

Externally commissioned Governance Effectiveness Review 2023

Introduction

In line with good practice, the Court commissioned an externally facilitated governance effectiveness review in 2023. The report was prepared by Carol Burns, an associate of Advance HE. The report was considered by the University Court in September 2023, and thanks were extended to Ms Burns for her work. The Court remitted the report to its Governance and Nominations Committee (the "Committee") for closer consideration of recommendations and suggestions and report back to Court.

The reviewer included an Advance HE survey which allowed benchmarking against more than 50 other HEIs. The report notes that: 'The result of the AHE survey was very positive, with all the key sections scoring above, or at, the benchmark, and with effective strategic development and performance measures scoring the highest at 13% above the sector average'.

The reviewer selected some Court papers and the University's constitutional documents for review and observed one Court meeting, interviewed the Chair, the Principal, the Secretary and the immediate past President of the Students' Association individually and held two group conversations, one with members of Court and one with members of the Executive. There were discussions with governors, students and staff in an informal setting. The internal Annual Court Effectiveness questionnaires, completed shortly before the review began, were also considered.

The reviewer did not observe any of Court's standing committees or Senate and did not review their terms of reference, papers or minutes. The report includes 6 recommendations and 11 suggestions which have been considered by the Committee, and the Committee's reflections and recommendations are set out below for Court's consideration.

Reviewer's recommendations

- 1. Consider whether Court minutes sufficiently record the extent to which full Court fulfils its obligations under the Code. Where this work is carried out in Briefing meetings, ensure a formal Court record is kept and submitted to the next meeting of Court for minuted noting.**

Two separate points feature in this recommendation which the Committee interprets as: i) that Court minutes could be more extensive and ii) that when a date identified for a briefing event in the Court's annual calendar is, exceptionally, repurposed to undertake formal Court business, there should be a formal Court minute (briefing events are not generally minuted as their purpose is primarily to update Governors on issues facing the University and no formal business is undertaken at such meetings).

First, the Committee agrees with the importance of having well drafted, accurate minutes and the value of sufficient narrative to demonstrate how Court engages fully with its responsibilities. The Committee agrees that the Chair and the Court Secretary should continue to exercise careful judgment to ensure clarity and to identify when that requires extended narrative.

Secondly, the Committee concludes that a misunderstanding underlies the second part of the recommendation. There was one occasion, referenced in the report, where a date originally

identified for a briefing event was repurposed for a special Court meeting. The special meeting was therefore explicitly a formal meeting of Court, conducted and minuted correctly, and the minute was duly presented to and approved at the next scheduled meeting of the Court. The misunderstanding arises because the minute in question had not been published on the web site at the time of the review, and the reviewer considered principally Court documents that were publicly available¹. This has now been remedied. To address any possible residual issue, the Committee recommends that the Chair's normal practice at Court meetings of referring to any briefing event that has occurred since the last meeting of Court should be formalised as part of the protocol in the conduct of court meetings and minutes.

2. Review and further consult on the scheduling of Court and Committee meetings to see if they can be better aligned to accommodate other business processes and reporting requirements. Consider any possible adjustments to the timetable to reduce the adverse effect on carers.

There are two propositions captured in this recommendation: i) that there could be a better sequencing of Court and Committee meetings to align with other business processes feeding into the meetings; and ii) that timetable adjustments should be considered with a view to addressing an unspecified adverse effect on carers.

On the first aspect of the recommendation, the Court and Committees' schedule is set with Court's approval on a rolling two-year basis in response to long-standing governor requests for maximum notice of meetings. The preparation of the schedule is complex and takes into account: the value of having reasonably evenly spaced court meetings throughout the year; the known processes and reporting schedules relevant to Court's business; and the diaries of Chairs. The schedule preparation involves discussions with individuals responsible for bringing papers and reports to Court. In light of this recommendation, these latter discussions will address the drivers and scope for changing the sequencing if there is a better one to suit the pattern of the business in question.

Regarding the second element of the recommendation, efforts will be made to identify specifically the issue or issues causing difficulty and who/which category of court member or attendee is experiencing the difficulty so that mitigations can be explored. The Committee notes that adjustments have already been made in response to the issue of school holidays coinciding with Court and Committee business, although this has limited success as long as there is little uniformity in school holiday periods. While some in person meetings of the Committees are encouraged, certain times of year should be avoided for in person committee meetings on the basis that members and staff may be better able to manage conflicting personal and professional commitments when meetings are on line.

3. Speed up the production and dissemination of minutes

¹ Papers requested/received which were not on the website were: the papers for the meeting the reviewer attended as an observer, the annual Court effectiveness review questionnaire returns, and a submission made in response to the Scottish Government's request to the sector on progress with meeting the objectives of the Gender Representation on Public Boards (Scotland) Act 2018.

The Committee agrees and notes that the Court's own annual effectiveness review highlighted this, and it has already been addressed. We will keep the new process for swift production and dissemination under close review.

4. In line with the Strategy review, consider whether the Risks and KPIs are appropriate and how to monitor each of them so that all members of Court are fully informed about the key priorities and potential risks the university faces at appropriate intervals.

Reflecting a feature of the report itself, the recommendation amalgamates two related though separate topics, namely risk and KPIs - unmanaged risk undoubtedly threatens fulfilment of an organisation's KPIs. The finding and this associated recommendation caused the Court puzzlement when the reviewer presented her report, and the Committee concluded that a misunderstanding accounted for the suggestion in the report that, 'It may therefore be preferable to break the KPIs and Risks down and not report on them all as a block once a year'.

The Court's engagement with both risk and KPIs is approached in two ways. First, risk and KPIs feature as separate and distinct topics addressed in their own right as described below. However, the monitoring of both is also strongly integrated within the business of every Court meeting through regular reporting on, for example, finance, student satisfaction, staff engagement, widening access, graduate outcomes, recruitment, research performance and other business areas which are associated with one or more KPIs and risks on the risk register.

Regarding the distinct consideration of risk, the Court demonstrates a high degree of engagement and monitoring with an annual risk seminar where risks and their mitigations are examined and tested for robustness and completeness in a detailed discussion between the Court and Executive. The Risk Register appears routinely in the work plan of two major committees as well as Court: it is reviewed and monitored by the Audit Committee and by FGPC respectively twice annually. It is presented to Court annually for approval. There is a standing requirement for the Principal to report any new risks, removed risks or changes to risk categorisation at every court meeting. The risk register is viewed by Court as a "live" document and members can access the Risk Register in its most up to date form at any time, as it is always visible through the Court's administrative portal. Committee Chairs too are vigilant concerning the risks relevant to the remit of their Committees, and the People Committee reviews those risks as an agenda item at every meeting.

In respect of the KPIs the Court receives an annual detailed report on performance and progress in relation to the Court agreed KPIs, and this is submitted to the Court meeting normally scheduled in November. There is a corporate Strategy Dashboard for Court members which reports on the KPIs and provides opportunities to drill down to a more granular level in terms of the data at any time. This is updated regularly to include trends and updates to metrics in line with data releases rather than restricting reporting at times of Court and Committee meetings. Governors should be reminded periodically that the Dashboard is available [here](#).

A full review of KPIs will be undertaken with Court as part of the current Strategy review, and a Court discussion is dedicated to development of revised KPIs in advance of the new KPIs being finalised and submitted to a subsequent formal meeting of Court for approval.

5. Consider the appointments to Audit Committee from Court in the context of the unique role of this committee.

The Committee agrees that the Audit Committee must have independence and objectivity across all university business and governance and that a significant overlap in membership of the audit committee with other committees would be inappropriate. However, one instance of overlap in membership is not thought to present a risk, a view supported by the Chair of the Audit Committee. The arrangement means that valuable lay experience relevant to more than one committee is available to both. The Chair of the Audit Committee is not called upon to sit on any other Court committee, and the Court in all its business applies its conflict of interests policy rigorously, with the Chairs of Committees required to exercise the same diligence in the management of their Committees.

6. Court Governance and Nominations Committee should formalise an annual or bi-annual review of Court inductions and ongoing development to ensure that they meet all expectations to the extent possible. Formal induction should be considered to last at least six months with a review at the half-year point for new members.

The Committee notes that the practices described in the recommendation are in line with the approach taken currently by the Chair. The Committee agrees this could be formalised by documenting current practice. The Committee has also responded to the recommendation by considering a proposal to widen its own remit to keep under more systematic review development opportunities for governors.

Reviewer's suggestions

1. Consider whether the full cover sheet is used as often as it should be to ensure full coverage of its key questions and whether understanding of already good papers might be further improved by more contextualising

The Committee agrees it would be useful to remind those responsible for preparing papers for Court of the importance of using the correct version of the coversheet so that there is evidence of consideration of impact in respect of EDI and DPP where relevant. Where an author is uncertain about which version to use, advice should be signposted and readily accessible. Through its own annual effectiveness reviews the Court has drawn attention to the value of more routine contextualisation of long-running and/or complex topics for new members and to refresh the memories others. While some progress has been made, a refresh and/or reissue of the coversheets could be used to reinforce the point.

2. Review the link governor scheme to see if a reallocation of pairing would be beneficial.

Agreed – the governor link scheme will be refreshed in light of forthcoming membership and staff changes.

3. Review and expand the Schedule of Delegations to ensure clarity of accountability and responsibilities for all affairs of the institution

The Scheme of Delegations is a detailed document with financial focus. For other types of responsibility and accountability, the management structure, the relevant policy document or the Statutory Instrument itself makes clear where the responsibility lies. There have been no known issues with this. The preparation of a consolidated document will be kept under review but the work of drawing all the information together from multiple sources and maintaining its currency as individual policies and role holders change will have to be weighed against the benefit and extent of potential usage.

4. Within the number limits, consider whether there are additional areas of expertise that could usefully be included on the Court.

The Committee has a skills matrix which it keeps under regular review in making its recommendations to Court. Two areas of expertise and experience mentioned in the report – higher education and civic engagement – are among those already firmly on the Committee's agenda.

5. Review the approaches used by your preferred headhunter to widen the pool of candidates, potentially taking ideas from *The Higher Education Board Diversity and Inclusion Toolkit*

In selecting recruitment agencies to support the search and appointment of new governors, the Committee requires candidates to demonstrate how they will ensure a wide and diverse pool of candidates. The HE Board Diversity and Inclusion Toolkit can be (and has been) drawn to the attention of any appointed adviser.

6. Consider Board apprenticeships and CSR schemes etc. as a way to reach those who would not normally engage.

The Court has reflected on this possibility in the past but has concluded that anything other than full court membership places an individual at a disadvantage in making a rounded contribution. However, the Committee will keep the idea under review and consider circumstances in which this approach might work well.

7. Ensure the full coversheet is used as often as possible to confirm that inclusion has been considered in all proposals.

Agreed – see observations on suggestion 1.

8. As part of ongoing governor development, continue briefing sessions, which are greatly appreciated, but consider extending them routinely to give time to prompt and promote plenty of good discussion and challenge.

While significant time demands are already placed on Court members, the briefing sessions are well regarded and well supported, particularly since they have moved online. The current approach of

allowing 1-2 hours depending on topic receives good feedback with excellent governor engagement and rich plenary discussion. While the discussion promotes good debate, sessions are not designed to be the forum for 'challenge' in the sense of the governing body holding the executive to account – that is done within the formal governance arrangements. Opportunities for breakout discussion are accommodated when appropriate to the topic. We will continue to take a view on the duration of the sessions depending on the complexity and Court's understanding of the topic.

9. Ensure appropriate staff are fully connected with comparable colleagues across the sector to share ideas on engaging home students with the SA and with University governance.

Relevant staff undertake this as a matter of course in their professional networks. The Students Association itself has identified practical steps to address tackle the issue.

10. Consider 'reverse mentoring' as a way to engage hard to reach students

While the Committee notes this suggestion, it considers that governors have exceptionally good opportunities to engage with students through regular meetings in the Students Association with a range of students and not just office bearers. Starting in 23/24 these meetings have a specific focus so that governors can hear direct from students with a wide range of different characteristics, experience and perspectives. This complements the membership of two student governors on Court and student governor membership of all Committees.

11. Whilst continuing with the new approach being taken, including adding a governor with a specific Civic Engagement perspective; explore the possibility of joining the Civic University Network and pursuing conversations with like-minded institutions, as above.

The University is committed to promoting and developing civic engagement and signed up to the Civic University Network following publication of the original UUP Foundation Civic University Commission report. Since then the approach taken by the Civic University Network has changed and it is no longer about membership: it is now open to all universities. Several senior members of staff are subscribers and have attended events led by the Network. However, an anglo-centric focus means no Scottish university has in place a Civic University Agreement as prescribed by the Civic University, and it is no longer felt to offer the optimal framework for us. We will, nonetheless, continue our focus on civic engagement and will enhance this through the current Strategy review.