-Chancellor’s approach was “very collegiate in the sense of going out, engaging and being highly proactive with the schools over an extensive period of time, and feeding that through to us” (Y_2). The student member noted, “it felt like there was good […] dialogue with the students” (Y_13). The Vice-Chancellor highlighted the importance of involving “all of your stakeholders […] including alumni and people externally” in the strategy development process, “making sure that people feel that they are a part and it’s their strategy” (Y_10). S/he added, “it’s not my strategy, and it’s not the Council’s strategy, it’s our strategy as a university” (Y_10).

The majority of governors’ comments regarding Council’s role relating to academic governance focusses on assurance and oversight, discussed in the next section. However, four lay members noted some concerns regarding where Council’s responsibilities for overall institutional strategy and resources intersect with those of the Senate with regard to academic matters (Y_1, 3, 4, 5). The Chair described Council’s role in academic governance as “rather blurred” (Y_1). Another lay member noted concerns regarding “decisions about things like the balance of staff/student numbers, online teaching, etc, which aren’t just about academic content but are actually about strategic direction and allocation of resources” (Y_5).

The vast majority of governors agreed Council has a role in agreeing plans, including milestones, targets and key performance indicators (all except Y_4, 11). The Chair noted,

> “Given our role is [to enable] delivery of mission […] you make sure you’ve got a strategy for it, that you have finance in order and the resources to deliver the strategy, [including] the senior leadership.” (Y_1)

Half of the members noted the importance of agreeing milestones as otherwise it is difficult to hold the Executive to account (Y_1, 2, 5, 6, 8, 11, 12). The Chair and Deputy Chair described building milestones into “business as usual” (Y_1, 2). Another lay governor mentioned a recent request by Council for more “scenario plans” in light of the pandemic (Y_6).

More governors described a significant role in setting key performance indicators (all except Y_1, 4, 8, 11). The Deputy Chair noted “the KPIs as they were first presented just didn’t cut it [… it was] a great demonstration of Council members working hand in hand with the Execs to get them to really think about how […] to simplify our KPIs” (Y_2). Two members flagged challenges which they saw as specific to universities in setting KPIs, namely, “academic desires for perfect measures” and a failure to ask the question “’how are we going to gain that insight?’” (Y_5; Y_9). The Vice-Chancellor added, “you’ve got to be prepared that some of these are going to be red, otherwise, what’s the point? We want to improve” (Y_10).

The vast majority of members identified a governing body role in appointing the Vice-Chancellor and the Executive team (all except Y_2, 6, 9). The Chair noted the importance of having "the senior leadership that can develop and deliver the strategy" (Y_1). A few other members noted a relatively high rate of change in the leadership team, necessitating new appointments (Y_7, 8, 13). The Vice-Chancellor noted that "all Executive [positions] have a lay council member on interview panels […as] they want to have reassurance that we are appointing at the right level on the Exec" (Y_10).

A majority of members also identified a governing body role in performance managing the Vice-Chancellor and overseeing the performance management of the Executive (Y_1, 2, 3, 4, 5, 7, 8, 11, 14). One lay member noted "many academics are often very loath to confront the one really basic element of the problem, which is underperformance of their colleagues" adding "people may be utterly brilliant researchers and possibly terrible teachers and equally they might be the most appalling line managers" (Y_5). Another described attempts by the Vice-Chancellor to "shift that performance culture" including the appointment of a new Vice-Principal in the people and culture sphere (Y_3). An academic member noted the Vice-Chancellor's commitment to address the leadership levels attained by BAME staff (Y_11).

Half of the members identified more strategic governing body roles relating to risk, namely, agreeing risk appetite and ensuring risks to the achievement of strategy are identified and mitigated (Y_1, 2, 5, 6, 7, 9, 14). As described by one lay member, "you set strategic direction and you want to articulate what are the key risks that might stop us achieving those goals and what are the mitigations […] and the risk register is a mix of a set of risks related to strategic goals […] and other risks which relate to business as usual" (Y_5). The Deputy Chair noted Council assesses "how quickly you could row back, if you needed to" (Y_2). Another lay member highlighted the need to understand "the implications of changing, especially when the strategy involves somewhat of a sea change […] how do we make ourselves resilient based on the anticipated change?" (Y_9).

One final strategy-related role identified by fewer governors is that of taking strategic decisions (Y_5, 6, 11, 12, 13). One lay member observed, "There are lots of people in the university […] who do not really view the Council as being the most senior decision-making body in the university, in the way that in a public limited company or the Civil Service or other parts of the public sector, there is a clear sense of a hierarchy and certain decisions going up to these people" (Y_5). (This echoed the sentiments of Maple's Chair.)

Oversight roles

A majority of governors identified monitoring the delivery of strategy as a governing body role (all except Y_7, 8, 10, 11). The Chair noted "I don't think we delegate […] non-delivery of strategy" (Y_1). Whilst one committee chair noted the monitoring of KPIs is largely devolved to committees through the delegated authorities, s/he added "Council certainly pays close attention to student satisfaction ratings and attrition rates and so on" (Y_3). Three other lay members noted that strategically significant KPIs are now reviewed more

regularly at Council, with both describing the introduction of “deep dives” into topics (Y_2, 4, 5). The Chair of the Audit Committee commented,

> “to be fair to our Exec team, there is a danger they manipulate the agenda, so you only do the deep dives on things that actually they’re happy that they’re on top of […] That isn’t how they’ve tended to do things […] They’ve often put stuff up where its proving challenging.” (Y_4)

A few members mentioned the difficulties in setting meaningful and timely KPIs (Y_2, 4, 9).

A majority of governors identified a related role played by Council, namely, challenging the Executive and holding them to account (all except Y_5, 6, 8, 10). Once again, holding to account is used more broadly than delivery of strategy. Members describe the need to constructively challenge or question (Y_1, 2, 3, 7, 11, 12). The Deputy Chair noted the opportunity to “get the Exec to think about where the gaps in their perspective might be”, whilst another lay member noted an “inquisitive, not instructive” approach (Y_2; Y_3). One staff member observed, “they do give a level of challenge but […] can be too readily satisfied with the answer” (Y_12). However, the Chair of the Audit Committee commented “every now and again, where we get so fed up […] with the pace of something getting delivered, that we’ll say, ‘right, if this doesn’t get done […], we want the head of the school to come and explain.’ And, low and behold, it gets done” (Y_4).

All but two governors described a role for Council in providing assurance regarding compliance with regulatory, legal and funder requirements (all except Y_6, 10). Here, they focussed on the processes by which decisions were made and the role of internal and external auditors. The Chair of the Audit Committee noted that whilst it’s not unreasonable to be expected “to be very transparent and report to the regulator in relation to a lot of stuff around finance, I’ve never seen such detailed returns […] in any other industry” (Y_4).

When asked to comment on their role in overseeing academic matters, all who did so agreed Council has a role to provide assurance regarding academic governance (all but Y_10). The Deputy Chair noted the need to give assurance regarding the university’s teaching and learning mission (Y_2). Another lay member observed historically “there wasn’t the same level of concern about TEF as REF” (Y_5). Four lay members raised the division of responsibilities between Council and Senate (Y_1, 3, 4, 5). The Chair expressed concern that while

> “Council oversees whether or not the Senate is doing its job on academic governance, we are not […] actually responsible in that sense. And yet, the reputation of the institution depends on the quality of its academic product […] It’s rather like a car manufacturer delegating the responsibility for the quality of the motor car to a subcommittee. I’ve never found that very satisfactory.” (Y_1)

The Secretary noted concern that the Senate is “made up of people who have no managerial role” and encouraged the “governing body to engage with the members of the Exec team who are responsible for managing this” (Y_14). Members expressed differing opinions regarding Council’s ability to discharge this role. Some, primarily internal, members noted

after initial difficulties, the lay governors were becoming more informed and able to provide the required assurance (Y_8, 11, 12, 13, 14). Some of the lay members were less confident (Y_2, 5). The Deputy Chair noted "if you honestly asked if I could tell you if things were going wrong, I couldn't" (Y_2).

The majority of governors identified a role for Council in understanding stakeholders' experiences and perspectives. Half specifically mentioned students (Y_1, 3, 4, 6, 7, 12, 13). Several members noted the significant contribution of the student Council member (Y_1, 6, 7, 12). Two members noted the use of deep dives into student related matters (Y_3, 6). Two others noted frustration with student experience data (Y_4, 12). One observed, "everywhere else, service providers measure customer satisfaction" and likened the NSS to a "rearview mirror" view (Y_4). Whilst the student member applauded the interest from "external and particularly the academic members of Council in the student experience", s/he cautioned against making "overwhelming assumptions regarding what students must be thinking […] without due research or consultation" (Y_13).

The vast majority of members, including all the internal members, identified a role for the Council in understanding the staff experience (all except Y_1, 4, 8). One lay member observed, "we can't have a great student experience without great staff experience" but added, "there is a distrust between the Executive […] and the staff and you feel some of it because those folks are represented on Council and you can feel some of the negativity on Council" (Y_9). Another lay member said,

> "We do need to understand the staff experience […] We spend a lot of time trying to see their perspective [without] getting too bogged down in the day to day but making sure we've got proper processes to look after mental health or bullying or looking at diversity." (Y_7)

Members described a range of ways they gain staff-related insights. These range from "sitting on appeals and disciplinary panels" to "reviewing staff surveys" to "input from representative members of Council [and…] direct letters [to Council] from members of staff [and…] the unions" (Y_7; Y_11; Y_6). As noted, the Chair promotes a high level of staff engagement by Council members. The Vice-Chancellor observed that the level of interaction between Council members and staff "doesn't happen in most other organisations that I've been involved in. But it happens here. I think it's a comfort for the Council members […] making sure that they can have a feel for what is actually going on" (Y_10).

The final oversight-related role identified by a majority of (primarily lay) governors is overseeing risk management (Y_1, 2, 3, 4, 5, 6, 7, 14). The Chair described the role as "something we pay a lot of attention to […] and the risk register is a working tool […]" (Y_1). A long-serving member noted the role as "one of our key functions" adding the university differentiates between strategic risks, business as usual risks and more significant one-off events such as Brexit and the pandemic (Y_5). Consistent with other case study universities, the oversight of risk is largely delegated to the Audit and Risk Committee. However, several

members noted that risks around strategically significant areas are often reviewed at Council level (Y_1, 3, 4, 6, 14).

<u>Support roles</u>

The vast majority of lay governors identified the role of supporting the Executive, including the Vice-Chancellor (all except Y_8, 9, 11, 12). Several members explicitly referred to the combination of challenge and support, though none used the "critical friend" term (Y_1, 3, 4, 7, 14). Governors described different aspects of this support, including "acting as an informal mentor", "providing [the VC] with moral support", "acting as a sounding board", and "giving them an element of air cover" (Y_2; Y_3; Y_4; Y_6). Another lay member observed, "we are there to support and encourage as well as scrutinize and challenge, because if you're not doing that encouragement and support, then it's deeply demotivating for those staff" (Y_7). The Secretary noted, "if you are a member of the Exec, the value to be had from an effectively functioning governing body to challenge you and develop you is enormous" (Y_14).

The vast majority of members also identified a governing body role in bringing their skills and expertise to advise the Executive (all but Y_3, 6 & 13). The Chair observed,

> "Council members need to add value both by constructively challenging and by suggesting new aspects, being creative about some of the discussion […] I very much want Council members to contribute by bringing their critical faculties and their creative faculties." (Y_1)

Many members noted the benefits of the breadth of the particularly lay member expertise, including law, IT, finance, strategy and organisational culture (Y_2, 3, 4, 5, 6, 8, 9, 10, 11). The Vice-Chancellor observed, "they've all got a breadth of experience, and we all bring different views from different sectors, on what works well and what perhaps doesn't work well" (Y_10). Whilst other internal members praised lay member input, one lay member expressed a belief "I don't feel culturally that our current leadership team takes all the opportunities it could have to get insight or help in forming the insight from the experience of the externals" (Y_11, 12, 14; Y_4). Lay members did not signify the contribution of staff and student members as contributing skills and expertise but rather filling representational roles.

Half the governors identified enhancing governing body effectiveness as a support-related role (Y_7, 8, 10, 11, 12, 13, 14). Compared to other roles, governors were less likely to explicitly name this specific role. Rather, it was detected from the conversations. There were two key elements. The first was effectiveness reviews, mentioned by internal members (Y_11, 12, 13, 14). Here they highlighted the benefits – "time to reflect" and "focus on behaviours" (Y_11; Y_14). They also identified gaps. In reference to two historic projects which were not well overseen by Council, the staff governor commented, "I think it could have been more soul searching […] I don't think we're particularly cognizant of what could become our next "favourite", that sort of untouchable area" (Y_12). The second element is the use of the Governance Committee to support enhanced governance practices, including member recruitment, induction and development (Y_7, 8, 10, 14).

Another support-related role identified by just less than half of the governors was stakeholder representation, not limited to staff and students (Y_1, 6, 7, 8, 11, 13). Members referred to the representational aspects of *all* Council roles as a contributor, or detractor, to effective governance. The Chair described the importance of representation;

> "I think it's important that people don't think that as an institution, the only person who matters is the [VC]. We have a broad range of stakeholders […] and we [Council] are upholding the values of the institution, and that's what we are there for and therefore build the trust across the institution" adding, "we bring people on Council who are representative of the external world in some ways." (Y_1)

Two other lay members described "representing the community" and the desire for Council to "reflect the makeup of the area that we live in, the community including staff and students" (Y_8; Y_7). Lay governors are not overly reliant on the feedback from staff and student members of Council as their source of insight, but they do value their contribution and encourage their development as governors (Y_2, 6, 7, 14). Some members noted the challenges of the representative roles, particularly with regard to their collective responsibilities as trustees (Y_7, 10, 11, 14). An academic member observed, "sometimes I feel a bit uncomfortable because we have the lead for the union on Council […] and his agenda is 'Council is not doing enough'" (Y_11).

Several governors identified a final support-related role, namely, connecting the university to prospective employers – a "door opening role" (Y_1, 2, 6; Y_9). The Chair noted lay Council members "build relationships with particular schools" including "joining in with internship programs" adding "those who belong to big businesses are great facilitators in that […] it's really engaging in the right way" (Y_1). The Deputy Chair described using "a lot of my contacts to introduce people to [the university]" whilst two other lay governors described participating in "work shadowing", garnering feedback from graduate recruiters regarding "what is it they're actually looking for" and "spending time with people in the career services […] in order to "support the employability agenda at scale and do training for faculty and staff" (Y_2; Y_6; Y_9).

6.9 Case study findings summary

Here are provided brief remarks regarding the case study research, especially with regard to the topics synthesized across cases and presented at the start of this chapter, namely, motivations to join, governing body purpose and stakeholders. This is followed by a more detailed discussion regarding influences on and perceptions of governing body roles, including comparisons with previous research. This serves as an segue for the following chapter regarding cross-cutting themes emerging from the overall study.

<u>General remarks regarding case study research</u>

Whilst the sector-level analysis in this study focussed more on governing body attributes such as composition and characteristics, the case study research allowed the exploration of other governing body attributes including structures and processes (Zahra & Pearce 1989), in an institutional context. Analysis of the cases illustrated some of the interrelationships

between attributes which in turn may influence roles. Governor motivations to join and the processes of governor selection increasingly interrelate with governing body member characteristics. Governing body composition, in terms of size and member type, relates to committee structures. Committee structures relate to member characteristics such as skills and experience. In some instances, effectiveness reviews informed changes to governing body composition and committee structures.

Governor motivations to join appear to broaden with changes in member characteristics, and increasingly include personal development and alignment to institutional values. The overarching purpose of governing bodies is not entirely clear. Governors raised holding to account (conformance aligned more to Agency Theory) and the setting of strategy and delivery of outcomes (performance aligned more to Stewardship Theory) when discussing purpose. Scholars often juxtapose the two (Cornforth 2003, DeBoer et al 2010). Findings from this study infer it is possibly an "and" not an "or". Some governors described a combination of holding to account and enabling performance. Finally, governors easily identified governing body stakeholders but were less clear regarding the nature of their relationships with them.

Influences on governor perceptions of governing body roles

Whilst it made data capture and analysis more complex, it was important to capture and analyse governors' views regarding influences on their perceptions of roles both from direct answers to questions and from indirect references made throughout the interviews. Governors provided much of the data, particularly relating to external and individual influences, indirectly. For those who answered directly, they distinguished between internal, external and individual influences.

Overall, there was greater consensus with regard to influences, illustrated in Table 31, than roles, shown in Table 32. Both tables illustrate all influences (and roles) identified by the majority of governors at two or more case study universities. They are not a composite view, but rather a consensus. The numbers in parentheses indicate the number of case study universities identifying the influence (and role).

Table 31: Overview of key influences on governor perceptions of roles

Internal	External	Individual
Vice-Chancellor's approach (5)	The Office for Students (5)	Executive & non-executive experience (5)
Organisational culture (5)	Tuition fees (5)	Personal characteristics (3)
Governing body attributes* (4)	Competition for students (3)	Available time (2)
Chair's approach (4)	The pandemic (2)	Time in post (2)
The situation (3)	Sector scandals (2)	
Governing documents (3)	Practices in other sectors (2)	

Source: 61 governing body member interviews across five university case studies; *composition, characteristics & committees

Governors agreed regarding the types of different internal influences, including the approaches of the Vice-Chancellor and Chair, organisational culture and governing body

attributes including governing body composition, member characteristics and committee structures. However, they quite understandably vary by institution. For example, many governors at the Pre-1992 cases contrasted the approach of the current Vice-Chancellor (and sometimes Chair) with their predecessors.

Governors were even more concise regarding external influences. These included the Office for Students, the introduction of tuition fees, and competition for students. (The lower number of mentions of the pandemic was likely a timing issue.) However, it was clear that the consequences of these external influences for their roles depended on institutional influences such as the situation and the Vice-Chancellor's approach. For example, those who experienced some adversity such as faltering performance and/or difficult financing issues, saw the Office for Students and competition as much more threatening.

Governors' mentions of individual influences were fewer and often indirect. The main ones were executive and non-executive experiences of governance and personal characteristics of members. The cases reinforce the relevance of this type of influence, previously overlooked in governance literature (Hung 1991). It is likely to become increasingly relevant as governing body composition continues to change. Further, one additional point which emerged across the cases was the impact individual influences had on their expectations of *other people's* roles. For example, internal members often made greater mentions of lay governor roles in connecting the institution with external stakeholders. Likewise, lay governors expressed expectations regarding staff members roles who they felt were unlikely to challenge the Executive at governing body meetings. Many governors expressed expectations regarding the roles of external governors with academic experience.

Comparisons with sector expectations. At sector level, influences were only explored with expert informants, not throughout the documentation. Experts anticipated the type of institution (say Pre- versus Post-1992 university) would have a significant influence on roles. This did not appear to be the case based on the relative consistency regarding perceived roles across different types, described in the next section. So, despite the historic differences in approach, particularly with regard to academic governance, between the two types of universities, this did not appear to be a great influence on roles. Governor references to organisational culture was more about academic culture in general compared to cultures outside of academia. Further, feedback from Pre-1992 university governors regarding the changes in their current Vice-Chancellor approaches, particularly compared to their predecessors, implies some historic differences by type may be waning.

Also, contrary to expert informant expectations, governors made very few mentions of sector-wide governance guidance as an influence. This may reflect that a significant number of expert informants are involved in the creation and dissemination of such governance guidance. It gains less attention at case study level. They made more mentions of institutional governing documents, particularly with regard to high-level remit, and of practices from other sectors.

Comparisons with previous research. There is little research regarding the influences on governing body member perceptions of their roles. However, there are indirect mentions of

governing body composition – specifically, the laicization of governing bodies (Shattock & Horvath) and the absence of lay academic members (Buckland 2004, Shattock 2006, Shattock & Horvath 2020). There are also mentions of the importance of committees, but without great clarity regarding the nature of this importance other than allowing greater scrutiny of compliance and performance (Shattock 2006, DeBoer et al 2010). Capturing influences on governors' perceptions of roles facilitates comparisons to underlying governance theories, as described in Chapter 7.

Governor perceptions of governing body roles

The first key finding regarding governing body roles from the institutional case studies relates to the role clusters originally identified by Zahra & Pearce (1989), first described in the analytical framework. Findings from the case studies support the decision, following the sector-level analysis, to rename two of those three role clusters. Oversight-related roles replace *control* and support-related roles replace *service.* Findings also support the inclusion of a fourth high-level role cluster pertaining to institutional culture and values. This was first mentioned by a few expert informants as an increasingly important role. Feedback from governors across three of the five case studies support this suggestion. A summary of the roles identified across the five case study universities is provided in Table 32. The emerging fourth cluster around culture is illustrated at the top of the table.

Table 32: Governing body roles aligned to high-level clusters

Culture & values (3)		
Strategy	**Oversight**	**Support**
Approve university strategy (5)	Monitor delivery of strategy & scrutinise performance (5)	Leverage skills and experience to provide advice (5)
Contribute to/shape university strategy (5)	Ensure/assure compliance, including academic governance (5)	Act as critical friend to Executive (4)
Set KPIs & targets (4)	Identify risks (5)	Support the Vice-Chancellor & Executive (3)
Sponsor the development of HR strategy (3)	Understand student experience(s) (4)	Represent stakeholders (3)
Appoint the Vice-Chancellor and Senior Executives (2)	Agree Executive remuneration (3)	Help understand (external) stakeholders (2)
Monitor academic strategy (2)	Understand staff experience(s) (3)	Enhance legitimacy (2)
Agree risk appetite & risks to strategy (2)	Hold Executive to account (2)	
	Oversee risk management (2)	

Source: 61 governing body member interviews across five university case studies

The majority of governors across all five cases identified six key governing body roles, with a skew towards oversight roles, as illustrated above. A further eight roles were identified across three to four of the cases. Including these roles balances the roles across the four role clusters. In practice, members described broad ranges of activity with the regard to these particular roles.

Whilst effectiveness is treated as out of scope for this study, the findings regarding governors' understanding of their roles may aid future research into effectiveness. Governors expressed varying levels of satisfaction regarding how effectively they conduct their roles. Governors identified concerns regarding the setting of key performance indicators and targets, performance monitoring and academic governance, in particular. The ranges of activity and the varying degrees of satisfaction with particular roles are considered more fully in the cross-cutting themes in the next chapter.

Comparisons with sector expectations. The greatest differences between sector expectations regarding governing body roles per the documentation and the perceptions of governors themselves relates to the third role cluster – support. This is in keeping with findings from expert informants who emphasized internal support roles such as providing expert advice, acting as a critical friend and supporting the Vice-Chancellor and Executive. However, case study governors made even fewer mentions of the externally-focussed support roles identified by experts, including engaging with stakeholders, providing contacts and assisting with fund-raising. Further, the majority of representative roles identified were by internal governors in relation to their representation of internal constituencies.

Differences with sector expectations also arose in strategy and oversight related roles. Governors expressed less focus on strategic aspects of academic governance, and to varying degrees, human resources policy. Governors were significantly less focussed on the oversight of risk management, focussing on risk identification instead. Further, as with the experts, case study governors made no mentions of access agreements and student electoral registration. They made only a few references to overseeing the students' union and staff and student complaints. Only Maple governors mentioned freedom of speech. Again, consistent with expert informants, governors placed greater emphasis on their roles in setting key performance indicators and targets and in understanding the student (and sometimes staff) experiences. Focus on approving business and/or implementation plans was mixed. Safeguarding received few mentions.

In light of few mentions regarding sector-level guidance, a comparison of roles identified by governors in this study to the sector template statement of responsibility (included in Appendix 2) is briefly considered. As noted elsewhere, governors have less focus on institutional mission, often taking it as given. They do take an increasing interest in institutional culture, including inclusion and diversity, and values. There is also less emphasis on business plans and the processes of delegation. Only Yew and Aspen governors made explicit references to the use of governing body effectiveness reviews, whilst Beechwood governors express what appears to be ongoing re-assessment of effectiveness. What is described in the template as "receiving assurance regarding student welfare" is becoming a desire for more direct understanding of the student experience. Case study governors made many mentions of academic freedom, particularly in discussing their roles in academic governance. Freedom of speech was raised only by Maple governors as they managed an issue at Council level.

Comparisons with previous research. Findings regarding university governing body strategy roles appear consistent with more recent corporate and higher education studies. Early

corporate research found almost no role for governors with regard to strategy (Mace 1971). Early higher education studies described a more reactive role (Bargh et al 1996). Later studies indicated governor involvement in strategy was becoming increasingly varied in corporations (McNulty & Pettigrew 1999, Stiles & Taylor 2001) and was a blend of some reactive and proactive in HE (Berezi 2008).

It also appears governors are placing greater and explicit emphasis on their oversight roles compared to earlier higher education studies (Bargh et al 1996, Berezi 2008, Buck 2013). This may in part reflect changes in environmental factors such as the new regulatory regime and uncertainty given marketisation. It may also reflect what was described by several governors as the professionalisation of university governance. Additionally, two corporate studies noted a decreased role for governors in internal performance monitoring as greater external performance monitoring became relied upon (Johnson et al 1996, Huse 2007). Findings here are also consistent with governors' control roles not policing *per se* but rather using control systems to influence practices (Stiles & Taylor 2001).

Findings regarding support roles differ from corporate research but remain consistent with previous higher education research. In corporations, governors tend to emphasise the more externally-focussed service roles, such as boundary spanning, establishing contacts and raising funds, than internally-focussed support roles. However, weak linkages with stakeholders, other than shareholders, were identified (Stiles & Taylor 2001). Governors in this study appear to rely more on skills, expertise and perspectives acquired in their executive and other non-executive positions than they do information they acquired, at odds with Resource Dependence Theory and previous corporate research (Carpenter & Westphal 2001).

Providing advice and guidance is the long-identified support role (Mace 1971, Mintzberg 1983, Johnson et al 1996, Stiles & Taylor 2001, Huse 2007). In higher education, Bargh et al (1996) found governors ranked support equally with supervision and representation, behind strategy and audit roles. A later study found only 33% of governors identified a governing body support role (Berezi 2008). A subsequent, slightly larger study of English university governing bodies found governors identified two related roles - support along with advice and guidance (Buck 2013). This same study found Stewardship Theory was overwhelmingly supported as the most appropriate of the four governance theories in scope.

Also consistent with previous research were findings regarding the difficulties faced by staff governors (Copland 2014). Interestingly, the ambiguities regarding the status of governing bodies (Bargh et al 1996), particularly with regard to academic governance, does not seem to have improved a great deal. Also, despite the changes in the nature of the relationship with what governors described as an arms-length regulator (the Office for Students) as opposed to a funding body (the Higher Education Funding Council for England), none of them described what might be construed as a guardian or buffer role for the governing body, in any way protecting the autonomy of the institution, as described by Kerr & Gade (1986). However, this study pre-dates Office for Students' most recent interventions with regard to issues such as conditional offers and recent consultation of the regulation of student outcomes.

Chapter 7: Cross-cutting themes

This chapter identifies and elaborates on the cross-cutting themes emerging from the research and has four parts. It first addresses cross-cutting themes detected in this study relating to influences. It then discusses cross-cutting themes relating to strategy and control roles before turning to support and service roles. The themes inform a high-level conceptual model of governing body-level governance presented in the final section.

7.1 Cross-cutting themes relating to influences

7.1.1 The importance of governing body composition and member characteristics

This study considers several dimensions of governing body attributes, including governing body composition and member characteristics. The increased homogeneity of governing body composition and heterogeneity of lay member characteristics at sector level are discussed in Chapter 5. An illustration of how isomorphic processes may have come to bear on these governing body attributes is included in Appendix 9. Within the case studies, governors identified member characteristics as a greater influence on governing body roles than governing body composition. However, certain issues regarding governing body composition emerged and are briefly considered here before turning to characteristics.

Governing body composition

Governors raised directly or indirectly several aspects of governing body composition across the case studies. These included governing body size and member types; lay member independence; internal member issues; and how these factors come together in the composition of committees. Each is considered briefly in turn.

Size and member types. Significant historic structural differences in governing body size and member types have lessened, resulting in relatively more homogeneous English university governing body composition. This includes a lay majority, in keeping with the laicization of governing bodies (Shattock & Horvath 2020). Near universal staff and student membership allays historic fears of erosion given the changes to Post-1992 constitutions (Bastin 1990, Nolan 1996, Dearing 1997).

Despite the greater homogeneity in structure, university governing bodies are both large and unique in the numbers and types of internal members compared to say corporate boards or health service governing bodies. NHS Foundation Trust unitary boards include fewer overall but equal numbers of external and executive members. In this study, lay members often described their initial surprise at governing body features. Governors at all but Yew University mentioned governing body composition, including size and membership types, as influencing roles. Size arose at two universities, but for different reasons. Aspen's Board, which had been much smaller than the average, grew, in part, to support diversification of lay member characteristics. Oak University significantly decreased the size of their governing body in an attempt to capture the benefits of greater agility whilst satisfying the time required for committee work.

Governors across all of the cases mentioned member types. Theoretical views differ regarding the balance of internal and external members in corporate settings. Agency theorists (Fama & Jensen 1983, Eisenhardt 1989) advocate independent, lay majorities as more effective means of monitoring or controlling executives. Proponents of Stewardship Theory (Donaldson & Davis 1991, Davis et al 1997) note the important contribution of internal members, usually executives, in a corporate setting. Each is considered briefly in turn.

Lay member independence. Indicators of independence include the extent of director shareholding and/or contractual relationships along with CEO's involvement in appointments and director pay (Mace 1971, Carpenter & Westphal 2001). Several factors can erode external governor independence, all of which might arise in a higher education setting. One is the Vice-Chancellor's involvement in appointing governors. This is becoming less common as universities formalise recruitment, now usually overseen by a Nominations Committee, of which the Vice-Chancellor may be one of several members. Another is governing body member pay. The vast majority of governors are volunteers so this is not currently a significant issue.

A further consideration is length of, particularly lay governor, service. The OfS (2019) commented on the continuing absence of term limits at some English universities, despite this being promoted as good practice. A final consideration is the extent to which governor interests are aligned to an organisation, usually in terms of shareholding or contractual arrangements. Numerous governors were sensitive to potential lay governor conflicts of interest. These included actual or prospective donors and other commercial interests as well as long term limits which reduce real or perceived independence. Some governors flagged prominent sector scandals when discussing conflicts of interest.

One might also question the independence of alumni members, particularly where alumni are the majority of lay members. In this study, whilst several alumni lay members mentioned it as a motivation to join, they did not tend to identify themselves as representing alumni. This is in contrast to private American universities, where the vast majority of trustees are alumni donors, which have been identified by Agency theorists as a useful alignment of interests between trustee donors as principals and university leadership as agents (Fama & Jensen 1983).

Internal membership. Issues pertaining to internal governing body members arose in this study, including the importance of student governors, discussed in the next section, and ambiguities regarding staff member roles. Whilst numbers vary, the types of staff members are fairly consistent across England's university governing bodies, including Vice-Chancellors, executive members, academic members and usually, professional services staff. The presence of internal staff members is somewhat taken for granted in a university setting and could be described as serving distinct but inter-related purposes. It provides external and internal legitimacy, potentially aligned to the concept of shared governance. It facilitates their contribution to deliberations, as suggested by Stewardship theorists. It acts as a feedback loop within the organisation to explain and support changes resulting from decisions taken, aligned to Stakeholder Theory.

Besides the Vice-Chancellors, only lay governors at the University of Aspen and Oak University explicitly described internal members as valued for their expert input. Many lay governors described both staff and student governors as representing the interests of those two groups. They noted engagement was variable with the contributions of some long-serving staff welcome. However, the presence of internal members sometimes prevented open conversations. Staff members self-reported conflicts of interest between their roles as, often elected, representatives of staff and as trustees with collective responsibility.

Governors noted the lack of contribution by Executive members as they, along with other staff, were unlikely to contradict the Vice-Chancellors. The University of Beechwood removed Executive members other than the Vice-Chancellor from the Board over time. These findings are consistent with research questioning whether internal members can carry out the monitoring, advising and garnering resources roles of corporate boards (Dalton et al 1998). Further, many staff governors described a lack of clarity regarding what they should and should not share and often sought direction from the Clerk on an ad-hoc basis. In parallel, lay members queried the effectiveness of such feedback.

Composition of committees. Governors identified an indirect implication of governing body composition, namely, the importance of committee structures. Lay members at the two Post-1992s and Oak University (two of which had smaller governing bodies) stressed the importance of committees, included as a structural dimension in Zahra & Pearce's (1989) model, in carrying out governing body roles. The committees across the case study universities included Audit, Finance, Remuneration and Nominations and sometimes Governance, Academic Governance, Innovation, Ethics and/or Performance. Maple's Chair established termly informal meetings for the Vice-Chancellor with lay members to facilitate their support roles. Yew's Chair held informal termly meetings with the Vice-Chancellor and committee chairs.

Whilst many governors emphasized the governing body's collective responsibility, most across all the cases noted the detailed work, particularly regarding oversight, could only effectively be done at committee level. Governors noted the necessity of recruiting, inducting and retaining lay members with the requisite skills and experience, including those required to chair committees. Some governors raised a further consideration, namely, committee composition. Across case study committees, lay membership dominates. Table 33 illustrates the number of case study universities where a key committee includes a particular type of member. For example, only one of the five cases includes a student on its Finance Committee.

Table 33: Number of case study universities with different member types by committee

Committee/ member types	Chair	Other lay	VC	Other staff	Students	Other External
Audit (& risk)	0	5	0	0	0	5
Finance	2	5	4	1	1	2
Nominations/Gov	5	5	4	3	1	2
Remuneration/HR	5	5	0	2	2	5

Source: five case study university committee terms of reference; excludes attendees/observers

Apart from the Audit Committee, where for reasons of independence university employees and students are typically excluded, and other externals who are not governors are included, the membership of staff and students varies by university and committee. At one extreme, Oak University committees include no staff nor students, including the Vice-Chancellor, on any committees. At the other four cases, Vice-Chancellors are members of all committees, excluding the Remuneration Committee, which they usually attend. Apart from Audit, staff are included in anywhere from one to three of the other key committees. Students are least often members of committees, with the University of Aspen and Maple University more likely to include students.

The case study universities appear more willing to have a broader membership on Nominations/Governance committees, followed by Remuneration and Finance. Given a great deal of the compliance-related and risk-management related work is delegated to the Audit Committee and much performance management to the Finance Committee, the virtual absence of staff and students as members, leaves the majority of this work in the hands of those least familiar with academia and the institution itself. This may either explain or be explained by lay members' doubts regarding the value of internal member contributions and/or concerns regarding potential conflicts of interest they face when discussing sensitive topics. Whilst only raised by a few staff governors in this study, in previous English university governing body research, the lack of internal members on committees was seen to contribute to a view that external members are "first among equals" (Buck 2013, p399).

Changing lay governing body member characteristics

Greater heterogeneity. Analysis of the new governing body attributes dataset indicated greater heterogeneity in governing body member characteristics, including demographic and sector backgrounds. Expert informants previewed these changes and case study participants elaborated on them. The latter also identified governing body member characteristics as a significant influence on governing body roles. Governors at all universities except Yew noted the shift away from the "great and the good" towards those recruited for their skills and experience. Governors tended to describe the former as older, semi-retired white men, whilst the latter were described as younger, often active executives including more women and a broader, though still small, ethnic mix. These changes may in part result from changes in recruitment practices alongside different lay governor motivations to join, described in Chapter 6.

Lay member backgrounds. The new governing body dataset also indicates greater diversity in lay member sector backgrounds. The share of lay governors with corporate sector backgrounds has decreased, to just over half, with an increase in those from professional services, public services and education. This may still reflect what higher education scholars describe as *boardism*: "the incorporation of normative and technical elements stemming from corporate-like organisations in the governance processes in interaction/tension with academic self-governance" (Magalhaes et al 2018). This could be countered by the appointment of lay academics on governing bodies. The exclusion of such sector experts in a corporate setting is unusual. This topic has received little scholarly attention with the

exception of Buckland (2004) who endorsed the appointment of more “HEI managers” (p253) and Shattock (2006). He noted “as lay members tend to be non-academics, they couldn’t do many of the roles expected of corporate non-executive directors around understanding the business, assessing performance, developing objectives and strategy and monitoring performance”, implying academic lay members might be better suited (Shattock 2006, p47).

More lay academic members were observed when comparing the new governing body dataset to historical data. Two of the case study universities had lay academics governors. Aspen appointed one in advance of its application for degree-awarding powers, recruited a replacement on that individual’s retirement and recently recruited a second. Oak recently appointed one. Views were mixed at the other three universities. Beechwood’s Board includes several executives with experience of higher education sector bodies who were seen to provide the requisite sector knowledge. The majority of members who expressed reservations queried the need given the relatively high number of internal academic members. They also noted the importance of finding the right type of lay academic, implying concerns about academic cultural norms which might exacerbate current issues. These findings were consistent with the only other previous empirical work in UK universities to address the subject (Buck 2013) where whilst “a small number of governing body members […] saw that benefits might be gained from the presence on governing bodies of more external members with experience in HE, most saw significant potential drawbacks” (Buck 2013, p 310).

Governors identified both positive and negative consequences of changes in governing body member characteristics resulting in greater diversity in demographic characteristics and sector backgrounds. The positives included diversity of thought, reduction in groupthink, and different perspectives on issues and experiences of governance. Negatives included time pressures given the shift away from those with more time towards those in full-time executive positions, concerns about fewer members with local knowledge and connections. The issue of available time arose at Aspen and Oak universities, both with relatively smaller governing bodies and an emphasis on younger lay members in full time executive posts. At Aspen, this was exacerbated by the much higher frequency of governing body meetings, with all finance items going to the Board. Governors at both institutions described time constraints given increased external pressures, including regulation. Governors at Yew University raised a more philosophical issue with regard to ethnicity, querying how much diversity is enough.

7.1.2 The emergence of ‘new’ stakeholders and knock-on consequences

Stakeholders were originally defined as “those groups without whose support the organisation would cease to exist” (Freeman 1984, p31). The discourse contains both instrumental – stakeholder focus will improve performance – and normative – stakeholder focus is appropriate – aspects (Freeman 1984, Donaldson & Preston 1995). Much of the literature raises legitimacy (Freeman 1984, Amaral & Magalhaes 2002). There is little existing empirical data regarding how university governing body members view their governing body’s stakeholders, which may mirror or not institutional stakeholders. As such,

the description of stakeholders as 'new' comes from the governors themselves. Here, two emergent stakeholders are discussed along with knock-on consequences for three other stakeholder groups.

<u>The rise of students as stakeholders</u>

Virtually every governor identified students as key internal governing body stakeholders. Numerous factors contributed to their increasing importance. The most obvious was the stated focus of the new regulator. The introduction of tuition fees, combined with the removal of student number controls, were also factors. Governing body members' own experience of working with paying service users or 'customers' as stakeholders across other sectors contributed further.

Whilst only a few governors described students as customers or consumers, a majority identified the introduction of tuition fees, prompting the concept of students as consumers, as an external influence on governing body roles. Consistent with Agency Theory, students are now in a contractual relationship with the universities (Eisenhardt 1989 b). Related to this, some governors identified a moral element. They felt obliged to consider students' interests given the high levels of student indebtedness. Students' stakeholding has greater salience. Salience has three attributes – the power to influence, legitimacy and urgency of the claim (Jongbloed et al 2008, Vukasovic 2018).

There are a number of consequences of the rise of students as governing body stakeholders. The first relates to participation. Stakeholder participation in governance is contested in some sectors. As noted, universities are somewhat unique in having both staff and students already participating in university governing bodies. Many governors noted both student, and staff, interests as stakeholders are effectively "represented" through the student and staff governor roles. Although student governors are typically sourced via the Students' Unions, only six governors noted the governing body relationship with students was in effect intermediated through the students' unions. Governors saw student members as part of the union but representing the interests of the wider student body. Maple University recently increased the number of student governors to three to include post-graduate student perspectives. Student governors also noted changes in practices including more regular standing reports from student members and more regular engagement between the Chairs and students.

Several members noted the quality of the student member engagement was variable and effectiveness was thwarted by one-year terms. Another consequence of students as stakeholders is greater governing body focus on understanding the student experience, out with and alongside existing activities around academic governance. Lay governors noted a desire for more comprehensive, frequent and timely sources of student satisfaction insights. This was in part due to the limitations of the National Student Survey which includes only third-year students whose participation levels vary. Lay governors were more comfortable seeking student satisfaction insights than they were staff satisfaction. This, in part, reflects governors' descriptions of staff as more of a management issue.

Governors highlighted the introduction of tuition fees, with the resulting paradigm of students as consumers. Governors at all but Oak University emphasized the students as consumers concept in discussing roles. Those from Post-1992 universities described a change in the relationship between students and staff but also academic staff and management, with the latter gaining more power as recruitment activities become more centralised, consistent with recent findings (Shattock & Horvath 2020). Lay governors at Maple and Yew universities noted the organisations needed support to manage the consequences of this shift, with regard to human resources, strategic positioning and marketing. Oak governors were more concerned about greater overall volatility and uncertainty for the university and the governing body.

The Office for Students as stakeholder

The Office for Students (OfS) was identified as the key external stakeholder by the greatest majority of, particularly lay, governors at four case study universities, excluding Oak University. Governors also identified the OfS as the greatest external influence on their roles.

Governors often contrasted the OfS with the previous funding body. Whilst the overall relationship is more arm's-length, the OfS now engages directly with the governing body. The majority of governors from each case study referred to a heightened focus on students and academic matters. The former is understandable. The latter is somewhat surprising as the governing bodies have been fully responsible for academic matters since 2016, under HEFCE's Memorandum of Assurance.

Many described the shift from a funding body to a regulator which is now paying more attention to quality and academic assurance. Some governors noted the regulator expects the governing body to be much more involved in the detail than in other sectors. Others observed the external pressure in areas such as student outcomes was welcome. A few governors acknowledged the legitimacy of the Government's stake and interest in value for money of institutions given they act as a direct and indirect source of funding. As noted in Chapter 6, despite the changing nature of this relationship, none of the governors described what might be considered a buffer or guardian role for the governing body in protecting institutional autonomy.

Additionally, governors from universities which faced financial difficulties, described the removal of a safety net, with the regulator unwilling to intervene to financially sustain institutions. Whilst governors of potentially at-risk universities note the regulator's role in financial sustainability, governors at other case studies did not describe any role for the OfS in terms of access to student loan funding despite the OfS's role in initial and ongoing provider registration. Relatedly, despite the presence of significant research activities in the two Pre-1992 case study universities, only Beechwood and Yew governors identified the Research Funding Councils as key stakeholders. However, they described research councils in their funding as opposed to any sort of regulatory capacity.

Knock-on consequences for other stakeholders

The emergence of students and the OfS as stakeholders, coupled with changes in the funding regime, has created greater uncertainty. Consequences for three other stakeholders are considered: providers of university debt-funding; the relative position of staff vis-à-vis students; and the Executive teams.

Providers of university debt-funding. As noted earlier, the majority of governors across four universities identified one or more funder(s), excluding students, as significant external stakeholders. The funders mentioned varied by institution and related to mission, recent investments and debt-refinancing activities. Resource Dependence theorists have described a dilemma between the maintenance of discretion - control over one's activities - and the reduction of uncertainty (Pfeffer & Salanik 1978). At both Aspen and Maple universities, there are examples of governing bodies accepting terms and conditions associated with the new debt funding which limits the university's discretion but increases certainty of ongoing debt provider support. These limitations include, in addition to reporting requirements, placing liens on university assets as well as specifying changes to governing body practices including committee structures and governing body terms of reference. These examples may seem incidental. However, the changes in the funding regime and the approach of the regulator have given debt providers much greater leverage when negotiating with universities. Although in an advisory capacity, governors feel more directly engaged with these negotiations and ultimately must approve the resulting agreements.

The relative position of staff. The emergence of students as primary stakeholders, coupled with aforementioned ambiguity regarding staff governing body member roles, calls into question the nature of staff members' status as stakeholders. Lay governors described a slightly different distinction between the status of students and staff. At Aspen and Maple universities, lay governors expressed a view that staff were more an issue for the Executive and management teams, with governors expressing less curiosity regarding the staff experience. At Beechwood, Oak and Yew universities, governors expressed greater interest in the staff experience, and although not from a managerial perspective, more from a cultural perspective relating to enabling the delivery of strategy. Oak and Yew university governors described ongoing industrial relations disputes as increasing the need for the governing body to support the Executive teams in working with their staff body.

Executive teams. Whilst Stakeholder theorists posit corporate managers are stakeholders of the organisation (Donaldson & Preston 1995), opinions across the case studies were divided. The vast majority of governors at Aspen and Maple strongly agreed Executive teams were not governing body stakeholders; smaller majorities at Beechwood and Oak agreed they were. Governing body members are becoming more involved in Executive-level activities such as senior appointments and mentoring and supporting Executive members, including and beyond the Vice-Chancellors. The nature of the relationship is significant as it may shed some light on aspects of governing body roles, vis-à-vis the Executive. Only the University of Beechwood's governing documents set out the role of the Executive in institutional governance. None of the Statements of Primary Responsibilities discuss any types of support roles.

7.1.3 The significance of context in relation to governing body roles

The majority of governors identified two key environmental and three key institutional influences. The environmental ones are an increase in uncertainty and the introduction of expectations from other sectors, often via the governing body members themselves. The institutional influences are the Vice-Chancellor's approach, organisational culture and the institutional situation. These influences may inter-relate.

Environmental influence - uncertainty

Governors, particularly lay governors and Vice-Chancellors, perceived the external environment as more volatile, and less predictable, leading to greater risks and opportunities. Key drivers included the switch from a funding body to a regulator. Governors described government and ministerial intervention as more frequent, and influencing myriad aspects of the higher education environment, including funding – the Augar review, European research funding post-Brexit and general higher education funding post-pandemic. Some governors also noted greater reliance on external indicators of performance.

Government's decision to remove student number controls also heightened uncertainty. Governors from the three universities which have *not* experienced significant growth in student numbers since the removal of the cap mentioned this as a significant external influence on their roles. Different issues emerged, aligned to their institutional situations. Aspen governors noted the competition for students combined with their new campus meant that the university was seeking means to diversify income which presented the university and the Board with increased opportunities but also greater risk. Beechwood governors described greater competition for both students and research funding. They noted increased Board-level focus on the overall positioning of the university, including different delivery models, along with marketing. This finding is consistent with internal members' views in Shattock & Horvath's (2020) study. Governors at Maple University observed increased volatility made what was expected to be straightforward refinancing of their debt much more precarious.

The pandemic added to uncertainty. Due to the timing of case study interviews, feedback is inconsistent. Interviews with governors at the first three universities - Aspen, Beechwood and Maple - were conducted between January and April 2020 before the scale of the potential issues were evident. Those at the last two, Oak and Yew universities, were conducted in May and June 2020 by which time the pandemic was more topical. At these, lay governors were more likely than internal governors to raise the pandemic as an influence, often describing it as a challenge but also a significant opportunity. Both universities experienced physical space constraints, so governors described the shift to online/digital delivery as a welcome trial, in effect, of different modes of delivery. It was also described as timely with regard to a review of staff structures at Oak University. The Oak Chair also noted the opportunity for higher education to look at what is happening in other sectors and for Council to be more flexible and board-like in terms of strategy and

governance. The Yew Chair cautioned, however, that the Government was likely to become very risk averse and universities must resist pressures which might stifle innovation.

Whilst the volatility increases both risks and opportunities for institutions, some governors described how external factors in combination can disproportionately increase overall risk. Risks to institutional sustainability were amplified by the removal of any kind of institutional safety net for struggling providers, a result of the advent of the Office for Students, coupled with the pandemic. Less predictable revenue streams were also making capital funding more challenging. A few Aspen and Maple governors explicitly mentioned the removal of a safety net along with the OfS's right to remove institutional degree awarding powers.

Environmental influence – expectations from other sectors

The majority of lay governors made explicit references to how their Executive experience outside of universities influenced how they perceived their roles as governors. Their sectors spanned the Civil Service, local government and other public services, including the health service, corporations, professional services, education, and other charities. Many made sector-level comparisons regarding culture, approaches to quality, the relative focus on students and staff and regulation. Others described how in executive roles they decided what type of non-executive director/trustee they aspired to be.

Lay governors, along with Vice-Chancellors, were also likely to refer to the influence of their non-executive roles outside of the university. Here, lay governors were more likely to identify particular practices, such as committee structures or the frequency of meetings, which they found potentially relevant to their roles. Vice-Chancellors noted board-level governance outside of higher education is often conducted more publicly, especially in the health service. Some noted university governance is not as professionalised as elsewhere.

There are two consequences of these findings. The first relates to the analytical framework regarding underlying governance theories, perspectives and influences. These findings support the addition of individual governing body member perspectives to environmental and institutional considerations. Further, aspects of Institutional Theory may aid in understanding governor perceptions. It is sometimes used by higher education scholars to explain conformance to higher education sector norms (see Buck 2013). Here, the concept of the professionalisation of governing body members themselves, may explain how they bring normative expectations from outside higher education into the university environment. This phenomenon also provides a potential example of normative isomorphic processes (DiMaggio & Powell 1983).

Institutional influence – Vice-Chancellor's and Chair's approach

The approach of the Vice-Chancellor was seen as the key institutional influence on governing body roles. Governors noted the Vice-Chancellor's openness and transparency with the governing body at all but the University of Beechwood. There it appeared to be taken for granted given the description of the relationship between the Executive and Board. Pre-1992 governors contrasted the approaches of previous and current Vice-Chancellors. The current ones are much more transparent. Beechwood, Oak and Yew

governors also described greater receptivity on the part of the Vice-Chancellor to input from the governing body. In contrast, Aspen's governing body is the only one to identify a separate oversight role, namely, triangulating information provided by the Executive more widely across the institution.

Governors at all but Aspen saw the approach of the Chair as encouraging greater engagement on the part of lay members and partnership working with the Executive. Comments included creating a more inclusive culture, spending time on campus as well as establishing informal meetings for Vice-Chancellors. At Oak University, members noted that the Chair was aware that the previous Chair had been "managed" and intended to establish a different role for themselves and the governing body. However, lay governors and Vice-Chancellors alike noted this was only feasible if executives were open to such an approach.

These findings appear to suggest a shift in Vice-Chancellor approaches over time. Descriptions of a number of previous Vice-Chancellors' approaches are consistent with Managerial Hegemony Theory as described in both corporate and higher education settings (Mace 1971, Zahra & Pearce 1989, Hung 1998, Kerr & Gade 1989, Marginson & Considine 2000, Shattock 2006, Buck 2013). The causes of the shift were not explicitly addressed in this study. However, long-serving lay and internal governors offered some reasons why Vice-Chancellors might be more open and transparent. These ranged from a view that governing bodies can provide Vice-Chancellors with some level of protection, sometimes described as 'air cover', to the view that some Vice-Chancellors value the contribution their governing bodies can make to institutional governance. Overall, the findings regarding the importance of the Vice-Chancellor's approach to governance is consistent with other research into governing body roles (Mace 1971, Kerr & Gade 1989, Bargh et al 1996, Taylor & Stiles 2001). Mace (1971) noted,

> "Most presidents are completely aware of their powers of control, but choose to exercise them in a moderate manner acceptable to their peers on the board." (Mace 1971, p193)

Most Chairs and Vice-Chancellors discussed their roles in terms of interactions with one another. This was particularly the case at Beechwood, Maple and Oak universities. Contrary to previous research regarding the role and influence of the Secretary in UK higher education governing bodies indicating the importance of the triumvirate of Chair, Vice-Chancellor and Secretary (Llewellyn 2009), none of the Chairs nor Vice-Chancellors raised the secretary in the same context when discussing roles and influences. Some internal members did identify the role of the Secretary in providing guidance regarding information sharing across the institution. That is not to say the interaction between these three key participants in governing-body level governance is insignificant. In discussing their perceptions of their roles, governors did not identify it as a key influence.

Institutional influence – institutional culture

Slightly fewer, primarily lay, governors across the case studies identified organisational culture as a key internal influence on their roles. The main issues identified regarding university culture were the relatively slow pace of decision-making, a lack of commercial

awareness, inattention to implementation, a lack of accountability and a failure to embrace human resource management responsibilities along the challenges of attempting to deliver change in what, in effect, are professional bureaucracies. Those with a corporate or professional services backgrounds tended to voice a fairly high degree of frustration with certain aspects of what they described as academic culture. Those from the public sector were more likely to compare practices they witnessed in the university with various parts of the public sector, noting that higher education simply lags behind in terms of evolving practices. Post-1992 governors expressed frustration that the Executive were unable to deliver change more quickly. Pre-1992 governors acknowledged the dynamics at play but seemed less sure about how to contribute to the institutional journey.

Institutional Theory is most closely associated with culture and norms. One could argue a shift of governing body attention onto culture and values is at odds with existing practices in higher education, where academic self-governance is the “norm”. Various causes of greater focus on culture and values can be detected from the study. Some governors mentioned pressure from outside the sector as corporate and professional service boards are expected to consider culture and values. Others noted pressure from the regulator for the governing body to pay greater attention to stakeholders, including staff and students. And, some of the Vice-Chancellors displayed greater desire to benefit from governing body member skills and experience in this area.

In parallel, most lay governors across all of the universities established before 1992, plus the University of Beechwood which has been building its research capabilities, expressed a desire to preserve the essential aspects of academic culture and an awareness regarding the potential challenges of changing organisational culture. These same Vice-Chancellors solicited greater lay governing body input into addressing issues. Examples include governor input to address staff terms and conditions at Oak, to revise academic structures and resourcing at Maple, and to balance an increased focus on commercialisation in a heavily research-intensive university at Yew.

Institutional influence – institutional situation

The institutional situation was identified as influencing governors’ roles at three cases – Aspen, Maple and Oak universities. The first two included increased levels of indebtedness related to investment which provided both risks and opportunities. The risks are exacerbated at both by external factors – namely, competition for students – as both have suffered declining student numbers since the removal of the student number cap. The situation at Oak University centred more on efforts to address the historic terms and conditions of academic staff.

Governors also described the temporal nature of governing body roles. If, for example, the university had recently launched a new strategy, the governing body focussed more on setting key performance indicators and/or monitoring performance. Similarly, if they had recently appointed a Vice-Chancellor, there is greater emphasis on inducting and supporting that person, including building the leadership team. Also, the pandemic prompted the

governing bodies to encourage executive teams to review strategic priorities, including certain elements of the existing strategy.

Governance theorists posit that even in instances of managerial hegemony, governing bodies will take a more proactive controlling and directing role in a crisis (Mace 1971, Fama & Jensen 1983, Stiles & Taylor 2001). Evidence from this study does not fully support this. This finding is based on feedback from governors at Beechwood regarding a serious health and safety breach, Maple governors regarding the recent unexpected need to refinance the university's debt along with those at Oak and Yew with regard to the pandemic. Whilst activity levels increased, including more frequent governing body and committee meetings and special working groups, governing bodies did not appear to wield more control. Instead, they increased the levels of support provided to the Executive. Further, governors at the University of Beechwood and Maple suggested that governors do not fully understand the extent of their responsibilities until a crisis arises. This may have consequences for self-sufficiency of institutional governance and knock-on consequences for the regulator in the event of an institutional crises.

7.2 Cross cutting themes relating to governing body strategy & oversight roles

7.2.1 Governance versus management

A unifying, overarching theme relating to governing body strategy and oversight roles was detected - the importance of governance versus management with regard to the governing body remit and roles. This is considered, along with the concepts of principals and agents in a university setting, before turning to the roles themselves.

There was overwhelming agreement amongst governing body members, aligned to sector expectations and previous UK university governing body research (see Berezi 2008, Buck 2013), that governors were there to govern, not manage, universities. Some governors made an explicit reference to the distinction between governance and management when describing governing body purpose. Even greater numbers of governors made the distinction when providing detailed descriptions of their roles.

Agency Theory distinguishes between governing body roles in decision control - approving and monitoring decisions - and Executive roles in decision management - initiating and implementing decisions (Fama & Jensen 1983, Stiles & Taylor 2001). Previous UK university governing body research found management roles included developing (initiating) and implementing strategies and policies (Berezi 2008). Agency Theory has its origins in a corporate setting where principals represent organisational owners and management act as agents. If one broadens the concept of equity ownership to include an institution's residual value, equivalent to say the assets of a trust, and if one recognizes managers in non-for-profit organisations bear little of the wealth effects of their decisions, Principal Agent Theory becomes relevant in charitable settings such as a university (Fama & Jensen 1983, Cornforth 2003, Kivisto 2008).

Early Agency theorists noted the diffusion of residual claimants, including debt-providers, funders, customers, local communities and staff (Fama & Jensen 1983). They also noted

the significance of the markets as a restraint on managerial discretion (Fama & Jensen 1983, Cornforth 2003) and that non-for-profits in particular lack the discipline of the outside takeover market (Fama & Jensen 1983). The governing body is just one monitoring mechanism, along with markets and external monitoring (Fama & Jensen 1983, Huse 2007) in corporate settings (Fama & Jensen 1983, Huse 2007) and professional norms, audits and rankings in the public sector (Cornforth 2003, Horvath 2017). Scholars note the use of boards in complex non-for-profits where both decision management and control are diffuse and suggest boards contribute to organisational performance by reducing agency cost arising from non-compliance with established goals and procedures, articulating shareholders' objectives and focussing the attention of key executives on performance (Fama & Jensen 1983).

Within higher education studies, scholars have identified multiple principals who may have a residual claim on a university, including the government (Kivisto 2008, Lane & Kivisto 2008, Auld 2010, Austin & Jones 2016), students and taxpayers (Toma 1986), boards themselves (Lane & Kivisto 2008) and a range of other parties including future generations and users of research (Buckland 2004). Discourse regarding managerial hegemony and higher education sector scandals (Marginson & Considine 2000, Shattock 2006), and references in this study regarding some previous Vice-Chancellors, point to the risk of Vice-Chancellors evading governing body oversight.

Higher education scholars have promoted the idea that any theory of higher education governance cannot merely account for the existence of principals, but must also account for the composition of those principals (Lane & Kivisto 2008). There can be different types of principals, each with separate independent contracts with the agent. Building on the insight gained regarding governing body members' perceptions of their stakeholders, one could argue the governing body is acting on behalf of multiple principals/stakeholders which might include the regulator, past, present and future students, debt providers, along with other stakeholders including staff and local communities, and as charitable trustees, the residual value of the institution itself.

Given the feedback regarding governance roles in contrast to Executive management roles, one could posit university Executives in effect act as agents. The main criticism of Agency Theory is the assumption of self-serving agents (Donaldson 1991, Davis et al 1997, Cornforth 2003, Huse 2007, Austin & Jones 2016). Other than references to some previous Pre-1992 Vice-Chancellors and concerns raised by some Aspen governors regarding the openness of the current Vice-Chancellor, governing body members generally did not raise any concerns about current Vice-Chancellors' motives. This does not negate the fact that university Executives do not bear much, if any, share of the wealth effects of their decisions. And, there is potential for what's been described as unintentional mis-compliance or slippage (Lane & Kivisto 2008). In fact, the use of Agency Theory is endorsed in environments with information asymmetries and uncertain outcomes (Eisenhardt 1989b). The decision control versus decision management paradigm (Fama & Jensen 1983) is used here as a tool to help analyze governing body strategy-related and oversight-related roles.

7.2.2 Themes relating to governing body strategy-related roles

Several key sub-themes relating to governing body strategy roles were detected in this study. These include an emerging role with regard to institutional culture and values; varying levels of involvement in institutional strategy; a widespread frustration with the setting of institutional key performance indicators and targets; and governing bodies as gatekeepers via their strategic decision-making. Each is considered in turn.

An emerging role regarding culture and values

The sector's latest governance code specifies a governing body role to "set and agree mission, vision and values" (CUC 2020, p22). In this study, the majority of governing body members took institutional mission as given. There were two exceptions. At Beechwood, the previous Chair and governing body decided some ten years ago to reposition the Post-1992 university towards research. At Maple, the current governing body had reviewed the role of research in the balance of university activities.

These findings are slightly at odds with findings in UK corporate environments where "setting the overarching direction of the organization appeared to be the defining characteristic of the board's role" and constant review of corporate definition was seen to take place through a "gatekeeping function" which included strategic decision making and internal director selection (Stiles & Taylor 2001, p39 and 41). The gatekeeper function is revisited at the end of this section.

Whilst the focus on mission was variable, an emerging governing body role regarding organisational culture and values, treated as a new role cluster for analytical purposes, was detected at Beechwood, Yew, and to a lesser extent, Oak. The nature of the governing bodies' roles differed between the three. Beechwood governors seemed to help set at least some of the values of the institution, including a sharper focus on people and behaviours. Yew governors endorsed the addition of 'ambition' to the values and then focussed on upholding the values in the midst of organisational change. Impetus for change existed at both universities. Beechwood has been rebalancing its focus from teaching to include a significantly enhanced research capability. This involved changing the nature of the workforce and to some extent, student body. The change journey started many years ago, with the governing body more recently supporting the underlying culture shifts including greater engagement with staff. Yew University has more recently been trying to become more commercial. Here, governors raised concerns regarding the ability to create an appropriate culture given the academic mission.

An emerging focus on organisational culture was detected at Oak University. This was largely in the context of overall governing body conduct and redefining the Remuneration Committee remit to include human resource strategy, with a few governors making explicit references to organisational culture.

The governing body's ability to contribute to a university's organisational culture is contested. Some scholars note caution given lay members' lack of understanding of academic culture and a possible predilection to introduce inappropriate aspects of

corporate culture (Marginson & Considine 2000, Magalhaes et al 2015, Shattock & Horvath 2020).

Varying involvement in institutional strategy

Virtually all governors agreed their ultimate role was to approve strategy. They expected the Vice-Chancellor to take the lead in developing it. How the Vice-Chancellors developed strategy varied. At Beechwood, Oak and Yew universities, the Vice-Chancellors were seen by many to have consulted widely across, and sometimes outside of, the university regarding strategy, and as a result it was described as the "university's" strategy. At Beechwood, it was at the governing body's behest that this wider consultation took place. At Oak and Yew, new Vice-Chancellors took the opportunity to engage a wider group of stakeholders in the development of the strategy. At the University of Aspen, it was described by most as the Vice-Chancellor's strategy.

The *scope* of governor involvement in setting institutional strategy varied. Governors at a few, but not all, universities raised specific points about their roles in approving the institutions' academic and human resources strategies, in particular. Most governors at all five case study universities recognised the governing body is ultimately responsible for academic matters. However, the scope of institutional strategy identified by governors tended to exclude "academic strategy". The exceptions were Oak, where some members identified an emerging role in working more closely with Senate on academic strategy, and Aspen, where governors were taking an increasing interest in the academic portfolio. These findings are consistent with previous research (Buck 2013). Governors at the University of Beechwood, Maple and Oak universities made explicit references to the governing body's role in sponsoring the development of the universities' human resource strategies, including culture.

The *nature* of governing body involvement in strategy development ranged from *sense-checking* to *challenging* to *shaping* to *contributing* to, with very occasional mentions of a wish to help *developing* strategy. The developing role was positively rejected by Maple governors as a conflict of interest. Some governors expressed a wish to be consulted earlier in the strategy development process. In addition to approving strategy, the Chair and Vice-Chancellor of Oak University identified the need for the governing body to "own the strategy". Aspen's Vice-Chancellor noted the need for the governing body to "support" the resulting strategy. Whilst no governor identified their involvement as rubberstamping, Vice-Chancellors struggled to provide examples of specific changes as a result of governing body input. This is consistent with previous findings that governing bodies tend to ultimately approve all put in front of them (Mace 1971).

The findings regarding governing body involvement in strategy are consistent with two significant empirical studies in UK corporate settings (McNulty & Pettigrew 1999, Stiles & Taylor 2001). The earlier study described boards' involvement in strategy as "taking strategic decisions (all boards), shaping strategic decisions (some boards) and shaping the content, context and conduct of strategy (a minority of boards)" (McNulty & Pettigrew 1999, p55). The University of Beechwood's governing body approach to supporting the

Executive, including quite specific input regarding staff engagement, and Oak governors' participation in workshops with other university stakeholders are examples of the rare shaping of the content, context and conduct of strategy. The findings are also consistent with the only empirical study of UK university governing bodies to examine McNulty & Pettigrew's spectrum of strategic involvement (Berezi 2008) which noted "evidence of the gradual institutionalisation of discourse and practice of strategy by university governing bodies" (p236).

Frustrations with setting key performance indicators and agreeing targets

The majority of governors across all of the case study universities, with the exception of Maple University, recognised setting key performance indicators and targets as a key role. Again, most expected the Executive to take the lead on creating a draft for consideration. However, they identified a greater level of involvement in challenging, setting and approving the indicators and targets than in setting the strategy itself. Here, governors mentioned links to subsequent university-wide and individual performance monitoring, the latter for purposes of agreeing remuneration.

External governors at all but the University of Beechwood, which has a committee dedicated to performance monitoring, and Maple University, where governors did not identify a significant role for the governing body, expressed significant levels of frustration with setting key performance indicators and agreeing targets. This included a sense that key performance indicators and targets need to relate to an implementation plan. Other than at Beechwood and Yew, this was seen as too much detail for the governing body. Yew University's Chair and Deputy Chair noted the targets and milestones need to be absorbed into "business as usual" to be effective.

This is in contrast to the University of Aspen, which could be described as more innovative and enterprising, where the strategy was seen by several governors as a useful reference point against which to "test" proposed university activities, some of which may not appear in the underlying strategy. Several governors noted a sense, in effect, of what scholars describe as an unclear relationship between inputs and outputs (Birnbaum 1998, Fairweather & Blakock 2015). This was mentioned, in part, when discussing attempts by governors to better understand performance against external metrics, such as the NSS, TEF and REF, as part of ongoing target setting. Governors at the University of Aspen, Oak and Yew universities also described concerns about lag versus lead indicators – and the relative lack of timely performance data. Aspen and Oak governors noted concern that indicators were not sufficiently devolved or cascaded across the universities.

Governing bodies as strategic "gatekeepers"

UK corporate governance scholars describe a "gatekeeping function" for governing bodies which include internal director selection and other strategic decision making (Taylor & Styles 2001). In this study, governors identified a similar role, including setting policies such as risk and remuneration. Governors at two cases, Aspen and Yew universities, identified appointing the Vice-Chancellor, along with other senior executives, as strategically significant roles. The Vice-Chancellors of Aspen and Oak universities stressed the governing

body's responsibility for *dismissing* them, both in the context of the need for the governing bodies to either support – or replace – the Vice-Chancellor. Lay governors at Aspen also identified this responsibility.

Some governors across all cases implicitly identified a role in approving strategically-significant decisions, primarily by way of example. These ranged from the decision to support Maple University's incoming Vice-Chancellor's agreement to proceed with a Medical School development, Yew University's incoming Vice-Chancellor's decision not to proceed with a significant local capital investment proposal, the University of Beechwood's work in developing its overseas collaborations, and the University of Aspen's work to diversify its income streams.

One related issue which arose is whether such proposals were what has been described as planned or emergent (Mintzberg & Waters 1985). At odds with earlier research (Berezi 2008, Buck 2013), the university governing bodies seem to expect to field proposals aligned to existing plans and also opportunities which arise outside those plans, in other words, more emergent strategies. This is illustrated by governors' perceptions of the pandemic as presenting both risks and opportunities. Findings here are also consistent with earlier findings in a corporate setting about directors playing a gatekeeping role in part influencing strategy by the particular proposals they do or do not endorse (Stiles & Taylor 2001).

Governors at three universities identified strategy-related roles pertaining to risk policy. A few University of Beechwood governors and the majority of Maple University governors identified a role in agreeing risk appetite. Those at Yew discussed identifying the risk to the university strategy as separate from overall risk identification and management. Governors at Maple and Yew universities, noted that whilst risk identification is usually delegated to the Audit Committee, risks to strategy must not be delegated.

The other policy-related area identified by a majority of governors but only at Maple University and a minority of governors at the University of Aspen was setting remuneration policy. Mainly remuneration committee members raised the issue. In addition, Beechwood internal members described a momentous Board decision not to pay the Executive team a bonus as specific targets were not met.

Aspen, Beechwood and Maple governors described a specific governing body role of agreeing Executive remuneration. The majority of these governors noted the link between strategic objectives, key performance indicators and assessing Executive performance. Others made explicit reference of the role played by the remuneration committee. Some governors who were not committee members raised concerns regarding the transparency of decisions. The relative silence on the topic at the other two universities is somewhat surprising given the great deal of external scrutiny in this arena.

7.2.3 Themes relating to governing body oversight roles

There was even greater consensus amongst governing body members regarding their oversight roles, which relate to the monitoring implementation/performance portion of decision control per Agency Theory. Governors at all five case studies identified three core

oversight-related roles: monitoring the delivery of strategy and/or institutional performance; providing assurance with regard to compliance with regulatory, legal and funder requirements, including academic assurance; and identifying institutional risks, with this extending to overseeing risk management in two cases. Governors identified two additional roles which align to but exceed sector expectations; understanding student and staff experiences, identified by the majority of governors at four and three universities, respectively.

Four sub-themes pertaining to oversight roles were identified. These include the monitoring of performance, providing assurances, developing academic governance and understanding student and staff experiences. Each is considered below.

Monitoring performance?

The majority of, particularly lay, governors at all five case study universities identified monitoring the delivery of strategy and more general scrutiny of performance as a key governing body role. This is in keeping with Agency Theory's decision control versus decision management paradigm (Fama & Jensen 1983, Stiles & Taylor 2001). A wide range of practices and levels of comfort with this role were detected across the cases. Governors at the University of Beechwood, with its long-established committee focussed on strategic performance, along with regular update on strategically significant matters at the main Board, were the most confident. Governors at the University of Aspen and Maple University were the least confident, but for different reasons. At Aspen, which has more frequent governing body meetings, but no Finance Committee, there was a lack of consensus between governors regarding how performance was monitored. At Maple University, performance significantly faltered under the watch of many of the existing lay governors. Most of these governors, and the incoming Deputy Chair, expressed a need to radically enhance the monitoring of performance. Concerns raised by governors regarding performance monitoring may, in part, reflect the challenges around setting KPIs and targets exacerbated by what was seen as the infrequency of significant performance data.

Governors at Oak and Yew universities agreed the governing body did not tend to delegate this responsibility and under relatively new Vice-Chancellors, with relatively new strategies, there was a heightened focus on this role. However, governors at both, along with those at Maple University, expressed frustrations regarding the setting of KPIs, the availability of lead indicators and timely performance data, along with a lack of confidence that the Executive team always fully understands the drivers of performance, hampering their efforts. Governors at both Maple and Yew universities identified the practice of undertaking "deep dives" into strategically significant areas at both committee and overall Council level.

With regard to understanding a governing body's performance monitoring role, two related issues identified in the literature on governing body roles may be relevant. The first is that the governing body is only one of several control mechanisms, which include the market for takeovers in a corporate setting and one could argue the market for users/customers across different sectors (Fama & Jensen 1983, Stiles & Taylor 2001). The second arises from Huse (2007) who distinguished between output control tasks, on which the boards spent little

time as they were largely external metrics, and input control tasks, on which the boards spent much more time in attempts to, in effect, control the behaviours of top management, in a sort of behavioural quality control.

Historically, there was greater emphasis placed in sector documentation on the governing body's roles in monitoring institutional performance, which waned over time. This along with the relative unease expressed by case study governors may reflect, in part, the externalisation of performance metrics in UK higher education, with the addition of the TEF to the long-standing REF and NSS. These metrics, coupled with their use in league tables, in keeping with Huse's output control tasks conception, may explain, in part, governors' recognition of this role in theory with less certainty in practice.

Mixed focus on compliance and risk

Governors at all five case study universities, with a bias towards lay members, identified a role to assure the university is complying with its external requirements, with a majority doing so at all but the University of Aspen. These roles were largely delegated to the Audit Committee with the exception of the oversight of academic requirements, where Audit chairs resisted the responsibility.

Like many other roles, there is a spectrum of intensity with regard to the compliance roles. It received wide and consistent focus across Yew University governors and the least emphasis at the University of Aspen. Members at the other three, Beechwood, Maple and Oak emphasized the Audit Committee's role, with Maple governors noting the need to triangulate data/insights in order to gain one's own assurance, although the Clerk thought the lay governors largely rubberstamped the work conducted by the teams. Aspen and Maple governors described capital funder requirements as a new area of focus given financing activities.

Whilst governors at all five case study universities identified an oversight role related to risk, the nature of the roles varied. Governors concurred regarding risk identification. The Vice-Chancellor at Aspen and governors at Beechwood and Oak universities emphasized the need for the board to also consider opportunities, with lay governors at the latter two encouraging the universities to, at times, take on more risk. These findings are inconsistent with Berezi's (2008) study, which found lay members to be risk-averse.

Governors at three cases took the risk role further. Beechwood governors emphasized the importance of identifying lessons learnt as part of risk identification and mitigation. Oak and Yew governors extended the role to supporting risk management. Finally, lay and internal governors expressed differing opinions regarding the external nature of lay members' perspectives/contributions. Some saw it as a benefit, especially as more able to identify commercial risks. Others saw their lack of understanding of the academic environment as a limitation.

The findings regarding these last two governing body oversight roles – relating to compliance and risk – are at odds with previous studies, where these roles "less commonly discussed" and were described as "essentially routine, or 'a given'" (Buck 2013, p281). This

may reflect, in part, the aforementioned changes in the regulatory regime, general levels of environmental uncertainty and/or the underlying change in governing body characteristics described, with newer members recruited for their skills and experience.

Developments in academic governance

Other than the omission of roles regarding protecting freedom of speech and establishing and monitoring access agreements, the biggest gap between sector-level expectations and governing body members' assessment of actual activity relates to academic governance. Three issues arose; confusion regarding the scope of academic governance, existing norms regarding ownership of academic governance and potential barriers to undertaking the role.

Whilst governors used a range of words to describe the same or related phenomena throughout this study, the ones which were least clear were those relating to academic governance. Time did not permit extensive exploration of these issues. However, it was striking that many governors sensed there was a difference between academic governance, which might include academic strategy, and academic assurance, which was more of a monitoring role. Further, some non-academic members made specific mention of academic quality and degree standards, whilst others expressed frustration at a lack of understanding of what exactly was in scope.

Virtually all governors acknowledged, sometimes with discomfort, their remit with regard to overseeing academic governance, or as sometimes described, providing academic assurances. The Vice-Chancellors of both the University of Beechwood, a Post-1992 with a unicameral system, and Maple University, a Pre-1992 with an historic bi-cameral set up, expressed concerns about the governing body's sense of ownership of academic governance, with both citing the historic delegation to internal academic bodies. Lay governors generally noted these roles are delegated to the academic bodies, with some noting the lack of lay governor expertise. Some internal members queried how well equipped those bodies were to both develop and implement academic strategies and provide academic assurances.

Whilst governors generally accepted an ultimate responsibility to provide assurances regarding academic activities, and appreciated the norms of delegating academic strategy to the academic bodies, some expressed concern regarding the delegation and in effect separation of such a vital part of the overall institutional strategy. These findings are somewhat at odds with that of an earlier study which found a more general "acceptance as a norm of the idea that issues associated with educational character and academic activities are properly the preserve of the academics" which the researcher attributed to Institutional Theory (Buck 2013, p376). Again, this shift over time most likely relates to environmental and institutional changes described above.

Barriers to academic governance were noted throughout the study and included low levels of expertise amongst non-academic lay members, resulting in even greater information asymmetries; potential gaps in the development and implementation of institutional academic strategies; and a lack of dedicated time and place to consider this. Three universities had taken structural steps to support their efforts to oversee academic matters.

Both the University of Aspen and Oak University have appointed lay academic members, with Aspen also establishing an Academic Assurance Committee. The University of Beechwood recruited lay governors with sector experience and include academic performance in the remit of the Strategic Performance Committee. Governors at the other two universities, Maple and Yew, noted it takes time to gain the insights required to discharge this responsibility. Internal governors at Yew University specifically noted lay members were making efforts to do so.

<u>Greater focus on students – and increasingly staff – experiences</u>

Governors at all of the university case studies except Beechwood articulated a discrete governing body role with regard to better understanding students' experiences. Their focus goes beyond the current governance code's recommendation that governing bodies gain assurance regarding student welfare. Aspen and Oak lay governors articulated a responsibility to better understand students' experiences, possibly reflecting the members' alignment to university purpose as a motive to join the governing bodies. At the latter, members expressed a desire to look beyond the Students' Union and student governors. Student governors cautioned against a singular student experience. Internal governors noted lay governors may be more familiar than themselves in seeking customer insights in their roles outside of the university, which may contribute to their curiosity about student insights. Those governors who identified this role did not mention it in the context of their academic oversight role; it was a discrete role.

Several governors from three case study universities identified one additional oversight-related roles - understanding the staff experience. This, again, seems to go beyond a governing body's responsibility to act as employing authorities (CUC Governance Code 2020). University of Beechwood governors placed more emphasis on the staff than they did the student experience. This may reflect their role in influencing institutional culture and behaviours - and the relative openness of the Vice-Chancellor. Oak governors noted they should remedy relatively low levels of attention to the staff experience. This reflects, in part, perceived inflexibility in historic academic contracts. At Yew University, the interest in the staff experience is part of a wider focus on stakeholders in general, and a recognition of the inter-relationship between the staff and student experience. It may also reflect difficult industrial relations. Several governors noted the pandemic was already increasing governing body focus on the staff experience given the challenges of conducting teaching on-line and the need for many to work from home, making research roles particularly difficult.

<u>Final considerations regarding oversight roles</u>

This study adopted three high-level role clusters – strategy, control and service (Zahra & Pearce 1989). Based on the analysis of sector-level data, I amended the second role cluster from control to oversight. Findings from the case studies affirm this decision. Whilst the term oversight does not completely align to the more proactive monitoring role implied in the Agency Theory decision control versus decision management paradigm, it does more accurately describe what governing bodies perceive they are doing.

Scholars have made some pertinent observations regarding corporate governing body power and its control role. Some note it implies a degree of confrontation (Stiles & Taylor 2001). Mintzberg noted;

> "When a board does indeed have control, its real power amounts to the capacity to dismiss and appoint the chief executive officer and the CEO's knowledge of that fact" (Mintzberg 1983, p78).

Similarly, in reflecting on boards' use of strategy as a means of control, others found the ultimate act [of control] is "when the board fires the chief executive" (McNulty & Pettigrew 1999). Case study findings point to opportunities to improve how governing bodies discharge their oversight roles.

7.3 Divergent views regarding institutional support and service

The final set of cross-cutting themes pertain to the third cluster of governing body roles, described here as support roles. Early corporate governance scholars identified providing advice and guidance to executives as one of relatively few governing body roles (Mace 1971, Mintzberg 1983). By the late 1980s, reflecting the development of Resource Dependence Theory, Zahra & Pearce's (1989) third role cluster, service, included representing the organisation externally, linking to the environment and securing resources. A subsequent refresh of that study resulted in the 'service' cluster being redefined to include strategy and advising the CEO along with the addition of an explicit 'resource dependence' role cluster (Johnson et al 1996). Based on findings from UK corporates, scholars renamed this third role cluster as 'institutional', including both providing good links with external constituencies and maintaining good contacts with owners (Stiles & Taylor 2001). Later Huse (2007) distinguished between two related governing body service tasks – networking service and advisory service.

In this study, different roles were detected from sector documentation and expert informants in this third role cluster, as discussed in Chapter 5. Those from sector documentation were more externally-oriented activities, geared towards facilitating sector-level governance and enhancing institutional and seemingly sector legitimacy. Expert informants, on the other hand, described more internally-focussed instrumental support roles. This divergence resulted in me renaming 'service' to 'support' in advance of the case study research. Findings from the case studies, affirm this switch. Discussed here are the support roles in light of Stewardship Theory, enablers of these roles, a brief exploration of service roles, and whether the support and control/oversight roles are at odds.

7.3.1 Governing body support roles

Supporting the executive featured as part of a composite purpose as the second most-cited governing body purpose. Governors at Beechwood and Yew universities described facilitating the delivery of strategy as an additional overarching purpose, which could also be considered support-related. However, there was less consensus amongst governors about support-related roles, which is unsurprising given they are not prescribed. Despite this, the majority of governors across a majority of the cases identified three support roles:

leveraging skills and experience to provide expert advice, acting in a "critical friend" role, and supporting the Vice-Chancellor and Executive teams. These roles are discussed in light of Stewardship Theory below.

Stewardship Theory

The three key roles identified can be explained to some extent by Stewardship Theory which assumes managers want to do a good job and be a good steward of the organisational assets (Donaldson & Davis 1991, David et al 1997, Huse 2007, Austin & Jones 2016). Executives may be "motivated by a need to achieve, to gain intrinsic satisfaction through successfully performing inherently challenging work, to exercise responsibility and authority and to gain recognition from peers and bosses" sometimes resulting in a melding of individual self-esteem and corporate prestige (Donaldson & Davis 1991, p51). Proponents of a stewardship approach posit, "the key issue is not to heighten control and monitoring of management […] but rather to empower the executives" (Donaldson & Davis 1991).

This aligns to Beechwood and Yew governors' views that the governing body should enable the Executive to facilitate the delivery of strategy. Beechwood and Maple governors described how environmental uncertainty meant the Executive teams and governing bodies were in unchartered territories, working together. This illustrates Stewardship theorists' idea that an involvement-oriented approach is best in unstable, uncertain environments (Davis et al 1997). Beechwood's governors' recognition of their accountability aligns to the notion that principals should be accountable for their contributions as much as stewards (Davis et al 1997).

Enablers of support roles

Scholars have identified various enablers of governor support roles. These are considered briefly.

Trust. The literature suggests a key facilitator of support roles is trust (Davis et al 1997, Stiles & Taylor 2001). "Trust is a willingness to be vulnerable in the context of a relationship" (Davis et al 1997 p22). Trust is more likely to occur when relationship is based on personal power – respect and expertise – than institutional power, which may be more coercive and include threat of termination (Davis et al 1997). The topic of trust was not explicitly explored in the interviews, but considerations can be detected from the interviews.

The first relates to expertise. The majority of governors across all of the case study universities identified a role in providing expert advice based on their skills and experience. This is identified as a separate role as although governors, primarily lay governors, often applied this expertise to different topics, governors articulated it as a role in itself. Governors made explicit references to types of skills, including IT, finance, property, audit, strategy and organisational culture, as well as where this was most easily provided, primarily at committee level and sometimes outside the formal meeting structures. Governors at the two universities which had appointed experienced academics as lay governors made specific mention of the importance of their knowledge. Governors at the Post-1992 case studies

referred to the notion that some lay members bring a "customer" and sometimes "staff" focus from their roles outside of the university, seen as an increasingly relevant contribution.

Lay governors across all of the case study universities noted the contribution made by staff and student governors, often referring to them as representing the staff and student interests. At Aspen and Maple universities, staff governors were seen as the main source of feedback regarding the staff experience. As mentioned, only Aspen and Oak lay governors described their contribution as "expert". Beechwood governors noted the level of engagement of student governors was mixed; they relied on other sources of insight, which fed into the committee on performance.

Another consideration, not repeated here, relates to evidence of managerial hegemony described in relation to previous Vice-Chancellors. Two further related issues are the reliance of the governing body on the Executive to provide information and the ability of the governing body to sense-check that information (usually referred to in combination as information asymmetries).

Several Vice-Chancellors noted their role in providing the governing body with the necessary information for them to do their roles. Primarily internal governors, joined by some lay governors, queried if the lay governors had the necessary skills and experience to sufficiently sense-check the information provided. Internal governors across a few of the cases noted lay governors do not always sufficiently challenge or interrogate the information provided. Only at the University of Aspen did any governors rhetorically question if the governing body should trust the Vice-Chancellor, and interestingly, this is the only case where an explicit governing body role of triangulating the information provided by the Executive was identified by a majority of governors. Some examples of building trust – Beechwood in handling of lessons learnt over time, including their health and safety breach.

Other enablers. Other enablers of support roles were detected from the interviews. These include appropriate behaviour on the part of lay members, including alignment with mission and values. At a number of the universities, governors made references to governors leaving because they were critical or challenging without being constructive. The University of Aspen introduced a one-year probationary period for newly appointed lay governors. Yew University Executive and lay governors alike reinforced the importance placed on alignment with institutional values in recruiting governors.

Governors also noted the importance of receptivity on the part of the Executive to such support. The Pre-1992 governors described the current Vice-Chancellors as more open to both criticism and support than their predecessors. Beechwood & Maple lay governors noted the Vice-Chancellors were receptive to support, encouraging their leadership teams to follow suit.

The further enabler is time and space to conduct the support roles. Several governors noted it was not appropriate in governing body meetings, but more so at away days and in committees. Two universities formalised informal settings for support roles to take place.

7.3.2 Governing body service roles

Scholars have noted a strong theoretical tradition of a governing body's externally-focussed role in helping to acquire critical resources and serving as a legitimating function for organisations, aligned to Resource Dependence Theory (Pfeffer & Salanik 1978, Stiles & Taylor 2001, Cornforth 2003, Huse 2007, Austin & Jones 2016). Mintzberg (1983) identified three service roles, including co-opting external influence, establishing contacts, and enhancing organisational reputation. In higher education, only one of the studies regarding academic capitalism incorporated governing body-level considerations (Marginson & Considine 2000) with another exploring university governing body interlocks (Pusser et al 1997).

Representational roles

In this study, fewer governors identified what might be considered institutional service roles. These are considered here to explore the relative lack of focus on these roles. Aspen, Beechwood and Yew staff and student governors explicitly identified their own roles in representing their constituencies. This is unsurprising given many are elected either by the academic body, the staff union or members of the students' unions. At all three universities, staff and student governors, along with several lay members, described the aforementioned challenges faced by staff and student governors in trying to balance their collective responsibilities as governors/trustees with their responsibilities to their constituencies. This was less of an issue for students, who were seen as clearly representing the Students' Unions, and were remunerated not directly by the university but by the union. Only Yew University governors described staff and student representational roles in the context of an expectation that lay governors also in some ways represent relevant constituencies.

Aspen and Oak governors identified a role in helping to understand external stakeholders. At the former, the Board encouraged the Executive to gain this understanding. This resulted in an external stakeholder perceptions audit. At the latter, lay governors themselves helped provide that insight and interpretation of external stakeholder requirements, sometimes participating in workshops. This was particularly in the areas of the health sector and manufacturing. At both universities, the recognition of such external stakeholders was consistent with institutional missions.

Networking roles

Only a few Pre-1992 university governors described a role which is often discussed in governing body literature – namely the linking role of making introductions and providing connections to relevant third parties. At Maple University, governors described the role making introductions to third parties with relevant functional or technical expertise to support the Executive. At Oak and Yew universities, governors made introductions to relevant businesses either as prospective employers or research partners. The absence of this role at the University of Beechwood is partly explained by the fact that the vast majority of lay governors neither live nor work near the university. Internal governors had greater

expectations that lay governors would play this role, whilst some lay governors noted university Chancellors often provide external links.

Legitimacy

The final support-related role identified by at least a few governors at two case study universities was that of enhancing the legitimacy of university governance and resulting decisions. This role was most clearly articulated by Beechwood governors, who also noted the governing body is itself held to account. Governors described it as taking governance out of the board room and legitimating decision-making by increasing the visibility and understanding of the governing body's role in institutional governance.

At Yew University, members emphasized how the governing body composition, including staff, students and lay members who in some ways represent the local communities added to the legitimacy of decisions taken by the Council. These legitimacy roles are somewhat in conflict with other discussions regarding governing body visibility, where most governors, other than those at the University of Beechwood, noted governing body visibility was poor and did not encourage enhancements. These findings with regard to governing body service roles are consistent with one study where only 8% of governors identified an external relations role (Berezi 2008) but at odds with another, where governors identified a linking/ambassadorial role (Buck 2013).

Support versus service roles

This study was not designed to explore why the case study governing body members emphasised support over service roles nor why sector-level service roles, as detected in documentary evidence, emphasize yet different service roles. Roles detected from the sector-level documentary evidence focus on encouraging university governing bodies to underpin sector-level governance, enabling regulatory oversight and enhancing institutional legitimacy by providing information, increasing transparency, adopting governance codes and governance principles, conducting regular effectiveness reviews and even facilitating student electoral registration. A few expert informants noted the difference between UK and US universities with regard to governing body roles in raising money from alumni donations. In addition to cultural differences and divergent traditions in this regard, expert informants and case study governors noted issues around commercial and personal conflicts of interests, including the challenges of vetting significant financial donations.

Sector guidance does not emphasize a governing body role with regard to networking and garnering external resources, nor representing various constituencies. This absence, along with a discernible shift away from lay members who were described as the "great and the good" to those recruited for their skills and experience, but possibly not their networks, may also result in less focus on externally-facing service roles. It seems governors, increasingly appointed for their skills and experience, motivated by institutional missions, wary of potential conflicts of interest, and influenced by the challenging environmental and institutional influences noted elsewhere tend to focus on more internally-oriented support roles. References to representing the university were largely limited to participation in

degree ceremonies. Further, some governors pointed out that often times the high-profile Chancellors play a greater role in building bridges/networking with the outside world.

7.3.3 Are support and oversight roles in conflict?

Given the differing underlying assumptions regarding the motivations of managers and the consequences of governing bodies exercising too much oversight and too little enabling, Stewardship Theory is often presented in contrast with Agency Theory where (decision) control is a key feature. Scholars provide side-by-side comparisons of the two theories (Eisenhardt 1989 and Davis et al 1997). Stewardship Theory is described as focussing on performance; agency on conformance (Cornforth 2003). Scholars note the choice between an agency approach and a stewardship approach to governance depends largely on "the level of risk that is acceptable to each individual [manager and principal] and his or her willingness to trust the other party" (Davis et al 1997, p40). Some scholars suggest Stewardship Theory should be considered relative to Agency Theory, not opposed to it (Eisenhardt 1989, Davis et al 1997, Seyama 2015).

In this study, governors expressed concerns regarding the potential conflict between overseeing the Executive teams and supporting them. These concerns were explicitly described by Maple and Yew governors. At the former, governors noted a historic failure of the governing body to be sufficiently challenging and properly scrutinise performance resulting in a belief that improved oversight and scrutiny was required. In parallel, lay governors in particular expressed a genuine desire to support the relatively new Vice-Chancellor. They expressed unease at being able to carry out both roles satisfactorily. In the latter, several governors mentioned the need for the incoming Vice-Chancellor to convince Council to reverse a major investment decision it had previously approved, noting the significant shortcomings in the original appraisal.

Implicit concerns were detected in other cases. Governors at both Post-1992 universities made references to sector scandals, seen to incorporate both conflicts of interest and insufficient oversight of dominant chief executives. At the University of Aspen, governors expressed heightened vulnerability to environmental uncertainty given the significant investment in the new campus, which would persist long after the Vice-Chancellor departs. Conversely, several governors at Beechwood, Oak and Yew universities expressed a view that the two types of roles could co-exist, and largely had to do so, in order for the governing body and Executive teams to work effectively together.

Findings from this study identify an opportunity for universities and sector-level bodies to address the relative silence regarding governing body members' internally-focussed support roles. Further, they can (re)consider any potential governors' roles to support institutional civic engagement strategies. This could include revisions to institutional governing documents, including role descriptions, the CUC governance code and template statements of primary responsibilities. Those working to support governor induction and training at all levels might also wish to directly address how oversight and support roles can co-exist.

7.4 Cross-cutting themes summary

Influences

The nature of influences identified supports the inclusion of a wide range of governing body attributes in this study. Governing body composition, including size and member types, was one. Here, governors identified issues of lay independence and internal member contributions, including through committee structures. Governors tended to explicitly identify the influence of changing governing body member characteristics. The most prevalent one raised was the change from what many described as 'the great and the good' to members recruited based on their skills and experience, sometimes including diverse demographic characteristics. Governors at two cases discussed the inclusion of more lay academic members.

An emergence of 'new' primary stakeholders, students – in the form of students themselves and to some extent, as sponsored by the primary external stakeholder, the Office for Students – were also identified as themes. So were related knock-on consequences, including providers of debt at three institutions in particular, and the relative position of staff, including the Executives.

Governors' views were consistent regarding the importance of context. They identified environmental and institutional considerations. The former centred on uncertainty and expectations from other sectors. The latter included Vice-Chancellor and Chair approaches, institutional culture, often described as 'academic', and a catch-all used at three cases titled "the institutional situation".

Two of the cases faced financial difficulties but were quite different in size and historic financial security. To some extent, governors at the smaller, younger university were in 'start-up' mode, but with a very considerable capital investment in its campus which required debt to be serviced. (Other more established universities might take the sunk capital in its estate as given.) The other university was longer-established and enjoyed high rankings despite its somewhat modest size. Some of its Council members described a degree of complacency until performance faltered and lenders required the university to refinance its debt. The third "situation" related more to existing seemingly intractable differences regarding attempts to alter terms and conditions of employment for staff which were seen to constrain degrees of freedom for change.

These situations enabled the exploration of what university governing bodies do in a (relative) crisis. Sometimes, based on findings from other high-profile governance failures, a crisis may result in a Vice-Chancellor's dismissal (see Shattock 2006, reports on universities of Bath, DeMontfort). In such cases, governing bodies may be seen to wield more control. Across these case studies, however, governing bodies tended to increase their support of the Executive, rather than wield direct control over proceedings, in times of relative crisis.

Perceptions of roles

With regard to governing body members' understandings of their roles, concepts from both Agency Theory and Stewardship Theory proved useful. To date, higher education scholars

have been divided with regard to the relevance of Agency Theory in a university setting. Here, it proved highly relevant to help explore governors' perceptions regarding their high-level strategy and oversight roles. The decision control versus decision management paradigm, in particular, informed what many governors described as *governance versus management*. Roles identified through the case study research relating to strategy and oversight largely aligned to sector expectations.

Sub-themes relating to governing body strategy roles were identified. These included an emerging role relating to institutional culture and values, proposed as a fourth high-level role cluster. Governors also identified varying levels of involvement in institutional strategy, consistent with other research (McNulty & Pettigrew 1999, Stiles & Taylor 2001, Berezi 2008). Governors at four out of five cases also expressed frustration with the setting of key performance indicators and the agreeing of targets. (The fifth case did not consider performance monitoring a key governing body role.) Governing bodies were also found to act as strategic "gatekeepers", again consistent with findings in UK corporate settings (Stiles & Taylor 2001).

Overall, there was greater consensus amongst governors regarding their oversight roles, which included performance monitoring, assuring compliance, including academic governance, and overseeing risk. An almost ubiquitous focus on student experiences was identified. Members of a few governing bodies identified heightened interest in staff experience, particularly in light of industrial relations and the pandemic. However, they were also consistently concerned regarding their abilities to discharge these roles.

Governor views regarding their support roles were least consistent across the cases. And, case study findings were least aligned to sector expectations. This is not surprising as support roles are the least codified. They do not appear in sector-level guidance nor institutional governing documents. Here was found a much greater focus at case study level on internally-oriented support roles, including providing expert advice, supporting the Executive, including as a critical friend, and internal representational roles. Stewardship Theory assisted in exploring these roles. Trust was discussed as a key enabler of such support roles.

Despite much less consistent mentions, governing body service roles were also briefly considered. This is partly due to a strong theoretical tradition of a governing body's externally-focussed role in helping organisations acquire critical resources and serving as a legitimating function, aligned to Resource Dependence Theory. Here, representational roles were predominantly internally focussed. Governors expressed concerns regarding real or perceived conflicts of interest in more externally-facing service roles such as providing connections and/or securing resources, including alumni donation.

Finally, governors identified potential conflicts between their support and oversight roles. Findings suggest both are possible, and the emphasis may vary depending on the circumstances. However, formalising support roles and clarifying any service roles might reduce the actual and perceived conflicts increasing transparency with those involved in the interests of legitimacy.

The aim of this study was to explore governors' understandings of their roles and influences on their perceptions. It used relatively broad dimensions of governing body attributes as input. It also incorporated a wide range of underlying governance theories to aid understanding. Whilst not a primary aim of the research, based on further consideration of the cross-cutting themes, an emerging conceptual framework has also been developed.

7.5 Emerging conceptual framework: Dimensions of university governing body-level governance

Three dimensions of university governing body-level governance are proposed. The degree of integration relates to the scope of the work of the governing body in general, and specifically in the four key areas of culture, strategy, oversight and support. The nature of involvement relates to the approach of the Vice-Chancellor and governing body member characteristics. The level of legitimacy pertains to key internal and external stakeholder perceptions regarding the governing body in the context of wider institutional governance. They are illustrated in Figure 1 below.

Figure 1: Potential dimensions of university governing body-level governance

Topic	Dimension
Degree of integration	Scope of governing body work in culture, strategy, oversight and support roles
Nature of involvement	Vice-chancellor approach and governing body member capability & capacity
Level of legitimacy	Key internal and external stakeholder perspectives

These dimensions should be considered within an overall institutional context, including environmental and internal considerations. Institutional governing body-level governance differs from, but interrelates with, institutional management. In the decision control and decision management paradigm under Agency Theory, the work done by the governing body in taking and monitoring decisions relies on the work done by the Executive in initiating and implementing them. Further, governing body attributes, including governing body composition, member characteristics and committees interrelate with governing body roles. This framework is proposed as complementary to underlying governance theories, perhaps as a means of considering how various aspects of underlying governance theories manifest themselves in English university governing bodies.

7.5.1 Degree of integration

A first order consideration is what "topics" are in scope for governing bodies. Corporate and academic governance are inextricably linked, with the governing body responsible for both. Governing bodies may delegate some of these responsibilities, as allowed under the governing documents, to governing body committees and/or other parts of the institutional governance structure. A further consideration is which "stakeholders" are in scope for the governing body. Virtually all governors agreed their stakeholders mirrored those of the university's. As such, a holistic institutional-level view of stakeholders is appropriate, although the nature of the relationships may vary.

Rather than a spectrum based on roles, as described by one of the expert informants - ranging from oversight to strategy to wider engagement to linking - the proposed conceptual framework identifies different degrees of integration across the four key role clusters identified by governors, namely, those related to culture, strategy, oversight and support. The degree of integration in the emerging culture-related roles warrants further exploration and as such, no specific roles are identified here.

<u>Integration in strategy-related roles</u>

As noted previously, McNulty & Pettigrew (1999) identified a range of strategy-related *activities*; all boards were found to take strategic decisions, some were found to shape strategic decisions, and a minority were found to shape the content, context and conduct of strategy. The scholars warned "board's formal authority to make decisions is undermined by the practices of managers to control decision-making processes […] and leave boards merely as 'decision taking' and 'legitimating institutions' functioning to ratify decisions made elsewhere" (p52). This has also been described as rubberstamping (Mace 1971, Mintzberg 1983, Cornforth 2003). Other scholars have gone on to confirm the applicability of this range of activities in other corporate (Stiles & Taylor 2001) and university (Berezi 2008 and Buck 2013) settings. McNulty & Pettigrew (1999) also noted "opportunities to challenge executives about both strategy and the methodologies for developing strategy increase at times of performance difficulties" (McNulty & Pettigrew 1999, p67).

Findings from this study support the existence of a similar range of activities across the five case study universities. Aspen and Maple governors largely took strategic decisions. Those at Oak and Yew shaped strategy. Beechwood governors more actively shaped the process. As such, this range of activity is proposed as a means to describe different degrees of integration in strategy-related roles.

The *scope* of a governing body's strategy-related work varies. Some governing bodies periodically review institutional mission. Likewise, all agree academic strategy is in scope for the governing body, although currently delegated to academic bodies. Additional roles included appointing (and dismissing) the Vice-Chancellor, approving overall human resources strategy, including remuneration policies, approving key performance indicators and setting targets along with making strategically significant decisions, which can either be aligned to the strategic plans (planned) or not (emergent). In some institutions, based on the governing documents, or custom and practice, the appointing and dismissing role extends to other senior Executives. Further, as illustrated in a few of the case study universities, governing bodies are increasingly including culture, values and behaviours in their remit – either as a formal part of their human resource strategies or more broadly.

One additional role warrants consideration as it links governing body's strategy and oversight roles, namely, approving long-term business and academic plans underpinning the institutional strategy. Despite sector guidance which includes this role within the governing body remit (CUC Code 2020), only Beechwood and Yew governors mentioned it. In fact, some governors said it was specifically not a governing body role as it was too detailed

whilst others queried the robustness of the institutional plans. As such, it is proposed as an additional strategy-related role.

Integration in oversight-related roles

Mintzberg (1983) identified a governing body role of reviewing managerial decisions and performance, noting the latter takes place at three levels – legitimizing, auditing and directing. The latter concept of directing is consistent with a later UK corporate study (Stiles & Taylor 2001) which found that the use of control systems was an important tool boards could use to direct, although not control, Executives. Other scholars distinguish between monitoring activities and behaviours and monitoring performance and outcomes (Eisenhardt 1989b, Lane & Kivisto 2008).

Findings from the five case study universities reveal a wide range of activities which in part varied by topic. Overall, governors expressed less comfort about providing assurances regarding academic governance than they did in providing assurance regarding compliance and financial reporting. Those at the University of Aspen relied on the Academic Assurance Committee to facilitate Board assurance. Yew governors mentioned the use of the Audit Committee as a means of facilitating improved implementation. Beechwood governors noted the use of the Strategic Performance Committee to sharpen the Executive's focus on outcomes. As such, three degrees of integration in oversight-related roles are; overseeing activities and receiving assurance, monitoring outcomes and providing assurance, and facilitating performance enhancement.

Governing body members are largely in agreement regarding the scope of their oversight-related roles. This includes monitoring performance, ensuring compliance, including academic governance, identifying risks, understanding the student experience, and agreeing Executive remuneration. Practices varying by institution and by topic and sometimes both. Variation by institution relates, in part, to committee structures. As noted previously, governing bodies conduct much of their compliance work via committees.

Integration in support-related roles

Governing body support-related roles are the least formal. Conceptual origins stem from Stewardship Theory with regard to supporting the Executive to facilitate performance enhancement and Resource Dependence Theory with regard to providing links to potential resources and enhancing legitimacy. Partly resulting from a lack of empirical data regarding governing body support roles, only two degrees of integration are proposed – reactive and proactive. In other words, whether governing body members provide support in reaction or response to something or they proactively seek ways to provide support.

Findings across the five case studies indicate degrees of reactivity and proactivity vary. Generally, governors provide expert advice and guidance when asked. However, it is in committees, either as Chairs or members of committees, that their expert input is most effectively deployed. In taking on such committee roles, members are proactively providing their support. Members tend to increase their support, as opposed to try to gain control, in times of crisis, as demonstrated with Maple University's refinancing. Governors at the

University of Beechwood, and to a lesser extent Oak and Yew universities, assumed a position of proactively supporting the Executive, not in response to issues or crises but in light of perceived opportunities.

Whilst there was the least consensus regarding these roles, four support-related roles were detected. These include providing expert advice and guidance, challenging the Executive as a critical friend, supporting the Executive and in some cases representing, primarily internal, stakeholders. There is evidence from some of the case studies that some governors are mindful of externally-focussed support, or as described by other scholars, service (Zahra & Pearce 1989) or institutional (Stiles & Taylor 2001) roles. As such, three further support-related roles are included, namely helping to understand external stakeholders, enhancing legitimacy and making introductions.

Interrelationships between role clusters are apparent. Expert advice, for example, could be about specific topics, such as IT, finance, property or marketing, but it could also be about means of enhancing how well the Executive initiate and implement strategic proposals. Across the cases there is evidence of governing bodies contributing to the methods of strategy development, organisational culture development, staff engagement, and implementation planning. Further, a critical friend role might tend to be assumed as part of oversight. However, it is clear that governors are expected to be constructive in their challenge, and if not, members may be removed. Hence, it is included within support.

7.5.2 Nature of involvement

A combination of Agency and Stewardship Theory proved the most useful in seeking to understand the roles and influences as described by governors. These theories are best considered relative to one another rather than in opposition. Davis et al (1991) developed a prisoner's dilemma example of the interplay between the two approaches. Scholars have noted when things are going well, a stewardship approach may prevail, but when performance is less strong or other issues emerge, an agency approach may be more appropriate (Donaldson 1989, Taylor & Stiles 2001, Shattock 2006).

In this study, governors identified two key internal influences on their perceptions of their roles, namely the Vice-Chancellor's approach and the governing body attributes, particularly member characteristics. These are proposed as the two key dimensions related to the nature of the governing body's involvement with the institution. Consideration was given to the inclusion of the Chair's approach as a dimension regarding the nature of involvement. This was not adopted in light of the overwhelming agreement regarding the importance of the Vice-Chancellor's approach and the opportunity to include the Chair within the second dimension – member characteristics. These dimensions are proposed is in light of two expert informants' comments. The first regards a spectrum related to power, from governing bodies controlled by the Vice-Chancellor to those dominated by the Chair and/or lay governors. The other is the risk that governing bodies do not know whether the Vice-Chancellor is keeping them at arm's length or not.

Vice-Chancellor's approach

Most Vice-Chancellors are serving in their first Vice-Chancellor position. In these initial years of their tenure, they are learning how to be a chief executive, including learning how to work with their Chairs and governing bodies. Further, possibly somewhat unique to a university environment, the Vice-Chancellor may or may not have extensive executive/line management experience and is unlikely to have many, if any, lay sector (higher education) experts on their governing bodies. In a corporate setting, lay governors would potentially provide greater assistance in supporting a chief executive's development into the role (Stiles & Taylor 2001). Vice-Chancellors may also have their own experience of governance – at their previous institutions either as internal members of or attendees at governing body meetings. Further, many Vice-Chancellors have experience of governance as non-executive directors in other settings, including university spin-offs, higher education sector bodies, bodies linked to their disciplines or other local institutions, such as NHS trusts. Vice-Chancellors in this study noted how their experiences in these different settings influenced their decisions of how they approach their governing bodies.

Although beyond the scope of this research, theoretically, much hinges on Vice-Chancellor motives. Here, it is assumed it is highly likely they seek a combination of intrinsic and extrinsic rewards. Besides what may be an inherent desire to work collaboratively with the governing body to improve performance, as opposed to at arm's length with the governing body trying to improve conformance, external factors may be prompting them to be (even) more open and transparent with their governing bodies. Governors described noticeable changes in the approach to openness with the governing body between that of the previous and current Vice-Chancellors, particularly at the Pre-1992 universities. The drivers of these changes were not examined in detail as they were out of scope of the study, but potential factors identified by governors include regulatory expectations, environmental uncertainty increasing the risk to the Vice-Chancellor of *not* involving the governing body more directly in activities as well as the change in the member characteristics, possibly rendering them more able to contribute, discussed more fully below.

There were no examples of what might be described as board domination in this study. However, in some instances, Vice-Chancellors might be right to limit/reduce governor access, particularly if the boundaries between governance and management are being overstepped. Some Vice-Chancellors still influence governing body member appointments as members of Nominations Committees. The Vice-Chancellor also acts as a gatekeeper on information provided to the governing body and the sponsor of work initiated and implemented by the Executive. Governing documents of a few universities include explicit terms of reference for the university Executive. Most do not.

A final consideration regarding the Vice-Chancellor's approach to the nature of the governing body's involvement is this; do Vice-Chancellor possess the skills and experience required to work proactively with their governing bodies? Here the Chair's contribution is of the utmost importance. In a dual role of Chair of the governing body and *de facto* line manager of the Vice-Chancellor, the Chair can support the Vice-Chancellor in setting the

tone, expectations, ways of working, agendas and behaviours. Examples of this were apparent across most of the cases.

Based on the findings across the case studies, three types of involvement with regard to the Vice-Chancellor approach are suggested. These are “arm’s-length”, “neutral” and “co-operative”.

Governing body member characteristics

Governing body member characteristics influence the nature of their involvement in institutional governance by shaping their expectations, capability and capacity. Ambiguity regarding internal governor roles has been discussed; participants expressed less clarity regarding their roles. This in part relates to, in some instances, a lack of, or a lack of awareness of, role specifications for their role and mixed experiences of induction and ongoing training. Yet, their contribution, according to Stewardship Theory, is of paramount importance.

Lay governors, including the Chairs, identified their previous executive and non-executive experiences of governance as influencing their expectations regarding their roles. They also noted the impact of the recruitment process and induction had on their expectations of their roles.

The shift in lay governor characteristics away from ‘the great and the good’ towards those recruited for their expertise and skills, in some instances including higher education, means they come equipped with different abilities to contribute. It also potentially provides a stronger basis on which to build trust based on personal power – expertise. However, some members note their lack of knowledge and experience of academia hinders their input. Similarly, some lay academic members and internal members noted their reciprocal lack of knowledge and experience of commercial settings may impede their contribution. A few lay members noted they built up their knowledge of academia and the university by first joining a committee before progressing to the governing body. Most also participated in induction training. Differential committee membership also hinders or promotes all members’ abilities to build their knowledge and understanding as well as their practical contributions.

Another influence on the nature of governing body members’ involvement is time. Internal governors have limited amounts of time to devote to their governance roles. Chairs and many committee chairs were expected to and did dedicate significant amounts of time to their roles. Other lay governors, particularly those still in full executive employment or those with extensive non-executive portfolios, have limitations on the amount of time they can devote to their roles, which usually includes greater numbers of committee meetings. A number of governors across a number of cases noted the shift to online demanded by the pandemic may help alleviate some of the time pressures, but also noted the importance of face-to-face meetings and interactions. Lay governors in particular noted what they described as excessively large board and committee packs of papers added significantly to the time required to prepare for and contribute to meetings.

A final consideration regarding governing body members' characteristics and the nature of their involvement is that of professionalisation. Scholars note the significance of professionalisation, partly in establishing norms, but also in terms of the development of mutual respect and a relationship based on personal power built on expertise (Selznick 1957, DiMaggio & Powell 1983, Stiles & Taylor 2001). Higher education scholars refer to the professionalisation of academia as a normative isomorphic process (Buck 2013, Austin & Jones 2016). Little attention has been paid to date regarding the professionalisation of university governing body members. In Australia, lay members must achieve external accreditation as non-executive directors in order to serve on university governing bodies. This sort of professionalisation of lay governors, given on the profile of governing body member characteristics, including sector background, would provide additional normative pressures and potentially increase the introduction of practices from outside of higher education.

Based on the findings from the five case studies, three types of involvement are proposed, based on internal and external governing body level characteristics. These are "rubberstampers", "informed challengers", and "expert professional governors".

7.5.3 Level of legitimacy

The discourse, primarily from Stakeholder and Resource Dependence Theory, relating to legitimacy informs the final proposed dimension of governing body-level governance. This is included for several reasons. This study reveals that governing body members are quite clear about the identity of their stakeholders. Also, the regulatory regime and norms, including governance codes, from other sectors are increasing governing bodies' focus on stakeholder engagement. Under new regulations, whilst the Vice-Chancellors remain the accountable officer (OfS 2018), the governing bodies are ultimately responsible for their institutions. And finally, analysis of publicly-available governance reviews which followed major university governance scandals, including the University of Plymouth, the University of Bath, and DeMontfort University, by way of example, reveals that in order to build confidence after such a crisis, governing bodies are expected to become much more visible and engaged with their internal and external stakeholders.

Legitimacy within the university

University governance is more broadly defined than corporate governance (Marginson & Considine 2000, Shattock 2006, Neave 2006). It refers to how decisions are taken at all levels throughout the university. Also, governing body activities take place within the university context, where the prevailing understanding of governance may differ from that of lay governing body members. Scholars continue to call attention to the importance of shared governance (DeBoer et al 2010, Taylor 2013, Stensaker & Vabo 2013, Veiga et al 2015, Shattock & Horvath 2020). One of the only studies to explore university governing body visibility found it was seen to contribute to governing body effectiveness (Dawkins 2018).

Within this study, governors clearly identified both students and staff, sometimes including the Executive, as key internal stakeholders. Governors at all of the case study universities

described efforts made by the Executive to create opportunities outside formal meetings for governing body members to gain first-hand access to a fairly restricted number of internal stakeholders, including those senior executives and academics who are not governing body members, but who regularly or sporadically attend meetings. Some described how these opportunities had waned.

Two consistent themes emerged when discussing governing body visibility. The first was the relative invisibility of the governing body within the institution. The other was a reluctance on the part of, particularly lay, members to in any way be seen to undermine the role of the Vice-Chancellor and Executive. This was expressed as often by the Chairs and other lay members as it was internal members, including the Vice-Chancellors. Only Beechwood and Oak governors described efforts, particularly of the Chair, to become more visible throughout the wider staff and student communities. Internal members at both mentioned how important these opportunities were even if students were less likely to participate institutional governance is not of great interest to them.

Certain mechanisms are already in place to increase the transparency of governing body activities. These include: governance reports in university annual reports; publication, by most universities, of governing body agendas and minutes (some of which are quite heavily redacted); publication, by a very limited number of universities, of governing body effectiveness reviews; and usually on-line access to governing documents, committee structures and governing body and committee terms of reference. Another mechanism, which is recommended in the latest sector governance code (CUC 2020) drawing on examples from outside of higher education, is the appointment of a Senior Independent Director, usually responsible to take on any perceived conflicts of issue which arise relating to the governing body. Two of the five case studies had recently appointed one.

No scale or metric is proposed here although a previously developed visibility spectrum from 'apparency' to 'transparency' to 'engagement' warrants consideration (Dawkins 2018).

<u>Legitimacy outside the university</u>

Early governance scholars noted organisational legitimacy, which is a conferred status controlled by those outside the organisation, relates to how an organisation justifies its right to exist (Pfeffer & Salancik 1978). Others cautioned,

> "the more institutionalised the environment, the more time and energy organizational elites devote to managing their organisation's public image and status and the less they devote to coordination and to managing particular boundary-spanning relationships" (Meyer & Rowan 1977, p361).

More recently, higher education scholars noted a need for universities to be more attentive to their legitimacy as they have become more open systems and as their legitimacy is threatened by governments' linking funding to performance outcomes (Austin & Jones 2016). Further, as the role of government in terms of financing is diminishing overall, "the university as a public institution will have to seek its legitimacy in the way and extent to

which its services are accepted and valued by its various stakeholders in society" (Jongbloed et al 2008, p318).

As noted in the review of cross-cutting themes, governors across all of the case study universities were fairly well aligned in their identification of key external stakeholders, including the regulator, funders, and various local and regional stakeholders. The Vice-Chancellors at Oak and Yew universities described how they endeavoured to capture feedback from a cross-section of external stakeholders in their latest revisions to institutional strategic plans. Some Oak governors described the new strategy as significantly more externally focussed and less focussed on the internal changes required. The University of Aspen had recently conducted a stakeholder perceptions audit.

As with internal stakeholders, no scale or metric is proposed here as there is so little understanding of how external stakeholders perceive the legitimacy of the university, let alone the governing bodies. The introduction of legitimacy as a dimension of governing body-level governance may seem premature based on the discussion above. However, it is included here in light of the ongoing review of overall university funding and relative to other types of post-secondary provision, the regulator's ongoing focus on value for money, and the rise in importance of stakeholder engagement, linked in part to university's third mission, particularly in a post-pandemic England.

Chapter 8: Conclusions

This study explores English university governing body member roles from a system and institution perspective. It takes a holistic view of governing body attributes, including composition and member characteristics, explored through a new governing body dataset, to help establish the context in which governors undertake their roles, and identify potential interrelationships. It is unique in providing a cross-section of members' understandings of their roles and influences on those perceptions. It explores for the first time who governors perceive as governing body stakeholders. It shows that governors largely concur regarding their high-level roles relating to strategy, oversight and support, with some differences with sector expectations. However, the range of activities within each high-level role as well as the balance between and within the three role clusters are influenced by environmental and institutional factors.

8.1 Addressing the research questions

a. How are the roles of English university governing bodies characterised at sector level?

This study finds governing body composition influences how governors perceive their roles. Analysis of sector-level documentary evidence from 1985 to 2020 revealed five key themes regarding governing body composition and characteristics: 1) the desirability of "smaller" governing bodies; 2) the importance of lay/independent majority; 3) the importance of staff and student membership; 4) the necessity of term limits; and 5) the need to consider Deputy Chairs and Senior Independent Director roles.

Analysis of the new governing body dataset indicates that despite significant historic differences in governing body composition depending on the nature of foundation as a university, primarily Pre-1992 versus Post-1992 universities, English university governing bodies are now more homogeneous in size, with an average of 19 members, and types of members. All but Oxford and Cambridge have lay majorities and virtually all have academic, other staff and student members. In parallel, lay member characteristics have become more heterogeneous, with a reduction in the proportion of members with corporate backgrounds and an increase in the proportions of women and external academics. An illustration of how isomorphic pressures may have come to bear on governing body composition, which might also apply to roles, is provided (see Appendix 9). The significance of governing body composition and governing body member characteristics as influences on governing body roles could only be established through the university case studies.

Sector-level perspectives on governing body roles were explored in two ways. Analysis of documentary evidence since 1985 revealed 18 discrete governing body roles, including approving strategic plans, overseeing academic governance, appointing the Vice-Chancellor, overseeing performance management, protecting freedom of speech, conducting and making publicly available effectiveness reviews, and adopting governance codes, amongst other things. These roles mapped across Zahra & Pearce's (1989) three original role clusters of strategy, control and service, and skewed towards control and service. Service roles focussed on facilitating sector-level governance and enhancing system and institutional legitimacy.

Analysis of expert informant interviews also, coincidentally, revealed 18 discrete governing body roles, with greater emphasis on governors' strategic roles, including providing a longer-term perspective, assessing strategies and plans, and on their support roles, including acting as 'critical friend', supporting the Executive and providing expert advice. Whilst these roles also mapped to the three role clusters, the emphasis of the last two differed. Experts indicated that governing bodies do not exercise a great deal of control over the Executive, but rather oversee activities. They described the third cluster of roles – about which the least consensus emerged - as more internally-focussed support roles than externally-focussed service roles.

The documentary evidence was silent regarding governing body support roles, whilst experts did not raise service-related roles to underpin system-level governance, such as providing information and enhancing transparency, and only a few mentioned roles related to enhancing legitimacy. Experts also provided useful data regarding potential influences on governing body roles, supporting the approach of exploring internal, external and individual influences within the case study interviews.

b. How do university governing body members perceive their roles? and why?

The aim of the research was to identify not only how governors perceive their roles, but also what key influences shape these perceptions. There was greater consensus amongst governors regarding influences on their roles than the roles themselves. The majority of governors across all five cases agreed five key influences: two internal – the Vice-Chancellor's approach and organisational culture; two external – the Office for Students and the introduction of tuition fees; and one individual – executive and non-executive experience of governance. The majority of governors at four of the cases also identified governing body attributes, including governing body composition, member characteristics and committees, and the Chair's approach as key influences.

Despite it being set out in the CUC governance code (2020), governors did not share a common view of a governing body's overarching purpose, within their own institutions, let alone across them. However, the majority of governors across all five case study universities identified six key governing body roles: approving strategy; shaping strategy; monitoring the delivery of strategy; assuring compliance with legal, regulatory, and funder requirements; identifying risks; and providing expert advice.

The majority of governors across at least three cases identified eight additional roles: agreeing key performance indicators and targets; shaping human resource strategy; understanding student experiences; agreeing Executive remuneration; understanding staff experiences; acting as a 'critical friend'; supporting the Executive; and representing primarily internal stakeholders. The roles mapped to the amended clusters of strategy, oversight and support. Governors at three universities identified an emerging, higher-level role of influencing culture, behaviours and values. Governors described the greatest discomfort with regard to overseeing academic governance, and to a lesser extent, monitoring the delivery of strategy.

This research indicates the high-level strategy and oversight roles are ubiquitous, across the range of universities included as case studies, and do not appear to vary by institutional type or mission. However, institutional mission did appear to have a greater influence on governor views of service-related roles, particularly at Oak and Yew universities where governors were more attuned to creating links with potential employers, in line with Oak's employability focus and Yew's focus on creating opportunities for its inclusive student population.

Several cross-cutting themes were detected. Some reflect influences on governors' perceptions of their roles, whilst others pertain to the roles themselves. The first cross-cutting theme relates to sector-level analysis of governing body composition. At institution level, composition, in terms of size and member types, of the governing bodies and their committees were noted as influencing roles. The independence of lay members was explored as was the potentially ambiguous nature of staff governor roles. The relatively large size and diverse member types present on the main governing bodies increased the importance of the committees which provided the opportunity to conduct many of the governing body's monitoring roles.

Governing body member characteristics were identified as an even greater influence on governors' perceptions of their roles. There were two key facets. The first was the replacement of previous lay members described by governors as 'the great and the good' with those recruited for their skills and experience. This appears to relate, in part, to more open and transparent governor recruitment methods and emerging motivations for governors to join governing bodies, including personal development and alignment with institutional mission and values. The second facet was an increased variety in lay governor sector backgrounds, with relatively fewer from purely corporate backgrounds supplemented with more from professions and higher education, in particular.

The emergence of 'new' stakeholders was the second cross-cutting influence to result from the study. The 'new' is qualified as there is no previous empirical data available regarding governing body perceptions of their stakeholders. However, from governors' descriptions, it was evident that the significance of students and the new regulator was increasing. Governors linked the rise in students to the changed stance of the regulator from funding body to advocate for students, the introduction of student tuition fees, and lay governing body members' own experience of working with paying service users or customers elsewhere. Governors identified the Office for Students as the most significant external influence on their roles. This, in part, reflected the new regulatory regime and associated requirements. It also reflected a notable shift towards self-governance combined with removal of any kind of financial safety net for providers. Knock-on consequences for other stakeholders, including debt providers, staff and the Executive were also explored.

The significance of environmental and institutional context was the third and final cross-cutting influence detected in this study. Governors described greater environmental uncertainty relating to the policy environment, the regulatory regime and competition for students, in the wake of the current pandemic. They also described the increasing

introduction of norms and expectations from other sectors coming to bear via policy and governing body members themselves.

With regard to institutional contextual considerations, governors identified the importance of the Vice-Chancellor's approach to the governing body as being a key determinant of roles. Many governors described a discernible shift away from what might be described as managerial hegemony towards greater openness and transparency. Some governors credited this shift to the governing body providing Vice-Chancellors with some degree of 'air cover' in the uncertain environment as well as the possibility that Vice-Chancellors may value governing body members' contributions. Organisational culture and institutional performance were two further contextual considerations identified by governors. Governors, for the most part, expressed a mindfulness of the need to respect cultural differences between universities and other organisations, particularly at the Pre-1992 universities where the academic culture was strongest. However, it was at two of these Pre-1992 universities where the Vice-Chancellors sought greater governing body involvement in shaping culture and values, drawing on lay governors' experiences elsewhere. Finally, institutional performance was found to be a significant influence on governing body members' perceptions of their roles.

In terms of governing body roles, two key cross-cutting themes emerged. The first pertained to their strategy and oversight related roles where an overwhelming consensus emerged amongst governors regarding their *governance* roles as compared to the Executives' *management* roles. This primarily pertained to the strategy and oversight-related roles, where the governing body's decision control roles (approving and monitoring) and the Executives' decision management roles (initiating and implementing) paradigm espoused by Agency Theory proved a useful explanatory tool. A range of underlying activities pertaining to strategy (from approving to shaping to shaping the content and context of strategy) were identified across the five cases. With regard to oversight roles, governors agreed most of the monitoring is done via committees with the newest role to emerge being that of understanding the student experience, and the one with which governors are least comfortable is academic governance.

The final cross-cutting theme relates to what sector documentation implies are service-related roles and expert informants and governing body members described as support-related roles. The characterisation of these roles according to sector documentation is slightly more aligned to Resource Dependence Theory, whereas the support roles described by governors and experts align to Stewardship Theory. Enablers of support were identified and discussed. The informality of the support role is noted, as it is absent from sector documentation and HE sector guidance regarding governing body responsibilities (CUC 2020). The relative unimportance of the traditional service roles such as linking and garnering resources are also explored, with governors often noting concerns regarding potential conflicts of interest.

It was beyond the scope of this research to explore why English university governing bodies have converged in terms of size and composition. Nor were institution-level aspects of this study designed to explore changes, or the pace of change, in roles or influences over time

unless they arose when governors described their roles and influences in the interviews. However, analysis of sector-level documentary evidence since 1985 allowed an illustration of how isomorphic pressures and processes might come to bear on both composition and roles. It appears the desire of sector-level actors to preserve institutional autonomy, and more recently to promote institutional self-governance, has outweighed their desires to apply coercive pressures for changes in university governing body-level arrangements. Any exceptions to this were made conditions of funding.

Based on this study, factors which may likewise slow, or at least not accelerate, the pace of change in governance arrangements include academic culture, described in the case studies, and a lack of governor, particularly lay member, agency. This may be due to the time it takes for them to understand the academic environment, their available time, and their underlying lack of expertise regarding higher education. Another factor is the shift in the regulatory regime. The previous funding council set targets, for example one regarding governing body gender diversity, and funded sector-wide efforts to identify and share best practice regarding institutional governance. The Office for Students does not play this role. Further, there is a lack of sector-wide actors accumulating data and sharing information on key elements of governing body attributes and activities such as governing body composition and member characteristics, committee structures, and exceptions to the sector-wide governance code, let alone more recent work on best practice. Such information might enable institutions to cooperatively "self-govern" in a relatively competitive environment.

Other influences on governors' perceived roles may accelerate the pace of change of governing body-level arrangements. These include changes to governing body composition, with new governors recruited based on skills and experience bringing new expectations of their roles, and some new Vice-Chancellors taking a different approach to governing body engagement than their predecessors. Governors also identified specific one-off situations/externalities – whether pan-sector, such as the pandemic, or institution-specific, such as Maple university's need to refinance all of its debt – as prompting them to re-evaluate their roles.

Further analysis of the cross-cutting themes resulted in the development of an emerging conceptual framework regarding potential dimensions of governing body-level governance. They include the degree of integration, the nature of involvement and the level of legitimacy. The degree of integration reflects the scope of the governing body's work in general, and specifically in the four key areas of culture, strategy, oversight and support. The nature of involvement relates to the Vice-Chancellor's approach and that of the other governing body members based on their capacity and capabilities. The level of legitimacy pertains to stakeholder perceptions of the governing body in the context of wider institutional governance. This framework is complementary to underlying governance theories, perhaps as a means to consider how various aspects of underlying governance theories manifest themselves in English university governing bodies.

8.2 Limitations of this study and areas for future research

Limitations

Several different types of limitations are discussed here. Those pertaining to methodology and practical considerations are addressed first. Those pertaining to scope, which also indicate potential areas for further research, follow. The methodology deployed in this study was quite complex. It combined quantitative analysis of governing body attributes and qualitative analysis of documentation and semi-structured interviews to gather expert and actual governing body member perceptions of purpose, stakeholders, roles and influences.

The analytical framework for this study considered a relatively wide range of governing body attributes, inspired by Zahra & Pearce's (1989) attempts to develop a model to integrate different governance theories. These proved highly relevant as attributes such as governing body composition and member characteristics, structure of the work and processes do appear to influence governors' perceptions of their roles. Whilst the governing body attributes treated in scope did not focus attention of the data collection or analysis towards relational issues, these relational issues were not entirely overlooked. The use of semi-structured interviews allowed participants to identify and discuss some relational issues, such as the approach of the Chairs and Vice-Chancellors or the dynamics at governing body and committee levels. The findings from this study indicate the use of a wide range of governing body attributes is necessary, but possibly not sufficient, for a comprehensive study of governing body roles.

The analytical framework also incorporated a variety of governance theories, developed originally outside of higher education, as a means to better understand governors' perceptions of roles and influences on those perceptions. Each of the six theories were useful, although Resource Dependence Theory was more relevant at sector than institutional level. Elements of the underlying analytical framework relied on previous attempts to integrate these theories outside of higher education (Zahra & Pearce 1989, Hung 1998, Cornforth 2003, Huse 2007). However, other than the emerging conceptual framework regarding potential dimensions of governing body-level governance, the study did not attempt to integrate the theories as encouraged by other HE scholars (Kezar & Eckel 2004, Christopher 2010 & 2012, Seyama 2015).

The use of publicly-available information for the governing body composition dataset was a relatively efficient means of creating a sector-wide picture and allowed comparisons with the limited available historical empirical data. However, it also meant that some critical demographic data such as age, ethnicity and home and work locations were not included. Currently, the Higher Education Statistics Agency collects governor age and ethnicity as part of the staff returns. However, it cannot be disaggregated by member type and does not include any location characteristics nor any other executive and non-executive sector information.

The use of expert informant interviews served a number of purposes but posed a few limitations. Several of the expert informants had experience of governing body-level

governance in a variety of capacities – as students, staff, Vice-Chancellors, Chairs, and lay governors in addition to as advisors, funders and regulators. This variety of experience added to the richness of their contribution. It also compensated, but only partially, for a lower number of student participants than targeted in the case study universities. The expert informant interviews enabled me to pilot certain aspects of my interview guide and provided suggestions regarding potential case study universities. The main limitations of these interviews were that most of the experts were either once removed from current day-to-day governing body activities (advisors, funders and regulators) or their experience of governance was dated, which did not take long given the relatively rapidly changing environment. Also, they understandably could not provide the richness of insights regarding the contextual influences on governing body roles.

Further methodological limitations related to the case studies themselves. The case study approach allowed a much more detailed understanding of the contextual considerations, particularly compared to other recent research into governing body roles such as Buck (2013). Whilst the case study documentary evidence provided invaluable context for the governing body member interviews, particularly facilitating the identification of specific examples in discussions with governors, more use might have been made of it in terms of how governing body roles are characterised at institution level and perceived in practice. This study instead prioritised gaining insight from governors regarding a broader range of governing body issues which might illuminate the perceptions of their roles, including overarching purpose, stakeholder and influences on roles. Examination of institutional documentary evidence versus actual perceptions, along with further work regarding actual governing body activity, would facilitate a study more in keeping with Huse's (2007) concept of board task expectations and actual board tasks.

I would have preferred to have a greater number of student participants. Students participated at only three of the cases. This was partly attributed by the universities to covid-related disruption, but not entirely. Compared to the original aims, the overall level of participation was higher (12 members versus 10 target) and more lay members participated, which resulted in a slight skew towards lay members and academic members away from other staff and student members. Expert informants included current and previous staff and student members, so this in part offset this shortfall. The skew towards lay members, including Chairs and many committee chairs, in part compensates for the general skew away from a lay governor perspective in much of the recent empirical work conducted.

The final methodological limitation was the sample size and composition. The broad range of institutional types – from a long-standing Russell Group through to a post-Post-1992 university – means that a range of types are included. However, findings cannot be cross-checked against institutions of the same type. Having said that, the nature of foundation (i.e. type of institution for these purposes) influences governing body composition more than member characteristics and these are shown to be converging. Further, contextual influences on roles appear to relate more to individual institutional circumstances than institutional type.

Three practical limitations arose during the course of this study. The first was the pandemic's outbreak. Telephone and video-based interviews replaced face-to-face meetings. It also impinged on the availability of some potential staff and student participants. As interviews commenced before the outbreak, it means that the findings are not exactly like-for-like in terms of feedback regarding the perceptions of the pandemic as an influence on governing body roles. Having said that, unlike findings in some corporate settings, university governing bodies do not appear to take greater direct control, at least in this sort of crisis, but rather increase their overall level of involvement and support, in particular. What the pandemic did provide was a similar contextual consideration across a range of case studies, as compared to the more institution-specific issues which arose such as performance difficulties and refinancing issues.

The second practical consideration that arose relates to an original intention to explore in greater detail the concept of 'shared governance'. The expert interviews proved a useful trial of the interview guide. The majority of experts were not familiar with the concept. This led me to avoid attempts to explore the specific concept of shared governance, but did not preclude me from exploring some aspects of it.

The final practical limitation was the breadth of material covered in the one-hour semi-structured interview. Whilst the understanding of their perceptions of roles was enriched by exploring purpose, stakeholders and influences, it meant that it was a lot of material to cover in a one-hour interview. The preparation of the case study protocol and the capture of high-level notes of key issues emerging from each interview made it easier for me to explore specific examples in a time-effective way. But the study would have benefited from a more detailed exploration of the specific meanings of governors' perceptions of roles and influences.

There were three key limitations regarding the scope of this research. The first of these is geographic scope. This study was limited to English university governing bodies. This was partly due to the availability of governing body composition and characteristics data required to compile the dataset. It was also partly due to the regulatory regime which is not common across the other UK countries.

This study was also limited to medium to large-sized institutions. It excludes the relatively number of smaller, specialist institutions. This was an intentional decision based on findings from McNay's (2002) research into governance of specialist institutions which identified issues which appeared to be specific to the institutions' specialist nature and smaller size. Finally, this study was purposively focussed on governing-body level activities as it is a relatively under-researched area. However, the interactions with other levels of university governance, potentially including relational aspects, would be of interest.

<u>Areas for future research</u>

Several of the limitations of this study indicate potential areas for future research. The research could be broadened geographically. Research in other UK countries is the most obvious, despite different regulatory regimes. Research in Europe would be relevant given the relatively recent addition of institutional external governing bodies into system-wide

governance. Research in US private universities would offer comparisons of perceived roles and influences with a different type of lay membership, namely donor trustees. Research in US public universities and Australian universities, could explore yet another type of lay membership, namely, state appointees.

The scope of the research could also be expanded within England, across different types of institutions in terms of institutional size and degree of specialisation. Whilst only representing 13% of the overall student population, there are 47 English universities with fewer than 10 thousand students. Given the smaller scale, their governing bodies may face different issues (McNay 2002) regarding their roles in these uncertain times. Resource Dependence and Stakeholder theories may prove more relevant at institution level. The sample could also be extended to include more of institutional types included in this study to explore whether institutional type or other factors have greater influences on roles.

Further work could also explore governing body roles in the context of other levels of governance. At system level, research designed to study how isomorphic pressures may come to bear through isomorphic processes and whether they shape both the nature and pace of changes to governing body arrangements could prove fruitful. Such research could also strive to identify if these, or other pressures, are causing governing body structures and practices to converge across the range of diverse institutional types. Also, the potential dimensions of university board-level governance proposed here might be explored across a wider range of universities, both within and outside of England, to test its pan-sector relevance.

At institutional level, several potential streams of further research arise. The first relates to academic governance and, in particular, seeking a deeper understanding of governing body-level roles in the context of institutional academic governance (see Rowlands 2017). A second, potentially related, strand would be to explore how university governing body-level roles relate to university governance models (see Birnbaum 1989, McNay 1995, Kezar & Eckel 2004) which were treated as out of scope of this study. A further line of potential research would be to focus on specific governing body attributes, including compositional aspects such as governing body size and member types as well as structural and process aspects, such as committee structures and meeting practices, to explore how these may relate to governors' perceptions of roles and influences on those perceptions. A final institutional-level stream of research could explore internal and external stakeholder perceptions of governing bodies roles. This might include examining issues of legitimacy as well as how governing body members' home or work locations may influence roles they can and do play with local, regional or national stakeholders.

At the level of the individual, this study did explore personal influences on perceptions of governing body roles but, as noted, the governing body attributes adopted focussed on structural and process elements, not relational ones. An additional stream of research stemming from these findings could build on relational aspects of governing body-level governance. This could incorporate existing scholarship regarding Board and organisational cultures. As espoused by one HE governance scholar and now Vice-Chancellor, "moving the

research in this field from *process* to *people*, from *structure* to *social interaction* and from *institution* to *individual*" (Llewelyn 2009, p10).

A final research topic warranting scholarly attention, which potentially relates to all three levels of governance described above, is the professionalisation of university governing body-level governance (see Baird 2006 regarding its professionalisation in Australian). The scope of any such research could consider the roles of induction and ongoing training; external qualifications; governor remuneration; sector-level responsibilities and support; and governing body Secretaries. The concept of "board readiness" could also be tested in a university setting (Hesketh et al 2020).

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Appendix 1: University listing by nature of foundation

Cluster	*N =*	Universities included, in alphabetical order
Ancient	*2*	Cambridge & Oxford
Early	*18*	Birkbeck, Courtauld Institute of Art, Durham, Goldsmiths' College, Imperial College London, Institute of Cancer Research, King's College London, London, London Business School, London School of Hygiene & Tropical Medicine, London School of Economics & Political Science, Queen Mary, Royal Academy of Music, Royal Central School of Speech & Drama, Royal Holloway, Royal Veterinary College, SOAS, St. George's, University College London
Civic	*14*	Birmingham, Bristol, Exeter, Hull, Keele, Leeds, Leicester, Liverpool, Manchester, Newcastle, Nottingham, Reading, Sheffield, Southampton
1960s	*15*	Aston, Bath, Bradford, Brunel, City, East Anglia, Essex, Kent, Lancaster, Loughborough, Salford, Surrey, Sussex, Warwick, York
Former polytechnics	*34*	Anglia Ruskin, Bedfordshire, Birmingham City, Bournemouth, Brighton, Central Lancashire, Coventry, DeMontfort, Derby, East London, Greenwich, Hertfordshire, Huddersfield, Kingston, Leeds Beckett, Lincoln, Liverpool John Moores, London Metropolitan, London South Bank, Manchester Metropolitan, Middlesex, Northumbria, Nottingham Trent, Oxford Brookes, Plymouth, Portsmouth, Sheffield Hallam, Staffordshire, Sunderland, Teesside, West London, West of England, Westminster, Wolverhampton
Cathedral (1)	*14*	Canterbury Christchurch, Gloucestershire, Bishop Grossetests, Chester, Chichester, Cumbria, Leeds Trinity, Liverpool Hope, Newman, Roehampton, Marjon, St. Mary's Twickenham, Winchester, York St. John
Specialist	*14*	Bournemouth Arts, Cranfield, Falmouth, Harper Adams, Leeds College of Arts, Norwich University of Art, Open University, Ravensbourne, Royal Academy of Music, Royal Agriculture, UC of Osteopathy, University for the Creative Arts, University of the Arts, London, Writtle University College
New	*9*	Bath Spa, Bolton, Buckinghamshire New, Edge Hill, Northampton, Solent, Suffolk, UC Birmingham, Worcester

(1) Canterbury Christchurch and Gloucestershire founded pre-2003, so included in 36 Post-1992 universities in Tables 7 and 8

Appendix 2: template Statement of Primary Responsibilities

per Committee of University Chairs (2020) Higher Education Code of Governance

The principal responsibilities of the governing body should be set out in the body's Statement of Primary Responsibilities, which must be consistent with the institution's constitution. While there may be some variations because of different constitutional provisions, the principal responsibilities are likely to be as follows:

1. To set and agree the mission, strategic vision and values of the institution with the Executive.
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy and plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
4. To delegate authority to the head of the institution for the academic, corporate, financial, estate and human resource management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the institution.
9. To appoint the head of the institution as Chief Executive, and to put in place suitable arrangements for monitoring their performance.
10. To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be responsible for ensuring that an appropriate human resources strategy is established.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes responsibilities for health, safety and security and for equality, diversity and inclusion.
14. To receive assurance that adequate provision has been made for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity and diversity across the institution.
18. To maintain and protect the principle of academic freedom and freedom of speech legislation.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

Appendix 3: Sector-level and institutional documents reviewed for study

Key: **bold indicates included in study**; *italic included for background but not included as data*; remainder reviewed but not included

Type	Name	Year	# pgs	General content	Content re. governing bodies	Included in Study?	Rationale
UK Government policy (Green & White Papers)	The Development of Higher Education into the 1990s (Green)	1985				No	Early Green paper, see White paper
	Higher Education: Meeting the Challenge (White)	**1987**	**46**	**Changes in funding & planning; revised policy on access; emphasis on quality & efficiency.**	**Need to establish Polytech governing body control outside local authorities; local links not diminished. GBs with 20-25 people, half employers or professions.**	**Yes**	**Set up HECs**
	Higher Education: A new framework (White)	**1991**	**41**	**Need to remove binary divide; intro dual support research funding; need statistics; DAP for polytechs & Quality Audit Unit.**	**Privy Council now responsible for all changes to governing docs.**	**Yes**	**Set up post92 unis**
	The future of Higher Education (White)	**2003**	**105**	**Underinvestment. Need to celebrate diversity of provision, improve research funding; strength unis' regional role; improving teaching (NSS); increase access; allow tuition fees from £0-3k; help unis build endowment funds.**	**Await Lambert findings re. working with industry on research (and feedback on governance).**	**Yes**	
	Widening Participation in Higher Education (Green)	2003	25			No	Early Green paper, no GB
	Higher Education: Students at the Heart of the System (White)	**2011**	**79**	**Remove student number cap; remove barriers to entry; max £9k fees (with access agreement); improve student experience;**	**New regulatory framework.** **No mentions of GB.**	**Yes**	

				increase HEFCE remit on sustainability and student protection.	**Two mentions of governance, but only in new providers & uni title.**		
	Fulfilling our Potential (Green)	**2015**	**103**	**Core aims: raise teaching standards (TEF); improve grad employ; widen participation; new entrants; new regulatory framework**	**No mentions of GB** **10 mentions governance; 4x market entry, 4x regulatory regime**	**Yes**	
	Success as a Knowledge Economy (White)	**2016**	**83**	**Market/competition "good" for students; greater diversity increases quality; risk-based regulation; OfS powers to award DAP and uni title.**	**OfS takes responsibility for changes to governing docs (did not happen) and "responsibility for protection of public interest in governing docs". Governance requirements for registration & fee levels.**	**Yes**	
UK/English HE legislation	**Education Reform Act (ERA)**	**1988**	**280 (80 HE)**	**Establishment of polytechnics as HECs (academic tenure abolished)**	**26 references**	**Yes**	
	Further and Higher Education Reform Act (FHEA)	**1992**	**112 (66 HE)**	**Establishment of polytechnics as unis (est. nat'l funding councils)**	**48 references mostly general re. funding and information provision**	**Yes**	
	Teaching and Higher Education Act (THEA)	**1998**	**64 (42 HE)**	**Enabling universities to charge fees**	**11 references mostly re. funding**	**Yes**	
	Higher Education Act (HEA)	**2004**	**41**	**Link of fees to access plans**	**41 references mostly re. fees and student complaints**	**Yes**	
	Higher Education and Research Act (HERA)	**2017**	**146**	**Establishment of new regulatory framework, incl OfS**	**85 references (c. 30 registration conditions, 20 finance, 20 other)**	**Yes**	**Current & basis for regulatory framework**
Other legislation	Charities Act	2006	189	Public interest/benefit requirement	246 references to Trustees	No	Superseded by 2011 Act
	Charities Act	2011	250	Sets out how charities are registered and regulated	793 references to Trustees	Yes, but not coded	Requirements reflected in HE code & see Dawkins 2017

UK/English HE regulation	Higher Education Funding Council's Financial Memorandum	2010			Audit requirements	No	Again, useful background but current requirements in OfS framework
	As above, amended	2016			Academic assurance requirements		
	Office for Students Operating Framework	**2018**	**166**	**Approach to risk-based regulation.**	**67 references, incl. registration and sections on public interest governance principles and governance and management**	**Yes**	**Current regulatory framework**
	Office for Students registration process and outcomes 2019-20	**2019**	**41**	**Overview of registration process and key findings**	**13 references, incl. shortcomings on public interest gov principles & academic governance**	**Yes**	**points to consider re. weaknesses highlighted**
European legislation & regulation	GDPR, other?					No	
Higher Education Sector Reviews/Reports	**Jarratt Report from the Steering Committee of the Vice Chancellors and Principals' for Efficiency Studies in Universities**	**1985**	**53**	**Promote and coordinate efficiency studies. Review of mgmt. structures and systems in terms of use of resources; clear roles and accountability.**	**GB role (assert responsibilities in governing…re. strategic plans to underpin academic decisions and structures), size and composition (no more than 25 and majority externals); VCs as CEOs; joint working with gb and senate**	**Yes**	
	Dearing Report: Higher Education in the Learning Society	**1997**	**461 (20 re. GBs)**	**Review of UK HE funding, expansion and maintenance of academic standards. £1k tuition fees introduced in England shortly thereafter.**	**Smaller gb (ceiling 25), student & staff membership, lay majority "required"**	**Yes**	
	Lambert Review of Business-University Collaboration	**2003**	**133 (15 re. GBs)**	**Review of Business-University Collaboration for HM Treasury. Focus on**	**Importance of small executive/senior leadership team;**	**Yes**	

				R&D, economic impact and skill requirements. Employability stats.	**Devolution to academic units; Professionalise functions; Draft voluntary code of governance; Regular effectiveness reviews; Establishment of Leadership Foundation (now Advance HE)**		
	Browne Report: Higher Education Funding & Student Finance	*2010*	*64 (0 re. GBs)*	*Review of HE funding and student finance. New approach to tuition fees (which were introduced in 1998)*	*More competition, more emphasis on quality, opportunity to raise more investment*	*Yes but not coded*	*Useful context in terms of influences and sector trends*
	Wilson Review of Business-University Collaboration	2012	79 (0 re. GBs)	No reference to Lambert, led by Professor	Increased competition, increases diversity, increases collaboration	No	No specific mentions of governing bodies
Governance reviews/reports & resulting codes of practice	Cadbury	1992			UK corporate governance code	No	HE code more relevant
	Nolan (Committee on Standards in Public Life)	1994			Seven Nolan principles of public life	No	Incorporated in HE code
	Second Committee on Standards in Public Life	**1996**				**Yes**	
	CUC review of university governance 1997-2000	**2000**				**Yes**	
	CUC Guide for Members of Governing Bodies	**2001**				**Yes**	**Post-Dearing, pre-Lambert**
	HE Governance Code (Committee of University Chairs)	2014			Must, should, could. Template statement of primary responsibility	No	Out of date

	HE Governance Code (Committee of University Chairs)	**2020**	**40+ pgs**	**Values, Principles and Key Elements of University Governance**	**Updated to reflect the new regulatory framework and includes revised template Statement of Primary Responsibility**	**Yes**	**Latest sector-wide code**
	UK FRS Corporate Governance Code	2018				No	Incorporated in HE code
	Charities Commission Code	2017				No	Incorporated in HE code
All universities	Governing body governance reports in annual accounts					No	Difficult to aggregate; used at case study level
	Governing documents					No	Difficult to aggregate despite similarities by corporate form
	Governing body member biographies					**Yes**	**Source for governing body composition**
	Governing body statement of primary responsibilities					**Yes**	**Relatively easy to aggregate as most use template**
	Governing body Effectiveness Reviews			*Note; 30 available across 25 universities in decade*		*Yes but not coded*	*Reviewed for background.*
	High profile governance reviews – LSE, Plymouth, Bath, De Montfort			*Last two very topical*		*Yes but not coded*	*Reviewed for background.*
Case study universities	**Governing documents**					**Yes**	**Specifically mention roles**
	Statements of Primary Responsibilities					**Yes**	**Specifically mention roles**
	Job/Role Descriptions					**Yes**	**Specifically mention roles**
	Committee terms of reference					**Yes**	**Specifically mention roles**
	Governance organisation/committee					**Yes**	**Relevant re. division of responsibilities**

	structure chart (governing body vis a vis academic senate/board)						
	Minutes of governing body meetings and committees (other than Noms & Remco)					*Yes but not coded*	*Used as background for interviews*
	Strategies and away-day minutes/actions					*Yes but not coded*	*"*
	Governing body effectiveness reviews					*Yes but not coded*	*"*
	Governing body member skills matrix					*Yes but not coded*	*"*
	Risk Register & KPIs					*Yes but not coded*	*"*

Appendix 4: Background to sector-level reports

The **Jarratt Report (1985)** was commissioned by the Committee of Vice Chancellors and Principals to "promote and co-ordinate…a series of efficiency studies of the management of the universities".

The **Dearing Committee (1996)** was appointed in 1996 with bi-partisan support by the Secretaries of State for Education and Employment, Wales, Scotland and Northern Ireland. The focus on governance came under the "value for money and cost-effectiveness" remit, noting "the effectiveness of any organisation depends…upon…the arrangements for its governance" (p228).

The **second Nolan Report (1996)** of the Committee on Standards in Public Life (an advisory non-departmental public body of the UK Government) dedicated a chapter to Higher and Further Education.

The **Lambert Review (2003)** was commissioned by HM Treasury, but reported to both the Secretaries of State at the Department for Trade and Industry and Department for Education and Skills. Its final term of reference was to "ask business for its views on the present governance, management and leadership arrangements for higher education institutions and their effectiveness in supporting good research and knowledge transfer and providing relevant skills for the economy" (p2).

Note re. other documentary evidence: Other than the Committee of University Chairs documentation, the other reviews and reports, policy papers and legislation were commissioned by Government.

Appendix 5: Expert informant interview guide

Please note: the interview will be semi-structured so this is just a guide to high-level questions ***(in bold)*** *with potential areas to explore noted*

Research Question	Topic	Specific questions
#1. How are the roles of English university governing bodies characterised	background	**1. Role, qualifications, experience**
		2. Can you please tell me about your experience of university governance? Do you have any knowledge or experience of governance in other types of organisations/institutions? Corporate, health, public sector, other?
	purpose	**3. How would you describe the overarching purpose of university governance? Why?**
	stakeholders	**4. Who are the key stakeholders in university governance? Why?**
	roles	**5. How would you describe the roles of university governing bodies?** Are there formal v. informal roles? How might the roles vary by board member type? How might the roles vary by type of institution/activity – teaching, research, enterprise? If so, how? How might the roles vary by the situation of the university? If so, how?

	influences	**6. What factors influence your perceptions of the roles?** How much is driven by the expectations of external third-parties and how much is driven by the needs of the institution? How much is about what "should" be done versus what "needs" to be done?
	relationships	**7. How would you characterise the role of the governing body relative to the internal stakeholders?** Does academic culture impact on the role of the university governing body? If so, how? **8. How would you characterise the role of the governing body relative to external stakeholders?**
	trajectory	**9. How would you describe changes to the role(s) over time?** What factors influence these changes? How have governing body priorities changed & why?
	other	**10. Thoughts on shared governance?**
		Examples of innovative governance practices? What, if anything, can be learned regarding governing body roles from governance failures?

Appendix 6: Governing body member interview guide

*Please note: the interview will be semi-structured so this is just a guide to high-level questions **(in bold)** with potential areas to explore noted*

The overarching research question being addressed is**: How do university governing body members understand their roles – and what influences these perceptions?**

Topic	Specific questions
background	**1. Role(s), qualifications, experience of governance in any organisation** Points to consider: • Executive roles & experience of governance • Non-executive/trustee experience
	2. How did you become involved with the university's governing body?
	3. What motivated you to join?
purpose	**4. How would you describe the overarching purpose of university governance? Why?**
stakeholders	**5. Who are the key stakeholders of the university governing body? Why?** Points to consider: • Internal v. external stakeholders • What makes them stakeholders of the governing body itself?
roles & responsibilities	**6. How would you describe the roles and responsibilities of university governing bodies?** Points to consider: • Are there formal v. informal roles? • How might the roles vary by board member type? • How might the roles vary by the situation of the university? • How might the roles relate to internal and/or external stakeholders?

<table>
<tr><td>influences</td><td>7. What factors influence your perceptions of the roles?

Points to consider:
• What’s written down versus what is “custom & practice”?
• How much is driven by the expectations of external third-parties and how much is driven by the needs of the institution?
• How much is about what “should” be done versus what “needs” to be done?
• How much is driven by what you believe should be done given your own executive and non-executive experience?
• Does the fact the institution being governed is a university impact the roles of the governing body?
• Does the committee structure influence governing body member roles?</td></tr>
<tr><td>trajectory</td><td>8. How would you describe changes to the role(s) over time?

Points to consider:
• How have governing body priorities changed & why?
• What factors influence these changes?
• Do you anticipate any changes in the future & why?</td></tr>
<tr><td>other</td><td>9. Any thoughts on shared governance (how the governing body “shares” governance with the academic community?

Points to consider:
• Does academic culture impact the role of the university governing body? If so, how?</td></tr>
<tr><td></td><td>10. How does your roles on the university governing body compare to other governing body roles you might hold or have previously held?</td></tr>
</table>

Appendix 7: Template Case Study Protocol Contents

A. Introduction to case study and purpose of protocol
    a. Background
    b. Case study questions
    c. Analytical framework
    d. Role of protocol

B. Data collection procedures
    a. Data collection – institution-level documentary evidence
        i. List of standard documentation requested
        ii. Publicly available documentation, including governing documents, committee terms of reference and membership, governance-related policies including conflict of interest and ethics, institutional strategies and key performance indicators
        iii. Confidential documentation provided by university including, where available, two academic years' unredacted governing body and main committee agendas and minutes, risk registers, key performance indicators, strategy away-day minutes, current and previous effectiveness review reports, member skills matrices
        iv. Non-disclosure agreement, as required
    b. Data collection – governing body member interviews
        i. Preparation before interviews
            1. Names and backgrounds of interviewees, including executive and non-executive experience and committee membership
            2. Confirm receipt of interview questions & record of signed consent forms

C. Issues to be explored in the case study institution alone *(N.B. investigator not interviewee questions and at individual case, not overarching study, level)*
    a. What is the institutional context?
    b. How are the roles of the governing body characterised?
    c. How do the members of the governing body perceive/understand their roles?
    d. What are the determinants and influences?

D. Outline of case study report
    a. Case university background and context
    b. Governing body attributes
    c. Governing body role per documentation (characterisation)
    d. Governing body member perceptions of roles
    e. Influences on governing body member perception of role
    f. Emerging patterns at university case study level

Source: Yin (2009) p80-81, adapted by researcher

Appendix 8: Mapping of documentary evidence pertaining to composition by characteristic

Characteristic	Document	References
"smaller" size (25 or fewer)	Jarratt 1985	• "if Councils are to remain a sensible working size, this may mean reducing the local authority representation in order to widen the range of experience" (3.50b, p23).
	White Paper 1987	• "The Board of Governors of each [HEC] institution will comprise 20-25 people, of whom about half will be local and regional employers or representatives of the professions" (4.12, p32)
	ERA 1988	• "The instrument of government of any institution…shall provide for the governing body to consist of not more than twenty-five members" (152(1), p147). • "A corporation shall consist of not less than twelve and not more than twenty-four members…; and the person who is for the time being the principal of the institution, unless he chooses not to be a member" (Sched 7, 3(1)a&b, p232).
	FHEA 1992	• "The corporation shall consist of not less than twelve and not more than twenty-four members…and the person who is…the principal of the institution, unless he chooses not to be a member" (Schedule 6, 3(1), p81)
	Dearing 1997	• "governance needs to be vested in a body whose size is conducive to effective decision-making…a ceiling of 25 should be the general practice for institutions. Where a governing body exceeds that number, it should consider this matter as part of the periodic review" (15.49, p 241).
	CUC Guide 2001	• "Following…the Dearing Report…universities have undertaken reviews of the size of their governing bodies with a view to reducing them" (3.4, p11)
	Lambert 2003	• "as at 2000, the average size of the governing bodies in England was 33" - per CUC 2000 report (7.14, p96). *Note; # incorrect 33 was UK.* • "Very few pre92s have managed to meet Dearing's recommendation that governing bodies should have a maximum of 25 members" (7.15, p96) • "Oxford and Cambridge work largely outside the governance systems which apply to most universities" (7.42, p103) • "In three years' time, the vice-chancellors of Oxford and Cambridge should take stock of the progress of reform, and agree with the Government what further steps will be necessary for the two universities to sustain their global position." (7.6, p105)
	OfS 2018	• "…governing body: the size, composition, diversity, skills mix and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider…fit and proper" (Annex B, p 145-146)
	CUC Code 2020	• Nothing specific other than "size and composition of the governing body needs to reflect the nature, scale and complexity of the institution" (5.3, p17).

Lay (independent) majority & types	Jarratt 1985	• "virtually all the Councils have majorities of lay members…the Privy Council…now insists that this be so" (3.47, p23) • "Some [Councils] still have a significant local authority element reflecting their original sources of funding and support…local authority representation could now be reduced to make way for a wider span of skills and experience drawn from local, regional and national sources" (3.47, p23)
	White Paper 1987	• "The polytechnics and other colleges transferred from local authorities will each:… have governing bodies with strong representation from local and regional industry, commerce and the professions, and on which dominance by local authority representatives is no longer possible" (4.10, p30)
	ERA 1988	• "The instrument of government…shall provide for the governing body to consist of not more than twenty-five members…of whom not less than fifty per cent…are members selected from among persons to be, or to have been, engaged or employed in business, industry or any profession or in any other field of employment relevant to the activities of the institution or to represent persons so engaged or employed" (152 3(a)i and ii, p147) • *Note; and not more than 20% from local authorities* • "Of the appointed [independent] members, up to thirteen shall 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" (Sched 7, 3(2)a, p232)
	FHEA 1992	• "Of the appointed members up to thirteen (independent members) shall be persons…to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession" (Sched 6 3(2)a, p81)
	Nolan 1996	• "best practice in appointing members of governing bodies is to select on the basis of merit and skills" (74, p29) • "Restrictions on appointments including those on individuals who happen to be local councillors, should…be removed" (74, p29)
	Dearing 1997	• "Effective governing bodies will have a majority of lay members" (15.45 p239). • "it is a requirement for the governing body at each institution to include…a majority of lay members" (R55, p240). • "best practice in appointing members of a governing bodies is to select on the basis of merit and skills" (15.44, p239)
	CUC Guide 2001	• "It is an important principle that the council has a lay majority, that is a majority of members who are not staff or students of the university" (3.3, p11).
	OfS 2018	• Nothing specific other than governing body PIGP.
	CUC Code 2020	• nothing specific other than size & mix of skills appropriate.

Staff & student members	ERA 1988	• “The initial nominee members of the corporation shall consist of…one teacher nominee; one general staff nominee; and one student nominee and may include up to two academic nominees” (Sched 7, 4(1), p233
	FHEA 1992	• “Of the appointed members up to two may be teachers at the institution nominated by the academic board and up to two may be students…nominated by students” (Sched 6, 3(2) b&c, p81) – *note; dropped reference to general staff nominee*
	Nolan 1996	• [the absence of student and staff representation] “would also weaken the critical scrutiny of management decisions which is an important part of maintaining standards of conduct” (75, p30)
	Dearing 1997	• “it is a requirement for the governing body at each institution to include student and staff membership” (R55, p240).
	CUC Guide 2001	• “The representation of staff and students on the governing body is important in all institutions, and it is strongly recommended that governing bodies should not exercise their power to exclude such members” (4.50, p27).
	Lambert 2003	• The draft code of governance includes as #5 “All members should exercise their responsibilities in the interests of the institution as a whole rather than as a representative of any constituency” (p119).
	OfS 2018	• In judging whether a provider has in place adequate and effective management and governance arrangements to deliver, in practice, the public interest governance principles that are applicable to it, material that the OfS may consider includes:…i. Whether there is a student member of the provider’s governing body” (444 a i, p113)
	CUC Code 2020	• “The governing body needs the appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions. Some constitutional documents specify governing bodies must include staff and student members” (5.2, p17).
Term of office limits	Nolan 1996	• “important to specify the length of each term of office, followed by a thorough reappointment process, [rather] than to lay down maxima” (72, p29)
	Dearing 1997	• “governing body members should not serve for more than two terms, usually three to four years each, unless they hold office” (15.45, p239).
	CUC Guide 2001	• “Continuous service beyond three terms of three years or two of four is not desirable” (4.48, p27).
	OfS 2018	• “[independent members]…whose term of office is normally limited to a maximum of three terms of three years or two terms of four years” (Annex B, p146)
	OfS 2019	• “a number of providers that had very long serving members on their governing bodies and no limitations to terms of office” (88, p35).
	CUC Code 2020	• “terms of office for governing body members should not be more than nine years…unless there is exceptional justification” (5.11, p18).

Deputy chair/Senior Independent Governor	CUC Code 2020	• "The governing body needs a suitable arrangement for the continuation of business in the absence of the Chair…a Deputy Chair may be codified within the institutions governing instruments; if not, the Nominations Committee…can advise the governing body" (5.7, p18). • "The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role…the role of the SIG is different to the Deputy Chair" (5.8, p18).
External educators	ERA 1988	• "Of the additional nominee members of a corporation…the one required…shall be a person who has experience in the provision of education" (Sched 7, 4 (3)(a), p 233)
	FHEA 1992	• "The co-opted member required…shall be a person who has experience in the provision of education" (Sched 6 (3), p81)

Appendix 9: Illustration of potential isomorphic processes relating to governing body attributes

Whilst analysis of the documentary evidence presented here can only reveal isomorphic pressures, not processes, it does provide useful insights into how any such processes may have developed, in keeping with DiMaggio and Powell's 1983 study. The processes are not mutually exclusive. Further, inter-relationships exist between actors and pressures. Whilst the drawing of lines between the different pressures is inexact, each of the processes are discussed briefly in turn.

Coercive processes include, but are not limited to, those in direct response to government mandate. The Government could be seen as having directly mandated little regarding English university governing body composition, other than with regard to the governing bodies of Post-1992 universities, and the Higher Education Corporations which proceeded them. However, the ongoing role of Privy Council approving any changes to university charters, as well as now any changes to other universities' governing documents, could be seen as institution-level coercive pressure on institutional governance.

The eventual adoption by the sector of a voluntary code of governance illustrates both coercive and mimetic processes. After the Dearing Report (1997), the Committee of University Chairs issued university governance guidelines (2001). Only after the Lambert Review (2003) included a draft code of governance did the committee issue its own voluntary governance code. The breadth of this code meant that governing body structures, roles and practices were all in scope.

Much of the Committee of University Chair documentation reviewed in this study could be construed as part of a wider mimetic process arising from trying to increase legitimacy of providers given uncertainty. In terms of legitimacy, the committee reported on sector progress towards the Dearing Report (1997) and Lambert Review (2003) recommendations, publishing findings in 2000 and 2004. Given the Government has chosen not to be very prescriptive regarding English university governance arrangements, institutions, with the support of sector bodies, have been left to identify "good practice" with regard to institutional governance. The committee has, over time, issued several "good practice" guides outside the scope of this research. Their work in this area was subsequently transferred to the Leadership Foundation for Higher Education, now AdvanceHE.

A new feature of the regulatory regime, the fact that providers are no longer allowed to "seek steers" from the OfS, adds to uncertainty for providers and increases their reliance on sector bodies or other advisors (OfS 2018, p117). Attempts by new providers to gain registration for student loan funding, or degree-awarding powers, illustrates another potential mimetic process, as the uncertainty regarding requirements leads to copying of existing practices. This is despite Government's signals encouraging greater diversity.

Normative processes occur through people's experience and expectations. The inclusion of business peoples' perspectives as part of the Lambert Review (2003) is a good example. Normative pressures will also occur in governor recruitment and induction. The movement of staff between different types of universities will also lead to the transfer of different

perspectives on ideal governing body attributes. Professional and sector bodies, including advisors, also have a significant role to play across the university sector as they conduct internal and external audits and effectiveness reviews and support institutional changes.

These inter-related isomorphic pressures can be illustrated by the new regulatory regime following the 2017 Higher Education and Research Act. Successful provider registration required universities to self-reflect and report regarding governance arrangements. Though not prescriptive, the regulatory framework does provide examples of compliant and non-compliant behaviours, which could be considered coercive pressure, along with the aforementioned role of the Privy Council in approving any changes to university governing documents. The lack of guidance on the exact requirements regarding governance arrangements increased uncertainty for providers who sought to reduce the risk around registration. They sought best practice and benchmarks to frame their approach. This illustrates a mimetic element. Finally, sector bodies provided guidelines and professionals supporting the sector provided consulting support and conducted effectiveness reviews (some of which were required as a condition of registration), including governing body composition and practices, to a somewhat standard template. This illustrates a normative element/process.

Appendix 10: Governing body member diversity data

Higher Education Statistics Agency Staff Records 2018/19

As of 2018/19, all UK universities are required to submit governing body member data to the Higher Education Statistics Agency as part of their annual staff returns. The Higher Education Statistics Agency in 2018/19 published information regarding 2,845 members. This provided the following statistics regarding gender, ethnicity and age. It is noteworthy that ethnicity information was reported as not known by 16% of the population, with 16 universities with greater than 30% reported as “not known”.

Area					
Gender	59% male	41% female			
Ethnicity (**percent of declared**)	88% white	5.5% Asian or Asian British	3% black, African, Caribbean	2% mixed or other	Note: 16% undeclared
Age	6% <26	12% 26-45	25% 46-55	33% 56-65	24% >65

Appendix 11: Mapping of documentary evidence pertaining to governing body cluster and role

Cluster	role	Document	References
Strategy	Strategic planning/joint working with Senate/ academic governance	Jarratt 1985	• "It is in the planning and use of resources that universities have the greatest opportunity to improve their efficiency and effectiveness" (3.27, p16). • "There is no evidence of a thorough consideration of options and of means to arrive at objectives. In some cases, the universities believe strategic planning is too difficult…"(3.30d, p17). • "It is important to bring the functions of planning, resource allocation and accountability together into one body in a corporate planning process" (3.43a, p22). • "A planning and resources committee…appointed by Council…must have both lay and academic members…[and] would have the advantage of integrating academic, non-academic, financial and physical planning and provide an effective bridge between the legitimate and different roles of Council and Senate" (3.43b, p22). • "evidence is of wide variation in the effectiveness with which Councils fulfil this role [as most important central body] and give a lead to the university. This is especially so in the key activity of strategic and long-term planning" (3.45 p23). • "Councils to assert their responsibilities in governing their institutions notably in respect of strategic plans to underpin academic decisions and structures which bring planning, resource allocation and accountability together into one corporate process linking academic, financial and physical aspects" (5.5a, p36)
		Dearing 1997	• "the code of practice for institutional governance which we propose has the following components:…effective academic governance" (15.39, p 238) • "The powers relating to an institution's academic work, clearly vested in senates or academic boards should not be bypassed by senior managers or the governing body. Academic boards and senates must ensure that they have a clear account of their responsibilities to guide their decisions and behaviour, that their members are clear about their responsibilities…and that this is respected by the governing body" (p15.65, p245).
		CUC 2001	• " the governing body will have a particular concern for the strategic development of the institution. It should consider and approve the institution's strategic plan" (4.27, p24).
		OfS 2018	• "Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)" (Annex B, p145).
		OfS 2018 T&C of funding	• "there should be effective arrangements for providing assurance to the governing body that the HEI: i. has an effective framework – overseen by its senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards" (22, i, p7)

		OfS 2019	• "Academic governance often appeared to be a reporting protocol rather than a robust approach of the governing body to testing the assurances it receives in this area" (102, p38).
		CUC Code 2020	• "The governing body must be engaged in the development of the institution's strategy and formally approves or endorses the strategic plan in accordance with its constitution and the expectations of stakeholders" (2.2, p11). • "The governing body must actively seek and receive assurance that academic governance is robust and effective" (2.5, p12).
	HR matters/ senior appointments	Jarratt 1985	• (note; includes reference to developing admin staff, but not council role). • all universities…develop plans in next twelve months [regarding]…"appointing heads of departments by Councils, on the recommendation of the Vice-Chancellor after appropriate consultation…[and] introducing arrangements for staff development, appraisal and accountability" (5.5h & i, p36)
		1988 & 1992 legislation	• articles of government include; "The Board of Governors shall be responsible for:…the appointment or dismissal of the Vice-Chancellor and of the Secretary and "approving the framework for employing staff and other contractors and regulating their employment"
		Dearing 1997	• *note; whole chapter (14) dedicated to staff in HE, but no direct references to the governing body, rather the "institutions" should put things in place.*
		CUC Guide 2001	• "the governing body has responsibility for the institution's employment policy…[and] is also responsible for appointing and setting the terms and conditions for the head of institution and such other senior posts it may from time to time determine" (1.12, p6) • "in the pre-1992 universities, all appointments and contracts of employment are made on the authority of the council, even though in practice the council generally delegates these responsibilities" 6.1, p35) • In the post-1992 universities, "the articles specific that the board of governors is responsible for the appointment of the head of institution, the clerk to the board of governors and such other senior post-holders as the board may determine" (6.2, p35) • "In the pre-1992 universities, the ERA 1988 introduced provision for the dismissal, by reason of redundancy, of academic staff appointed or promoted after November 1987. The governing bodies of these institutions are responsible for approving any policy of making redundancies among academic staff…and appointing a redundancy committee" (6.9 p36).
		Lambert 2003	• Draft code of governance includes as #3, "the institution's governing body should adopt a Statement of Primary Responsibilities which should include…appointing the vice-chancellor as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance" (p119)

		OfS 2018	• "In judging whether a provider has adequate and effective management and governance arrangements to deliver […] the public interest governance principles, the OfS may consider […] whether the governing body publishes its written commitment to comply with the higher education remuneration code published by the CUC" (444iii, p114)
		CUC Code 2020	• "effective remuneration of all staff, especially the Vice-Chancellor and their immediate team, is an important part of ensuring institutional sustainability, meeting regulatory requirements and protecting institutional reputation. The governing body should provide assurance o the extent of the institution's compliance with the Higher Education Senior Staff Remuneration code (published June 2018 by the CUC" (2.9, p13)
	Access agreements and equality of opportunity	HEA 2004	• "requiring the governing body to take…measures to attract applications from prospective students who are members of groups which…are underrepresented in higher education…and to provide…financial assistance to students…and monitoring by the governing body of its compliance with…the plan" (33 5 a, b & e, p 17). • Note; enforceable, but not linked to outcomes but rather extent to which not all reasonable steps were taken (37, p19)
		HERA 2017	• "…where the governing body…requests the imposition of an access and participation plan condition in order to access the higher fee limits available in respect of the fee limit condition for institutions who have such a plan" (12 1b, p8) • Note; 12 4 provides "a governing body…is not regarded as having failed to comply with the requirement…if it shows that it has taken all reasonable steps to comply with the provision" (p8) • Re. the access and participation plans, "regulations..include, in particular, provisions requiring the governing body of the institution to take…measures to attract applications from prospective students who are members of groups which, at the time when the plan is approved, are under-represented in higher education (same as HEA 2004) plus setting out objectives relating to the promotion of equality of opportunity" 32 3 a-f (p21 & 22)
		OfS 2018	• "behaviours that may indicate compliance with this condition of registration include…the provider has a governing body that is appropriately engaged with monitoring of performance against the provisions of its [access and participation] plan" (321 p84)
Control	Ultimate decision-making body	Jarratt 1985	• "Whilst…Council is, in constitutional theory, the most important central body in a university…evidence is of wide variation in the effectiveness with which Councils fulfil this role and give a lead to the university. This is especially so in the key activity of strategic and long-term planning" (3.45 p23). • "the influence of Councils within universities has weakened. We believe that Councils now need to play a much more active role" (3.50d, p24).

			• "the relative decline in the exercise of influence by Councils has increased the potential for Senates to resist change" (3.50h, p24).
		1988 and 1992 legislation	• Articles of government for HECs and post-1992s include "The Board of Governors shall be responsible for: the determination of the educational character and mission of the University and for oversight of its activities" (U of Lincoln example)
		Dearing 1997	• "the Government…should, within three years, establish whether the identity of the governing body in each institution is clear and undisputed" (R54, p239).
		CUC Guide 2001	• [HEIs are] "accountable through a governing body which carries ultimate responsibility for all aspects of the institution" (2.8, p8).
		OfS 2018	• "The governing body of a provider must: i. Accept responsibility for the interactions between the provider and the OfS and its designated bodies. ii. Ensure the provider's compliance with all of its conditions of registration and with the OfS's accounts direction" (Condition E3, p118).
		CUC Code 2020	• "the governing body has overall responsibility for all decisions that might have significant reputational implications for the institution's sustainability (1.1, p10).
	Performance management	Jarratt 1985	• "There is a recognised need for reliable and consistent performance indicators. These need to be developed urgently for universities" (3.43g, p22) • Note; appendix G includes indicative performance indicators, including internal, external and operating performance indicators (p53)
		Dearing 1997	• See code & five year review cycle – institutional performance • "each governing body should systematically review, at least once every five years, with appropriate external assistance and benchmarks:…all major aspects of the institution's performance" (R57, p 243).
		CUC Guide 2001	• "governing bodies should review both their own effectiveness and the institution's performance at regular intervals" (4.55, p29).
		Lambert 2003	• "A key role of the governing body is to approve management's strategy and measure performance against plan…Many universities do not make such an explicit link between strategy and KPIs" (7.19, p98). • "universities that require central government support due to financial failure should expect consequences that, in all likelihood, would involve a restructuring of their management teams and probably their governing body" (p103).
		2016 White Paper	• Re. KPIs - insert

		CUC Code 2020	• The governing body will need to receive regular, reliable , timely and adequate information to monitor and evaluate performance against the strategic plan" (2.3, p11).
	Oversee finances	See earlier comments in Jarrett re planning & Dearing re. KPIs	• Also see HEFCE's Audit Code of Practice and Financial Memorandum
		Nolan 1996	• See CUC below
		As a result of 1988 and 1992 legislation	• Articles of government in HECs and post-1992s include as part of the governing body's remit; "the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets; approving annual estimates of income and expenditure"
		Dearing 1997	• Note; no reference to oversight of finances or control in proposed institutional governance code of practice, other than "reporting annually on institutional performance" (15.39, p238)
		CUC Guide 2001	• In response to Nolan 1996's statement that institutions should publish key information to a common standard, including material on governance in their annual reports, CUC recommended the following good practice: "financial statements…should include a statement which covers the responsibilities of the governing body in relation to financial management and financial aspects of corporate governance" (p28). • Section 5 p 30-34 includes Regulation of Financial Affairs, including internal financial control mechanisms, audit and audit committee, funding council requirements and procurement. • "institutions need to ensure that they have a sound system of internal financial control, which includes the management of risk. Essential elements of such a control system are; effective review by lay members; managerial control systems…; financial and operational control systems and procedures; an effective internal audit function; an effective system for the identification and management of risk…the governing body has overall responsibility for institutional activities and finances" (5.1 & 5.2, p30). • Note; HEFCE Audit code of practice revised by HEFCE in 1998. • "the audit committee shall consist of at least three members of the governing body…[and none shall be an executive]…at least one member…should have a background in finance, accounting or auditing (5.13, p32). • Responsibilities of members of the governing body in respect of audit are: to appoint the audit committee; to consider…an annual report from the audit committee; to consider and approve the strategic plan of the internal audit service; to appoint the external auditors; to receive and approve the annual financial statements" (5.14, p32)

			• Notes HEIs must comply with the financial memorandum issued to each institution by HEFCE.
		Lambert 2003	• Draft code of governance includes as #3, “the institution’s governing body should adopt a Statement of Primary Responsibilities, which should include…establishing & monitoring systems of control and accountability, including financial and operational controls and risk assessment” (p119)
		OfS 2018 T&Cs of funding	• “The governing body of an HEI is collectively responsible and has ultimate responsibility that cannot be delegated for overseeing the HEI’s activities, to determine its future direction, and to foster an environment in which the HEI’s mission is achieved...there should be effective arrangements for providing assurance to the governing body that the HEI: a. Has robust…system of risk management, control and corporate governance… b. Has regular, reliable, timely and adequate information to monitor performance and track the use of public funds c. Plans and manages its activities to remain sustainable and financially viable. d. Informs [OfS] of any material change in its circumstances… e. Uses public funds for proper purposes and seeks to achieve value for money from public funds f. Complies with the mandatory requirements relating to audit and financial reporting, set out in [OfS] Audit Code of Practice (22, p6-7)
	Freedom of Speech	EA 1986	• “Every individual and body of persons concerned in the government of any [university, polytechnic and college]…shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured for members, students and employees of the establishment and for visiting speakers” (43(1), px)
		CUC Guide 2001	• “the governing body has a duty to take such steps as are reasonably practicable to ensure freedom of speech within the law for students and members of staff of the institution and for visiting speakers” (7.6, p38).
		OfS 2018	• “Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider” (Annex B, p145).
		OfS 2019	• “Many self-assessments failed sufficiently to distinguish between the principle of academic freedom…and freedom of speech more broadly” (89, p35).
		CUC Code 2020	• “The governing body should also understand their institution’s legal responsibility to uphold freedom of speech within the law” (2.8, p13)
	Overseeing student union	Education Act 1994	• “The governing body of every establishment…shall take such steps as are reasonably practicable to secure that any students’ union for students…operates in a fair and democratic manner and is accountable for its finances” (22 1, px) • “The governing body shall [take…} the union should have a written constitution; the provisions…should be subject to the approval of the governing body and to review by that body at intervals of not more than five

			years;…and the governing body should satisfy themselves that the elections are fairly and properly conducted" (22 2 a, b, e, px)
		CUC Guide 2001	• "The governing body is required to prepare a code of practice setting out how the provisions of the Education Act 1994 are to be implemented" (7.4, p38).
		CUC Code 2020	• "The governing body must take practical steps to ensure that the Students' Union or association operates in a fair, democratic, accountable and financially sustainable manner" (3.6, p15).
	Handling student complaints	Nolan 1996	• "Students in higher education institutions should be able to appeal to an independent body" (R9, p40). *Note; not governing body*
		Dearing 1997 Note; not GB	• "We recommend to institutions that, over the next two years, they review and if necessary, amend their arrangements for handling complaints from students" (R60, p244).
		CUC Guide 2001	• "the passage of the Human Rights Act in October 2000 has raised new questios about the need for independent review mechanisms [re. student appeals and complaints]" (7.13, p39).
		HEA 2004	• "The governing body …must comply with any obligation imposed upon it by a scheme for the review of qualifying complaints that is provided by the designated operator" (15 (1), p6).
		HERA 2017	• See 89, p 64, which makes necessary amendments to HEA 2004 re. student complaint schemes.
		OfS 2018	• The provider must: i. Cooperate with the requirements of the student complaints scheme run by the Office of the Independent Adjudicator for Higher Education, including the subscription requirements (Condition C2, p99)
		CUC Code 2020	• "in the case of student complaints, in accordance with any requirements of the Office of the Independent Adjudicator for Higher Education" (3.7, p15).
	Whistleblowin g/staff complaints	Nolan 1996	• "The higher education funding councils, institutions and representative bodies should consult on a system of independent review of disputes" (R10, p 41). • And, restrict use of confidentiality clauses (noted in Dearing). "Where it is absolutely necessary to include confidentiality clauses in service and severance contracts, they should expressly remind staff that legitimate concerns about malpractice may be raised with the appropriate authority…if this is done in the public interest" (R8, p38). (note; not direct reference to GB)
		Dearing 1997	• "Whistleblowing within the law where it seeks to expose honestly judge malpractice or wrongdoing should never be a disciplinary matter…institutions should review the use of confidentiality clauses and restrict their use…" (15.66, p 246).

		CUC Guide 2001	• "The CUC has issued guidance on whistleblowing, which sets out good practice in dealing with such allegations. The Public Interest Disclosure Act introduced a new legal framework for 'protected disclosure'" (6.13, p37).
		OfS 2018	• *Nothing specific other than use of whistleblowing info in risk assessment*
		CUC Code 2020	• "The governing body should also ensure there is an effective process in place for investigating disclosures under whistleblowing legislation" (3.7, p15)
Service	Information provision	FHEA 1992	• "A person promoting or carrying out such [efficiency] studies…may require the governing body of the institution concerned to furnish the person…with such information, and…to make available…for inspection their accounts any such other documents, as the person may reasonably require" (83 2, p63)
		THEA 1998	• Governing body required to provide information as necessary regarding student loans (section 24, p 20) – check.
		HERA 2017	• The OfS must ensure that the ongoing registration conditions…include a condition that requires the governing body to provide the OfS…with such information for the purposes of the performance of the OfS functions…and…to provide a designated body with such information for the purposes of the performance of its duties" (8 1 b&c, p6) • The OfS may arrange for studies designed to improve economy, efficiency and effectiveness…and may require the governing body…to provide the researcher…with such information as the researcher may reasonably require" (69, 1, p50). • "A transparency condition is a condition that requires the governing body…to provide…such information as the OfS requests in relation to…[applications, offers, completions and attainment]" (9 2, p6).
		OfS 2018	• "the governing body of a provider must: i. Provide the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified" (F3, p127)
	Transparency/ register of interests/ reporting	Nolan 1996	• "Individual universities…should be encouraged to set out key information to a common standard in their annual reports or equivalent documents…material on governance should be included" (R5, p34) • "All institutions should have publicly available registers of interests" (R6, p35)
		Dearing 1997	• "we recommend that [the Funding Bodies] require institutions, as a condition of public funding, to publish annual reports which describe the outcomes of the governing body's review [of institutional performance] and report on other aspects of compliance with the code of practice" (R59, p 243).
		CUC Code 2001	• "Institutions should have a register of interests of members of the governing body. The register should be publicly available…"(4.19, p22).

		Lambert 2003	• "The university should maintain and publicly disclose a register of interests of members of the governing body" (p119)
		OfS 2018	• "examples of behaviours that may indicate compliance with this [Management and governance] condition:…the provider maintains a public register of conflicts of interest" (450, p115)
		CUC Code 2020	• "All members have a duty to record and declare any conflicts of interest" (1.4, p10) note; not publicly available.
	Stakeholder engagement	*Nolan 1996*	• *Some mention of courts as ways to engage with stakeholders. Include?*
		Dearing 1997	• "the importance of this engagement [i.e. ways by which the public or the local community can comment on matters to do with the university that concern them] with local and regional communities…will increase in the future" (15.51, p241). • "Institutions will need a mechanism which provides an interface with the wider community. Many institutions already reflect this in their governance structure and practice. For many pre-1992 institutions, this is done through the court." (15.52, p241). • "each institution should therefore ensure that it has in place a mechanism or body which enables it to draw on the views of relevant constituencies to inform its strategic development" (15.53, p242).
		CUC Guide 2001	• "The general principle applies that students and staff of the institution should have access to information about the proceedings of the governing body…[and] the institution's annual report and financial statements should be made widely available outside the institutions, and ways should be found for the public or the local community, to comment on matters to do with the institution that concern them" (4.51 & 4.52, p28) • "institutions should ensure that machinery exists whereby they maintain a dialogue with appropriate organisations in their communities" (4.53, p28)
		Lambert 2003	• The draft code of governance includes as #6 "the chair should be…ultimately responsible to stakeholders for its effectiveness. The chair should ensure the institution is well connected with its stakeholders" (p119).
		OfS 2018	• "examples of behaviours that may indicate compliance with this [Management and governance] condition:… the provider provides timely, accurate and complete information to the OfS, a designated body, or other person nominated by the OfS, and to its students and other stakeholders" (450, p115). • "The governing body ensures that there are adequate and effective arrangements in place to ensure public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders" (Annex B, p146).

		CUC Code 2020	• "Governing bodies will need to consider how they engage stakeholders in decision making and how they publish information and report performance to stakeholders (3.5, p14). • "The governing body needs assurance of regular, effective two-way communication with students, staff and other stakeholders" (6.2, p19).
	Code of Governance	Dearing 1997 Note; not a formal recommendation	• "we do not think it [the CUC guidance for governors] addresses a number of important structural matters; nor that It emphasises sufficiently the importance of academic governance and governors' responsibility for their own performance and that of their institutions…there is merit in deriving a code of practice for governance, and that institutions should report in their annual report on their compliance with the code" (15.37, p237). • "code…has following components: -unambiguous identity of governing body; clarity of decision making; appropriate membership and size of the governing body; arrangements for engaging formally with external constituencies; rolling review of the effectiveness of the governing body and institution; reporting annually on institutional performance; arrangements to address grievances by students and staff; effective academic governance" (15.39, p238). • The code "does not prescribe particular arrangements to be adopted uniformly by institutions" (15.40, p238).
		Lambert 2003	• "The Review recommends that the CUC, in consultation with the sector and Government, develops a concise code of governance representing best practice across the sector" (R7.1, p99). • Draft code provided in appendix II of Lambert 2003.
		OfS 2018	• "examples of behaviours that may indicate compliance with this [Management and governance] condition: the provider adopts and follows a recognised and appropriate governance code" (450, p115)
	Effectiveness reviews (public)	Dearing 1997	• "Institutions should put in place an all-embracing and systematic review…so that over a five-year period, the following strategic matters are reviewed: participation…; …staff development strategy;…formal framework for engaging with external constituencies; the size of the governing body and its effectiveness for decision-making; arrangements for making academic awards in the institution's name" (15.54 p242). • "each governing body should systematically review, at least once every five years..its own effectiveness…the outcomes of the review should be published in an institution's annual report" (R57, p243).
		CUC Guide 2001	• "governing bodies should review both their own effectiveness and the institution's performance at regular intervals" (4.55, p29).
		Lambert 2003	• "Each governing body should systematically review its effectiveness in carrying out its obligations to all stakeholder every two or three years" (R7.2, p99)

			• "To ensure transparency, the methodology and results should be published in the university's annual report and on the internet" (R7.2, p99).
		OfS 2018	• "The OfS will assess the extent to which a provider's governance arrangement are adequate and effective. The evidence required for this purpose [may include]… the report of any recent effectiveness review of the governing body and any of its committees, and the actions taken in response to the report" (445, p114) • "examples of behaviours that may indicate compliance with this [Management and governance] condition:…the provider regularly reviews the adequacy and effectiveness of its own governance arrangements, with external input" (450, p115)
		OfS 2019	• "a large number of providers were unable to evidence regular external input into their reviews of their [governance] arrangements…There was also a reliance on what appeared to be paper-based compliance exercises against a chosen code" (p8)
		CUC Code 2020	• "HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders…" (5.13, p18).
	Statements of primary responsibility	Lambert 2003	• "The next generation of [governing body effectiveness] reviews…need to start with a clear definition of governing body's responsibilities" (p97). • "The institutions governing body should adopt a Statement of Primary Responsibilities, which should include; appointing the vice-chancellor…; approving the mission and strategic vision of the institution, long-term business plans, KPIs and annual budgets, and ensuring these meet the interest of stakeholders; monitoring institutional performance; establishing and monitoring systems of control and accountability…and clear procedures for handling internal grievances and form managing conflicts of interest" (p119)
		CUC Code 2020	• "The principal responsibilities of the governing body should be set out in the body's Statement of Primary Responsibility, which must be consistent with the institution's constitution" (Appendix 2, p 22).
	Electoral registration	HERA 2017	• "The initial or ongoing registration conditions may…include a condition requiring the governing body of the provider to take such steps as the OfS considers appropriate for facilitating cooperation between the provider and one or more electoral registration officers in England for the purpose of enabling the electoral registration of students" (13 1 f, p9).
		OfS 2018	• "The provider must comply with guidance published by the OfS to facilitate, in cooperation with electoral registration officers, the electoral registration of students" (Condition E5, p122).
		CUC Code 2020	• Nothing!

	Public interest governance principles	HERA 2017	• "The initial or ongoing registration conditions may, in particular, include a public interest governance condition" (13 1b, p9) • [which] "means a condition requiring the provider's governing documents to be consistent with the principles" (14 1, p10) (and list must include academic freedom per p10).
		OfS 2018	• "Condition E1: The providers governing documents must uphold the public interest governance principles" (p110) • "'Uphold the public interest governance principles' means as a minimum to reflect them, and where a public interest governance principle requires an active step to be taken, to provide a suitable framework to ensure that that step is identified, defined, taken, and can be shown to have been taken" (426, p110) • "Public interest governance principles: academic freedom…accountability…student engagement…academic governance…risk management…value for money…freedom of speech…governing body: the size, composition, diversity, skills mix and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider…fit and proper" (Annex B, p 145-146)
		OfS 2019	• "Providers often did not clearly state in their self-assessments which of their governing documents upheld the public interest governance principles" (85, p35).
		CUC Code 2020	• "English HEIs should consider the overlay of the Public Interest Governance Principles" (p5).

Notes;

1. removal of tenure previewed in Jarratt Report 2.7 – "The Secretary of State has said that he intends to legislate on tenure at some future data, however, he has also said that: "We have in mind no interference with existing contractual rights. We wish only to limit the tenure that may be granted by contracts made after some specified future date". (sec 2.7, p10). It was then included in EA 1988 (part IV, 202-207) and academic freedom in the law 202

2. CUC Guide 2001, 1.12, p 6 – "the governing body has responsibility for the institution's employment policy" (and see staffing matters p35-37).

3. ignoring visitors' rights re. staff disputes (HEA 2004, 46 removes rights, replacing 1988 206)

Appendix 12: Governing body member participant list

Governing body member	Internal/external	Identification
University of Aspen		
Chair	External	A_1
Deputy & Committee Chair	External	A_2
Committee Chair	External	A_3
Senior Independent Director	External	A_4
Lay member	External	A_5
Lay member	External	A_6
Lay member	External	A_7
Lay member	External	A_8
Lay member	External	A_9
Lay member	External	A_10
Vice-Chancellor	Internal	A_11
Academic member	Internal	A_12
Clerk	Internal	A_13
University of Beechwood		
Chair	External	B_1
Deputy & Committee Chair	External	B_2
Committee Chair	External	B_3
Committee Chair	External	B_4
Senior Independent Director & Committee Chair	External	B_5
Lay member	External	B_6
Lay member	External	B_7
Vice-Chancellor	Internal	B_8
Academic member	Internal	B_9
Staff member	Internal	B_10
Academic member	Internal	B_11
Clerk	Internal	B_12
Maple University		
Chair	External	M_1
Deputy Chair	External	M_2
Committee Chair	External	M_3
Lay member	External	M_4
Committee Chair	External	M_5
Committee Chair	External	M_6
Lay member	External	M_7
Lay member	External	M_8
Vice-Chancellor	Internal	M_9
Academic member	Internal	M_10
Student member	Internal	M_11
Secretary	Internal	M_12

Governing body member	Internal/external	Identification
Oak University		
Chair	External	O_1
Deputy Chair	External	O_2
Committee Chair	External	O_3
Lay member	External	O_4
Lay member	External	O_5
Vice-Chancellor	Internal	O_6
Academic member	Internal	O_7
Staff member	Internal	O_8
Student member	Internal	O_9
Secretary	Internal	O_10
Yew University		
Chair	External	Y_1
Deputy & Committee Chair	External	Y_2
Committee Chair	External	Y_3
Committee Chair	External	Y_4
Lay member	External	Y_5
Lay member	External	Y_6
Lay member	External	Y_7
Lay member	External	Y_8
Lay member	External	Y_9
Vice-Chancellor	Internal	Y_10
Academic member	Internal	Y_11
Staff member	Internal	Y_12
Student member	Internal	Y_13
Secretary	Internal	Y_14

Appendix 13: References by topic and case

Topic	Specific Topic	Case	References by governor
Background to membership			
How joined	Applied/responded to advert	Aspen	A_2, 4, 5, 6, 7, 9, 10
		Beechwood	B_3, 5, 10, 11
		Maple	M_4, 6, 7
	(formal search process)	Oak	O_1
		Yew	Y_1, 2, 4, 5, 6
	Was asked	Aspen	A_1, 3, 8
		Beechwood	B_1, 2, 4, 6, 7
		Maple	M_1, 2, 3, 5, 8
		Oak	O_2, 3, 4, 5
		Yew	Y_3, 7, 8, 9
Motivations	University mission	Aspen	A_1, 4, 5, 6, 9, 10
		Beechwood	B_4, 6, 8
		Maple	None
		Oak	O_1, 4, 5
		Yew	Y_1, 2, 3, 4, 5, 6, 7, 9, 10
	Contribute based on skills & experience	Aspen	A_2, 3, 5, 9, 10, 12
		Beechwood	B_ 2, 3, 4, 7, 10
		Maple	M_1, 2, 3, 5, 8, 10
		Oak	O_1, 5, 8, 9
		Yew	Y_1, 4, 6, 7, 11, 12
	Personal development	Aspen	A_1, 2, 4, 7, 10, 12, 13
		Beechwood	B_3, 4, 6, 7, 10, 11, 12
		Maple	M_4, 6, 7, 9, 10
		Oak	None
		Yew	Y_7, 9, 10, 14
	Give something back/pro bono	Aspen	A_1, 5
		Beechwood	none
		Maple	M_2, 6
		Oak	O_2, 3, 5
		Yew	Y_3, 4, 5, 11
	Local connections	Aspen	A_5
		Beechwood	B_5
		Maple	M_5, 8
		Oak	O_2
		Yew	Y_2, 3, 5, 7, 8

Governing body purpose			
	Hold to Account	Aspen	A_2, 3, 4, 5, 6, 7, 9, 11, 12
		Beechwood	All except B_2, 9
	…to fulfil mission	Maple	M_3, 4, 5, 6, 9, 10
		Oak	O_3, 4, 10
	Activities & mission	Yew	Y_4, 7, 8, 9, 10, 12, 14
	Set strategic direction	Aspen	None
	…with Executive	Beechwood	B_1, 2, 3, 4, 6, 7, 9
	…with Executive	Maple	M_3, 6, 7, 8
		Oak	O_1, 2, 3, 10
		Yew	Y_1, 2, 5, 6, 9
	Support the Executive	Aspen	A_2, 9
	…to deliver mission	Beechwood	B_1, 2, 4, 5, 6
		Maple	M_1, 2
	…and challenge	Oak	O_1, 2, 5, 6, 7, 8, 9
	…to deliver mission	Yew	Y_1, 2, 3, 5, 6, 8
	Institutional sustainability	Aspen	A_1, 4, 12, 13
		Beechwood	None
		Maple	M_1, 2, 4, 5, 12
		Oak	None
		Yew	Y_12

Stakeholders			
Internal	Students	Aspen	All except A_12
		Beechwood	All
		Maple	All
		Oak	All
		Yew	All
	Staff	Aspen	All A_1 to A_13
		Beechwood	All
		Maple	All
		Oak	All
		Yew	All
	Alumni	Aspen	None
		Beechwood	None
		Maple	M_1, 2, 3, 5, 9, 11, 12
		Oak	O_1, 6
		Yew	Y_5, 12, 14
	Executives	Aspen	None
		Beechwood	B_1, 2, 3, 4, 5, 6, 7, 10
		Maple	None
		Oak	O_1, 2, 3, 4, 6, 10
		Yew	Y_6, 9, 11, 12, 13
	Governing body members	Aspen	None
		Beechwood	None
		Maple	None
		Oak	O_3, 10
		Yew	None
External	Office for Students	Aspen	A_2, 3, 4, 5, 6, 11, 12, 13
		Beechwood	All except B_9, 11
		Maple	All except M_8
		Oak	O_1, 2, 4, 5, 6, 7, 8
		Yew	All except Y_9, 12
	The Government		
		Yew	Y_1, 4, 5, 6, 7, 9
	Local community	Aspen	A_1, 2, 3, 4, 6, 7, 10, 11
		Beechwood	See below
		Maple	All except M3, 9, 11
		Oak	See below
		Yew	See below

	Local business/other institutions	Aspen	See above
		Beechwood	B_1, 2, 3, 4, 8, 9, 11, 12
		Maple	See above
		Oak	All except O_5
		Yew	Y_1, 2, 9, 10, 13, 14
	Funders	Aspen	A_1, 4, 5, 7, 11, 13
	…Research councils	Beechwood	B_2, 3, 4, 7, 8, 9, 10, 12
	…Research councils & banks	Maple	M_1, 2, 3, 4, 5, 9, 12
	…banks	Oak	O_2
	…research councils	Yew	Y_1, 2, 3, 4, 5, 7, 8, 11
	…banks	Yew	Y_4
	Media	Yew	Y_2, 7, 9