



# **Governance Review for Plymouth University**

FINAL REPORT ON MONITORING  
& IMPLEMENTATION OF RECOMMENDATIONS



**March 2016**





## Final Report on the Monitoring and Implementation of Recommendations to the Board of Governors

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## 1. Overview and Context

- 1.1 This is the final report on the progress the University has made in implementing the 15 recommendations that were contained in our Governance Review report to the Board of Governors (March 2015).
- 1.2 In response to our report, the University established a Governance Improvement Programme Steering Group, chaired by the Vice-Chair of the Board of Governors, whose membership included other Independent Governors, the Interim Vice-Chancellor, a Staff Governor, the University Secretary and the Head of Strategy & Performance. Supported by a dedicated Programme Manager, this Group steered the University's governance improvements which included five main Workstreams:
- i) Board Development;
  - ii) Governance Structures & Processes;
  - iii) Executive Function;
  - iv) Review of Academic Board;
  - v) Governance & Partnership.
- 1.3 The Workstreams (each with a designated senior lead, i.e. Interim Vice-Chancellor, University Secretary, Deputy Vice-Chancellor & Dean of Academic Partnerships, Executive Dean, Science & Engineering), were tasked with addressing particular recommendations (required outcomes) arising out of the Governance Review.
- 1.4 The University has carried out a detailed self-assessment of all of the actions taken (or planned) in addressing the Governance Review's recommendations and these were reported (25 February 2016) to the Governance & Nominations Committee. We have conducted an analysis of the Self-Assessment Review Report, and following liaison with Interim Head of Governance & Secretariat, this report provides a final independent assessment with regard to each of the recommendations (outcomes), as follows:

### Recommendation 1

*The visibility of governance information the University's website needs to be reviewed to provide a governance link to the whole institution, thereby promoting greater awareness of governance structures and processes amongst staff and students (see Section 3.2).*

#### Assessment

This has been achieved. The governance information pages on the University's website have continued to be updated in a systematic manner and now include more comprehensive information on the University's Instrument & Articles of Government, the Board's primary responsibilities, details of new Governor appointments, the Schedule of Delegation, details on charitable status and an outline of the interim arrangements covering the University Secretary's duties and responsibilities. We welcome the fact that as part of revised staff induction processes information is now included on the University's governance structure and systems.d.

### Recommendation 2

*The post of Academic Registrar or equivalent should be restored to provide enhanced academic good governance (see Section 3.3).*

#### Assessment

In June 2015, we provided a separate confidential report to the Chief Talent Officer on the proposed role, range of duties and reporting functions of the proposed Academic Registrar function, benchmarking with other institutions, as appropriate. The University accepted these recommendations and is currently considering preparing to proceed to external advertisement for this post.

Whilst we appreciate that the incoming Vice-Chancellor wishes to review such an important role in the context of a wider executive and managerial review, we would emphasise the importance of this post in strengthening the institution's academic governance, providing a source of central, independent professional advice and guidance to Faculties.

### Recommendation 3

*A thorough, open and transparent review of the role of the Academic Board should be undertaken in order that the University's 'academic voice' has a genuine and meaningful input into strategic decision-making (see Section 3.4).*

#### Assessment

The University has undertaken a comprehensive review of the Academic Board (through the auspices of an Academic Board Review Group), its constitution and remit which has been part of an extensive dialogue with all key stakeholders. The Board approved the revised terms of reference and composition of a new Senate body, as recommended by the Academic Board Review Group, in October 2015. Subsequently, the incoming Vice-Chancellor has requested a further review of the Senate's terms of reference. Revised proposals will be presented to the Board of Governors in March 2016 in order to ensure that Senate (subject to Privy Council approval related to changes in the Instrument & Articles of Government) is properly constituted from the start of the 2016/17 academic session.

We broadly welcome the recommendation to establish a Senate and support all three Principles that underpin this decision, in particular that only those members of the University Executive Group (UEG) who have academic leadership responsibilities should be ex-officio members of Senate. With regard to the overall size of the new body, whilst we accept the need for wide academic representation, a Senate of 70 or more can be unwieldy in terms of encouraging the active participation of members. We would recommend that Senate's sub-committee structure should focus primarily on quality and standards and should not be too extensive.

The importance of establishing closer links between Senate and the Board of Governors should continue to be developed to promote mutual understanding of governance roles and responsibilities. We welcome the fact that the Chairman of the Board will address Senate at its inaugural meeting.

### Recommendation 4

*The Executive Deans and the Pro Vice-Chancellor (Teaching & Learning), together with the University Secretary and Clerk to the Board should become full members of the University Executive's Group(UEG) (see Sections 3.6 and 3.16).*

#### Assessment

The University moved swiftly, following our recommendation, to include the Executive Deans and the University Secretary as part of UEG which did much to promote the academic voice at the core of the institution's decision-making.

We understand that the position of University Secretary (which had been externally advertised following the retirement of the previous post-holder) is the subject of further review by the new Vice-Chancellor, in the context of a wider executive and managerial review. Whilst we understand the logic of this decision, we would recommend that the post, which is pivotal to good and effective governance, is advertised externally in the near future.

### Recommendation 5

*At least one elected member of the Academic Board should sit on the Board of Governors, thus restoring a concrete, academic governance link which is enshrined in the University's Instrument & Articles of Government. In addition, at least one member of the Professional Services staff should be elected to sit on the Board of Governors (see Section 3.6).*

#### Assessment

With the election of Academic Board representative from April 2015, the University clearly demonstrated its commitment to restoring a vital part of the institution's democratic academic governance, enhancing the 'academic voice' on the Board of Governors. A member of the Professional Services staff was also duly elected to the Board in June 2015.

**Recommendation 6**

*The Board should have a more visible and broad-based, diverse membership in accordance with the CUC Code of Governance (see Section 3.12).*

**Assessment**

The University embraced the need to act upon this key recommendation and commenced a Governor recruitment exercise in July 2015, which also involved engaging the services of external consultants to advise on the process. Care was taken in ensuring that the correct balance of skills and experience amongst candidates would complement those of existing Board members. Empathy with the University's culture and values was also taken into consideration, and students were involved in discussion panels with prospective candidates which we regard as a model of best practice.

We welcome the greatly improved gender balance on the Board (44% female as at February 2016) which is considerably higher than the sector average which is in the order of 30%. The University is committed to increasing the ethnic diversity of the Board.

A new, structured induction programme has also been devised, open to all Governors, which includes briefing sessions and a mentoring scheme, which is all part of sector best practice and continual Board development.

**Recommendation 7**

*A Senior Independent Governor should be appointed (as recommended in the UK Corporate Governance Code and as adopted by the Scottish HE Code) whose role, inter alia, is to be available to any governor, whether individually or collectively, should they have concerns, which contact through the normal channels of Chairman, Vice-Chancellor or University Secretary and Clerk to the Board, has failed to resolve or where such contact is inappropriate (see Section 3.15).*

**Assessment**

The University appointed an Independent Governor to this position in April 2015 who also holds the position of Chair of the Audit Committee. We would recommend that the effectiveness of the role is reviewed on an annual basis.

**Recommendation 8**

*Annual appraisal reviews should be conducted for all Governors in addition to the Chair (see Section 3.17).*

**Assessment**

The Board has adopted the practice of annual Governor appraisals in accordance with best practice. We have noted that appraisals are in the process of being carried out, with performance being measured against ability and understanding of the strategic vision; effective inputs into achieving Board-level targets; constructive challenge and effectiveness in working with internal and external stakeholders. We have particularly welcomed the decision to review new Governors after their first six months and the fact that the Senior Independent Governor will appraise the Chairman (on behalf Independent Governors) in Spring 2016.

**Recommendation 9**

*The recruitment of a permanent Vice-Chancellor should be progressed from mid-2015, whilst at the same time governance structures are being strengthened and tested, and a period of stability is brought to the institution (see Section 3.17).*

**Assessment**

We welcome the appointment of Professor Judith Petts CBE as the University's Vice-Chancellor from 1 February 2016.

### Recommendation 10

*A review of governance relationships between the University and its partners should be conducted (see Section 3.20).*

#### Assessment

The University has conducted a comprehensive review of all its external partnerships and has developed a Partnerships Toolkit to facilitate improved understanding of decision-making in this regard, which is also referenced within the Scheme of Delegation to promote greater openness and transparency.

### Recommendation 11

*The institution's governance (including financial) needs to be made more robust, with clear, transparent protocols and schemes of delegation in place, understood by Governors, the Executive and wider institution (see Section 3.21).*

#### Assessment

The University has made good progress in delivering this recommendation and has developed a comprehensive Scheme of Delegation covering the areas of: Governance & Compliance; Strategy & Policy; Human Resources; Students, Teaching & Learning; Quality & Standards; Budgetary & Financial; Capital Investment & Estates; Academic Partnerships; Marketing, Student Recruitment and Development.

The Scheme is to be updated to include Research as a key area of focus and the University's planning and accountability cycle (reviewed annually) has been re-modelled to align more closely with strategic business and financial planning (including financial assumptions and guidelines underpinning the planning process). We believe this will provide greater clarity, transparency and understanding in the way in which decisions are made, institution-wide.

### Recommendation 12

*The roles and responsibilities of the new expanded Executive team should be clarified, and there should be greater clarity with regard to the remits of institutional committees (see Section 3.23).*

#### Assessment

The University produced revised terms of reference for the Executive team in September 2015 and these were widely disseminated to staff. As noted elsewhere in this report, the new Vice-Chancellor is currently reviewing executive roles and responsibilities with a view to clarifying and simplifying remits and line management arrangements, including those for the new University Secretary position.

A review of UEG committees has been undertaken and there will be a phased implementation of the new committee structure with an initial emphasis on addressing operational matters over the year.

### Recommendation 13

*The Board should consider whether to re-locate part of the University Executive Group to accommodation at the core of the main campus when estates opportunities arise (see Section 3.25).*

#### Assessment

A review of possible re-location options was commissioned by the Interim Vice-Chancellor during 2015. However, the University believes the decision of whether or not to re-locate part of the UEG should be a matter for the new Vice-Chancellor and we support this way forward.

**Recommendation 14**

*The senior leadership team should actively be more visible around the campus, engaging with staff and students, in order to restore trust and confidence (see Section 3.26). The Board should also consider convening in other parts of the campus.*

**Assessment**

We are of the opinion that the Executive has made a significant commitment to being more visible (and accessible) around the campus over the past year, holding meetings in different locations. In addition, a new UEG briefing was introduced to augment the existing weekly staff bulletin which has improved communication flow throughout the University. Approved UEG minutes are now available on the staff intranet which further strengthens the culture of openness and transparency with regard to decision-making.

**Recommendation 15**

*The University should formally review its Instrument & Articles of Government (see Section 4.11 vii).*

**Assessment**

We welcome the fact that the Board has formally reviewed its Instrument & Articles in respect of:

- i) modernising its constitutional provisions (including the establishment of a Senate); reflecting sector best practice;
- ii) removing redundant or outdated provisions; permitting future developments and requirements without recourse to the Privy Council.

The Privy Council received the University's proposed changes in January 2016 and an iterative exercise is taking place with regard to approving the changes.



## 2. Observations & Conclusions

2.1 One year on, the University has made great strides in implementing the recommendations contained within our Governance Review, addressing such detailed and complex issues as establishing a new Senate, embedding a detailed Scheme of Delegation and reviewing its Instrument & Articles of Government. This is set in the context of considerable pressures on staff time, especially since the University Secretary's retirement in December 2015.

We would highlight the following key observations and conclusions:

- i) with regard to the recruitment, selection and appointment of new Independent Members to the Board, good progress has been made (especially in improving the gender balance of Governors), and the University recognises that efforts should continue to be made to have a more diverse Board when considering future nominations;
- ii) the review of the University's primary committee structure is under consideration and we would argue that clarity of purpose and the avoidance of duplication of effort wherever possible should be key watchwords. The separation of management committee remits (e.g. Employment) from Board committee remits should be clear and unambiguous, reflecting the Scheme of Delegation;
- iii) the reliability and robustness of 'intelligent' information that is presented to the Board should be regularly tested in terms of the assurance that Governors receive from the Executive to inform decision-making;
- iv) regular Board development exercises should be encouraged, particularly between the Board, UEG and also Senate to promote a 'single team' approach to institutional governance. Periodic 360 degree review exercises (in accordance with best practice) should be undertaken. Wherever possible, Governors should also engage with the wider academic community (e.g. attending Faculty/School events) to increase their knowledge and awareness of core activities;
- v) making the Instrument & Articles of Government as future proof as possible is a well-conceived proposal;
- vi) we understand the reasons for delaying appointments for both the University Secretary and Academic Registrar posts. These positions are critical to the effective governance of the University and we would recommend that external recruitment proceeds at the earliest opportunity in order to minimise institutional risk.

2.3 We would support the University's self-assessment that ***"our governance culture has improved significantly over the past year and recognise culture as a core aspect of governance"***. The institution has been on a difficult journey but has achieved much, in a short space of time, in terms of its openness and transparency of operation and inclusiveness. We wish the University well in all of its future endeavours.







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