

*UNIVERSITY OF BATH
EXTERNAL REVIEW OF
COUNCIL EFFECTIVENESS*

22nd September 2022



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Table of Contents

SUMMARY FINDINGS AND RECOMMENDATIONS.....	2
INTRODUCTION AND SCOPE	4
A. CONTEXT	6
B. FINDINGS AND RECOMMENDATIONS	8
1. COUNCIL IS HIGH-FUNCTIONING WITH MANY STRENGTHS TO MAINTAIN AND BUILD UPON.....	8
2. COUNCIL SHOULD ADOPT AND ENCOURAGE A MORE AMBITIOUS AND COLLECTIVE APPROACH TO DELIVERY OF STRATEGY, PERFORMANCE AND GOVERNANCE	10
2A. COUNCIL NEEDS TO ALIGN AROUND ITS ROLES IN STRATEGIC OVERSIGHT AND ASSURING PERFORMANCE	10
2B. COUNCIL SHOULD FOSTER A MORE AMBITIOUS AND COLLECTIVE APPROACH ACROSS UNIVERSITY GOVERNANCE ...	11
3. COUNCIL NEEDS TO REBALANCE ITS RELATIONSHIPS AND INTERACTIONS WITH UEB AND SENATE	13
3A. COUNCIL SHOULD BE A 'CRITICAL FRIEND' IN ITS ASSURANCE ROLE WITH UEB	13
3B. COUNCIL SHOULD WORK TO DEVELOP ITS VISIBILITY AND ASSURANCE RELATIONSHIP WITH SENATE	22
4. COUNCIL CAN UPDATE AND IMPROVE SOME OF ITS WAYS OF WORKING	27
4A. COUNCIL SHOULD ADJUST ITS SIZE AND COMPOSITION	27
4B. COUNCIL MEMBERS SHOULD CHALLENGE MORE AND CONSCIOUSLY LIVE THEIR AGREED ROLES.....	30
4C. THE SID ROLE SHOULD BE RECONSIDERED IN A SMALLER COUNCIL.....	32
4D. COUNCIL AGENDA, PAPERS, PRESENTATIONS, DECISION-MAKING NEED GREATER FOCUS.....	33
C. SEQUENCING OF RECOMMENDED ACTIONS	35
APPENDICES	37
1. SCOPE AND SPECIFICATION OF THIS REVIEW	37
2. PEOPLE INTERVIEWED	38
3. DOCUMENTS REVIEWED	40
4. SURVEY.....	41
5. REVIEWERS	42

Summary findings and recommendations

On the basis of our observations, interviews, document review and survey, we find that the Council of the University of Bath (the Council) has:

- Fulfilled all of the formal compliance and governance expectations of a University Governing Body, including effective implementation of recommendations from earlier reports
- Successfully provided leadership and assurance through these especially challenging years, including launching a new University Strategy and establishing a new Executive Team.

When considering what is required of Council for the next stage of the University's development, we find a high degree of consensus that:

- Greater clarity and visibility are required regarding the respective roles and delegation between the Council and other University of Bath bodies, including the University Executive Board (UEB) and Senate.
- Higher ambition, energy, delegation and collective engagement across the University's communities continue to be necessary for successful delivery of the University Strategy in a highly competitive Higher Education sector.
- Council has scope to re-balance the role it plays by re-framing its agenda and engagement:
 - While avoiding operational interventions, holding the UEB to account for the plans, pace and difficult choices required to deliver the University Strategy
 - While continuing its attention to threats and risk, increasing its focus on opportunities and assuring performance against plan.
- The recent appointment of several new members of the Executive Team is the opportune moment for a change in focus and engagement by Council, supported by this new team.

Our findings and proposed actions fall into four broad areas:

1. Council is high-functioning with many strengths to maintain and build upon
 - High quality membership
 - Proactive and positive chairing
 - Strong governance support
2. Council should adopt and encourage a more ambitious and collective approach to delivery of the strategy, performance and governance
 - Council needs to align around its roles in strategic oversight and assuring performance
 - Council should foster a more ambitious and collective approach across University governance
3. Council needs to rebalance its relationships and interactions with UEB and Senate
 - Council should be a 'critical friend' in its assurance role with UEB
 - Council should work to develop its visibility and assurance relationship with Senate
4. Council can update and improve some of its ways of working
 - Council should adjust its size and composition
 - Council members should provide stronger constructive challenge
 - The SID role should be reconsidered in a smaller Council
 - Council agenda, papers, presentations, decision-making need greater focus

The report is for Council's use and, although we recommend publication, this is for Council to decide. The interviews and survey were conducted and are reported on a non-attributable basis. The full report, and a draft implementation plan and timetable, will be presented to Council for discussion at the 13th October 2022 Council meeting.

Introduction and Scope

Following a competitive procurement process, we were appointed by the Council to conduct an independent and external review of the effectiveness of Council as the governing body of the University of Bath. Our experience relevant to performing this review is summarised in our brief biographies in Appendix 5.

We conducted all of our reading, survey work, interviews and group meetings between June and August 2022 on a non-attributable basis. Although we considered all of the individual opinions very carefully and heard some strongly-argued views, all findings and recommendations in this report are our own. The bulk of input came from University people and documents, but we have also assessed where the Council stands compared to the standards observed in commercial, public service and charitable organisations as appropriate.

The scope of this review is set out in the terms of reference in Appendix 1. Although there are necessary links between the work of Council and the work of Senate and the University Executive Board (UEB), our findings and recommendations are limited to actions that Council can take itself or by initiating conversations with these other bodies. We have read the recent review of Senate effectiveness and doubtless members of Senate will want to discuss points that we raise in this report about improving Council/Senate working.

The input to this review includes interviews as set out in Appendix 2, documents as set out in Appendix 3 and survey results as described in Appendix 4. When interpreting survey results, bear in mind that some respondents are members of more than one demographic group and so, for example, answers from Senate members will include those members of Senate who are also members of UEB.

We believe that we have obtained a full and complete picture of Council's work, including through observation of a Council meeting on 13th July 2022.

- We have obtained the views of all Council Members and views from additional academic and professional staff, UEB Members and students. Our interviewees were open and candid and we remain committed to maintaining the confidentiality of all interview conversations. Where we have drawn conclusions from interviews, these represent typical opinions, not outliers.
- We have had sight of Council papers, self-assessments and past reviews.
- We are grateful to everyone who gave their time and careful consideration to our questions, and we are particularly grateful for the support from the Governance Team.
- Finally, we were pleased to note that our external review process itself seemed to stimulate constructive conversations among Council members and across groups of Council, UEB and members of Senate.

This report is organized under headings of:

A. Context:

2017-2022 was a challenging and unusual period for the University of Bath, broadly successfully negotiated by the University Council and other University bodies. The next period will present additional challenges and the recent appointment of new members of the Executive Team makes this an opportune moment to improve University governance.

B. Findings and recommendations:

We have presented our analysis of the issues and consequent recommendations in four broad areas: maintaining current strengths; fostering a more ambitious and collective approach to

delivering the University Strategy; rebalancing interactions with UEB and Senate; and improving Council ways of working. However, they are interlinked and any action will have effects on multiple points. For this reason, many of the recommendations appear under several headings – e.g., a focus on strategy appears under discussions of the role of Council, relationships with other University bodies and the processes of Council meetings. Where possible, we articulate the root causes which lie behind the specific issues, in order that Council can take a coherent and transparent approach to acting on our recommendations, as they decide. A word on language – when we refer to strategy, we do not mean The Strategy Document but rather the broader set of important issues which together make up the longer-term direction, objectives and aspirations of the University.

C. Sequencing of recommended actions:

In part because of the interlinked issues, and in part because multiple simultaneous changes can be destabilising for teams who are already highly stretched, we propose a sequence for implementing our recommendations. We envisage implementation across 2022-24 and a suggested high-level timeline is included in Section C. The exact ordering and pacing should be owned and driven by the Chair and Council. The Governance Team is highly effective and it makes sense for it to support in embedding and monitoring the changes that are adopted..

A. Context

Since 2017, the University leadership and governance have been through a period of detailed scrutiny (internal, external and media) and taken decisions with significant impact. Many of these decisions were deliberate steps taken to rebuild the University leadership team and governance around a 'fresh start'. Others were externally-driven, often across the Higher Education sector or the economy as a whole, and independent of the University's specific issues.

Students, academic staff and other stakeholders are likely to have their own, different ranking of the changes in the University's context between 2017 and 2022 but, taking a Council perspective, the most noteworthy elements appear to be:

- External appointments to many of the senior leadership roles, notably appointing a new Chair of Council, a new Vice Chancellor and (more recently) many new members of the Executive Team:
 - The new Chair is emphasising appropriate governance and careful management of decisions, has introduced awaydays/development sessions, is securing continuity of Council membership and is building greater connectivity between Council and other bodies such as Senate
 - The new Vice Chancellor is emphasising consensus in developing strategy and beginning implementation, ensuring risks are appropriately managed, engaging academic staff through different fora, rebuilding trust in the role of Vice Chancellor, and establishing more rigorous management information and reporting
- Revising and updating University governance, following a detailed external review of University governance in the Halpin Review:
 - Those recommendations of the Halpin Review and other subsequent internally-led reviews which have been accepted, have been implemented or are in progress, including reduction in the size of Council, restructuring of committees and the creation of a new Head of Governance role
 - In our opinion, and after reviewing all input to our review, the Council structures, processes, capabilities and standards appear fully compliant with the Committee of University Chairs (CUC) and Office for Students (OfS) codes of best practice and requirements for good governance.
- A high turnover of Council members. Since August 2017, 58 different people have served on Council.
- The University has navigated the multiple events in the external environment whilst largely maintaining 'business as usual'. The most-frequently quoted events cited in our interviews included:
 - The COVID19 pandemic and its 'next normal' impact
 - Continuing economic pressures from university fee structures and the need to maintain financial viability
 - Common strategies and therefore intense competition among universities for the strategic and economically attractive segments of overseas students and taught postgraduate courses
 - Changes in Government policy and the new regulator's approach to the Higher Education sector
 - Developing the University's research strategy and approach, while maintaining teaching quality

It is arguable that the Council's leadership & governance approach and effectiveness has been tested and found well-suited to the context of 2017-2022. It has been a difficult five years during which governance has been revamped and leadership stabilised and made more transparent. The critical

question is whether the current approach is well-matched to the needs of the next few years – i.e., the period covered by the remainder of the recent University of Bath Strategy and beyond.

Challenges in the coming period on top of the ‘next normal’ include

- The external environment will continue to be at least as challenging and intensely competitive
- The University Strategy will continue to require translation into plans by the Executive Team, and Council will need to maintain oversight without intervening in operations
- As with all new teams, the Executive Team will take time to coalesce as a team and align around shared purpose, objectives and ways of working. It will benefit from active support and challenge from Council, while simultaneously being allowed the space to develop the operational changes necessary to implement the strategy
- As experienced in all universities and other complex organisations, there are many stakeholders with different, and sometimes competing, aspirations and needs and Council needs to decide how it wants to interact with the various communities and groups that make up the University

The continued challenging context, combined with the recent appointment of several new members of the Executive Team, makes this the opportune moment to improve University governance, focus, collective engagement and ways of working together.

B. Findings and Recommendations

1. Council is high-functioning with many strengths to maintain and build upon

In general, the University and its Council operate an effective governance system and we believe that there is a good story to tell that can be shared across the University. The University has invested time and resource in bringing its governance structures and processes into line with recommended practice and we observed many positive behaviours and appreciative comments from Council members:

- Around the table are many insightful individuals with experience across a large range of sectors. Lay members are able to support the Executive Team with their specific expertise inside and outside of formal meetings
- Positive and collegiate atmosphere in the room, with questions being mainly in an 'appreciative inquiry' style
- Some good questions from lay members – probing at a strategic level, while avoiding getting into too much detail
- Meetings that are well-chaired, allowing for conversation while keeping to time, 'processing' administrative approvals without absorbing time
- Dedicated support from the Governance Team, with perceived benefits of having one team supporting Council, Senate and Committees. Governance reviews regularly programmed, supported and monitored to ensure relevance and development.
- We understand that Council has approved a root and branch review of statutes, ordinances and other procedures with a view to modernizing the underpinning legal structure of University governance. This is an important step to clarify accountabilities between Council and Senate, and to reduce the number of routine items clogging the Council agenda and we encourage the Council and Governance Team to find the resource and support necessary to undertake this review as soon as possible.
- Council committees are generally perceived as operating effectively, providing the detailed scrutiny that is impossible at a full Council. We did not observe any committee meetings and the Survey did not cover committee effectiveness. However, when we raised the question in every interview, responses were positive. We note that the Governance Team has embraced a rigorous process of self-evaluation for the various Committees and encourage them to continue with this programme and learn and implement change as needed.

Despite the many strengths described above, interviewees and respondents to the survey suggested that much of the Council's role and output is largely invisible to University communities (see also 3.1 and 3.2 below) and we recommend that Council take steps to improve its visibility across University communities.

Recommendations

- 1.1 Complete comprehensive review of University statutes and ordinances and enact revised accountabilities in order to modernise the University's governance framework.
- 1.2 Continue programme of Committee evaluation and development

1.3 Improve Council visibility with explicit decisions as to which communities and groups would benefit from increased visibility and which practical options are most appropriate. To do this, Council can repurpose and make more use of existing forums such as the Academic Assembly and Senate 'Ask Me Anything' events, the weekly all staff bulletin, staff Town Halls, the Council blog and use of a summary of Council meetings on the University website (similar to that done for Senate).

1.4 Share this review and evaluate progress as part of continuing self-evaluation.

2. Council should adopt and encourage a more ambitious and collective approach to delivery of strategy, performance and governance

2a. Council needs to align around its roles in strategic oversight and assuring performance

Council is meeting governance standards when it comes to strategy

The Council Scheme of Delegation explains that the ‘*Council is the supreme governing body and carries unambiguous, collective responsibility for overseeing the University’s activities and determining its mission and strategic direction.*’

And the CUC Code requires that:

2.1 The governing body is responsible for the mission, character and reputation of the institution and therefore sets the values and standards that underpin the institution’s strategy and operation

2.2 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 including students and staff.

We are satisfied that the Council is meeting these standards set out by CUC but, as recognised by many of the stakeholders we spoke to, there is more it can do to move towards best in class.

Council could play a more meaningful role with regard to development and ownership of strategy and more actively assure delivery of the strategy and performance – without getting into operational detail

We observe this debate playing out across commercial, public service and charity organisations, so it is clearly a live set of issues around the appropriate boundary between the Board of Directors/Trustees and the Executive Management Team. While each organization will determine the precise processes and behaviours appropriate to their organization, in our opinion:

Modern governance requires the Council to play an active role in formulating strategy – i.e.,

Defining strategic priorities and deciding between major options developed by the Executive

... and holding the Executive to account for delivery of the strategy ...

... while leaving space for the Executive to get on with taking the operational decisions that implement the strategy ...

... and abstaining from engagement with operational detail, except when there are performance failures.

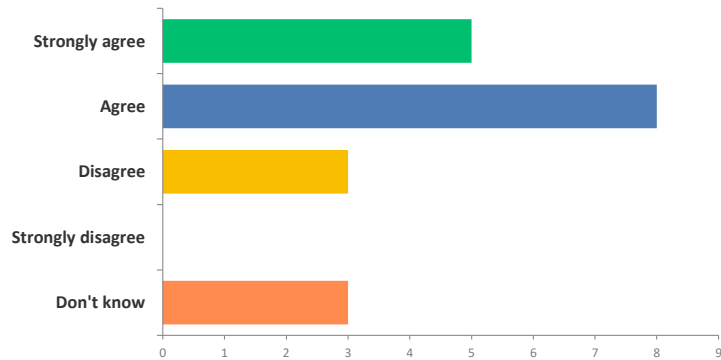
The great majority of interviewees offered opinions that Council should have greater ownership of the University strategy, while a minority were of the opinion that Council should limit its role to providing assurance and governance oversight. In practical terms, the difference between these two points of view is that:

- The *majority* would see Council engaged in shaping strategic options with the Executive Team, testing the underlying plans and challenging the Executive on their implementation.
- The *minority* would see Council limited to questioning the strategy proposed by the Executive team and receiving information on implementation, thereby assuring stakeholders.

Overall, Council members were more satisfied with how Council allocates its time, compared to members of UEB, who thought Council could do more to own strategy and drive performance.

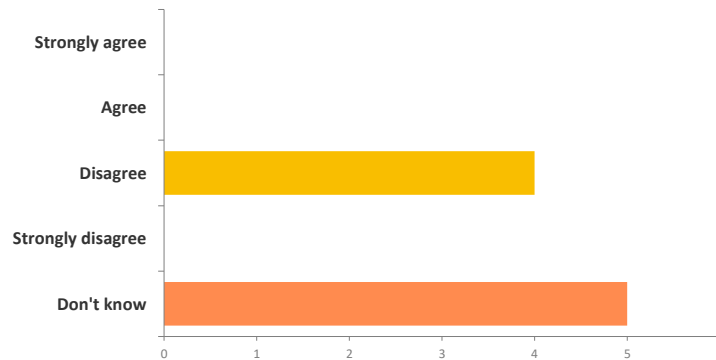
Q5: The Council divides its time appropriately between strategic, performance, assurance and operational issues

Answered: 19 Council Members



Q6: At the Council meetings we always focus on the most important things for the University

Answered: 9 Members of UEB



2b. Council should foster a more ambitious and collective approach across University governance

There was broad consensus among our interviewees and across all categories (Council, UEB, Senate) that, in order to deliver the new strategy within a challenging and intensely competitive context, Council needs to foster a more ambitious and collective approach across all the bodies that play roles in University governance. The University Strategy is in place, but clarity is required in the plans that underpin strategy, the pace of delivery, the consequences for different University activities and the changes needed in culture and behaviours.

Council can play a role in raising ambition and modelling a collective approach

There is consensus across almost every interviewee that higher ambition, energy, delegation and engagement across the University's communities will be necessary for success in delivering the University Strategy against a highly competitive Higher Education sector:

- **Ambition:** test the plans that will deliver the Strategy, focus on the few critical opportunities and acknowledge areas for improvement, such as the recent REF result

- *Energy*: Staff have been working hard against a challenging back drop. The next few years will require continued dedication, enthusiasm and motivation.
- *Collective approach*: allow the newly-constituted Executive Team space to perform and hold them to account for results
- *Engagement*: encourage working across Faculties, Senate, UEB and Council for shared objectives, rather than operating as if independent governors

Council should model a collective approach to assuring delivery of the new strategy:

- Re-framing its agenda and engagement *from* a predominant focus on threats and risk – *to* a balanced focus with opportunities and improved performance. Moving from the appropriate ‘risk aversion’ of the last 5 years to a deliberate and selective ‘risk appetite’ that accepts the risks inherent in strategic choices. For example, topics such as postgraduate taught programmes and improving REF scores would become the subject of extended conversations.
- Requesting the Executive Team to bring forward selected areas of focus, improvement proposals and sharing this appropriately with Council.
- Encouraging Senate and Faculties to focus their activities and programmes to reflect the competitive context where multiple universities are pursuing similar strategies, against a background of continuing uncertainty in the external environment.

Recommendations

- 2.1 Build shared understanding of the respective roles and responsibilities of the different governance bodies e.g., Council’s role in developing and endorsing strategy and Senate’s role in strategic development of academic activities and providing academic assurance.
- 2.2 Focus Council on strategy development and performance against plan, reduce items for information by e.g., explicitly assuming they have been read in pre read and/or grouping them together, and provide more opportunities for Council to discuss and shape University strategy.
- 2.3 At a tactical level, start and end Council meetings with a reminder of areas for Council focus.
- 2.4 Improve delegation and open discussion of options (not just one proposal) across the elements of the governance system: Council, Senate, Executive Board, within the Senior Leadership Team.
- 2.5 Improve collaborative working between Council and Senate including shared goals, joint working (in addition to current joint committees) and assurance.

3. Council needs to rebalance its relationships and interactions with UEB and Senate

In section 2 above, we focussed on Council raising its game in terms of ambition and collective endeavour encompassing other University governing bodies. Underlying greater collective endeavour is an assumption that Council is clear on its role vis-à-vis the other principal governing bodies – the topic explored further in this section.

Council, Senate and UEB have different and complementary roles to play in the leadership of the University as set out in the relevant University statutes, ordinances and terms of reference. However, it is clear that not everyone has the same understanding of how this should work. On the following page we include a summary of the roles and responsibilities of the leadership bodies as background to our discussion of the potential interpretations and clarifications proposed.

3a. Council should be a ‘critical friend’ in its assurance role with UEB

A fundamental role of any governing body including University of Bath Council is to assure itself about the satisfactory running of the organisation and, to do this it needs access to the right information; processes to monitor and evaluate performance, resourcing and risk; and a robust ‘critical friend’ relationship with the UEB so that ‘holding to account’ is a helpful and constructive way of collectively working in the best interests of the University.

The Committee of University Chairs Code of Governance¹ (the Code) recommends that:

2.2 the governing body will need assurance that the strategic plan is supported by plans or sub-strategies

2.3 The governing body will need to receive regular, reliable, timely and adequate information to monitor and evaluate performance against the strategic plan. The governing body’s role is to have oversight of performance and constructively challenge it, encourage quality enhancement, maintain and raise standards, celebrate achievements and learn from difficulties.

While we are satisfied that the Council meets the standards set out in the Code, there are areas which could be improved further. Apart from simply meeting the requirements of a code, there is real value in the Council receiving appropriate plans and information, assuming that Council chooses to foster a more ambitious and collective approach to realising the University strategy.

¹ CUC The Higher Education Code of Governance 2020

Complementary roles of University leadership bodies*

Council

Working with the Executive, the governing body **sets the mission, strategic direction, overall aims and values of the institution**. In ensuring the sustainability of the institution, the governing body **actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and there are effective systems of control and risk management in place** (CUC Code)

To **govern, manage and regulate** the finances, accounts, investments, property, business and all affairs whatsoever of the University...provided that, before determining any question of finance which affects the academic policy of the University, the Council shall **take into consideration any recommendation or report thereon by the Senate**. (Terms of Reference)

To **call for reports from the Senate** and by receiving such reports to review the work of the University. (Terms of Reference)

To take **academic assurance** from Senate (Ofs condition E3)

To determine the method [and conditions] of **appointment and service and remuneration** of all Staff, Academic of otherwise (Statute 17.7)

Vice Chancellor

The Vice-Chancellor shall have **general responsibility** to the Council for **maintaining and promoting the efficiency and good order of the University** (Statute)

Academic leader and Chief Executive of the University (Terms of Ref)

With the Senior Management team, manages the University and **leads on key strategies and projects** (Terms of Reference)

UEB

The University Executive Board (UEB) advises and supports the Vice-Chancellor and President in the discharge of their responsibility to Council for maintaining and promoting the good order of the University. **UEB is constituted to support the Vice-Chancellor and President in exercising their delegated authority and responsibilities**. The Board is the principle operating committee of the University.

UEB members collectively work to: **(i) deliver the University's Vision, Mission and strategic objectives; (ii) embody the University's values and shape its culture through their leadership and example; and, (iii) be proactive in the promotion of the University's reputation and future sustainability**. (Terms of Reference)

Senate

The Senate shall be **responsible for the academic work of the University**, consistent with Article 13 of the Charter, and in particular for the strategic development of the academic activities of the University and for the approval of policies to promote and ensure the qualities and standards of the academic work of the University, including teaching, research and knowledge exchange (Terms of Reference)

The Senate **shall report to the Council on any matters referred to the Senate by Council**, and may discuss, declare an opinion and make recommendations to the Council on any matter of interest to the University. (Terms of Reference)

The Senate shall **assure Council of the academic standards** and quality of education leading to the University of Bath degree awards and qualifications, and other educational provision. (Terms of Reference)

To **develop the academic strategies** of the University and to scrutinise the academic (teaching, research, and knowledge exchange) strategic plans of any part of the University and make recommendations to the Council for approval. (Terms of Reference)

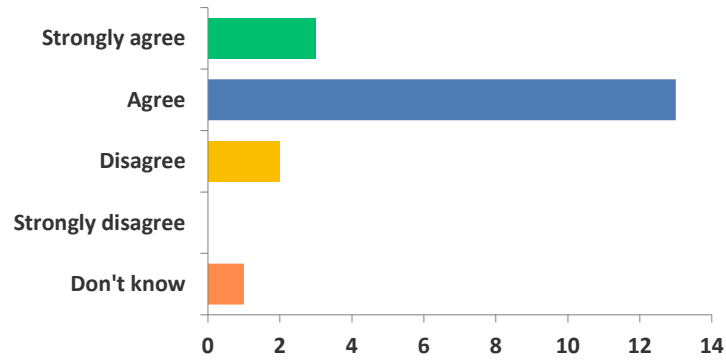
* See Statutes and Terms of Reference for full descriptions

Access to information – strategic plans, milestones and KPIs

The high-level strategy for the University has been agreed and, for the most part, Council members are comfortable with their input into this (but see Section 4 below)

Q4: The Council had/has sufficient input into the development of the University strategy

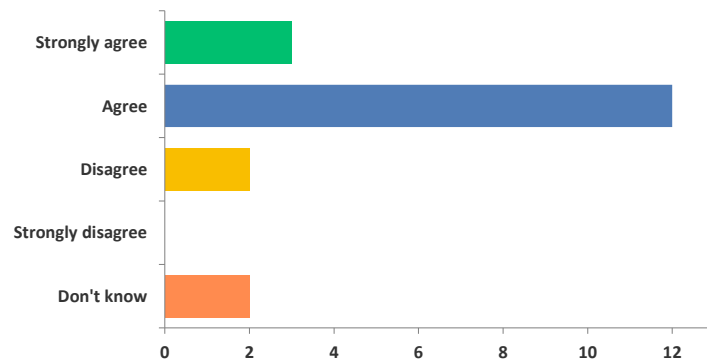
Answered: 19 Council Members



We understand that more detailed Strategic Implementation plans are being developed and that access to milestones and KPIs has improved over the last 12 months. However, it is clear from our interviews and observation that Council members need to see these sooner rather than later and – where ‘later’ is the appropriate response – Council needs a clear roadmap for when different information will become available to them.

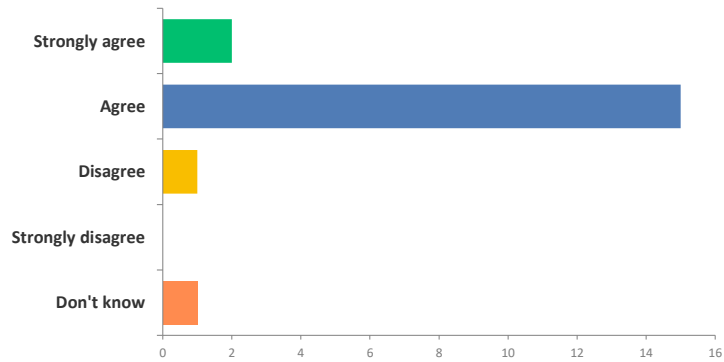
Q32: Council members are sufficiently informed about the timetable, process and opportunities for Council input, for all major projects or initiatives such as strategy development or digital transformation

Answered: 19 Council Members



Q20: The Council regularly monitors University performance next to its purpose, strategic aims, operational aims and budgets

Answered: 19 Council Members

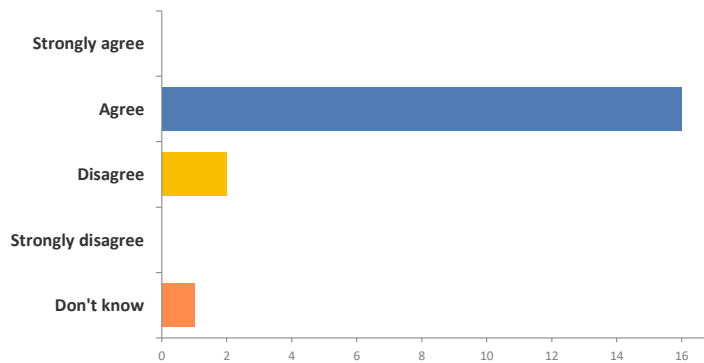


Oversight of internal controls and risk

Most interviewees were content with oversight of internal controls and with the identification of the major risks facing the University. Members of Council who are not on the Audit & Risk Committee (ARAC) expressed their confidence in ARAC discharging the Council's risk assurance accountabilities. In line with a choice by Council to foster higher ambition and a collective approach in delivering the University strategy, members of Council and UEB suggested agreeing the University's risk appetite – which is likely to be higher when investing in areas of strategic focus.

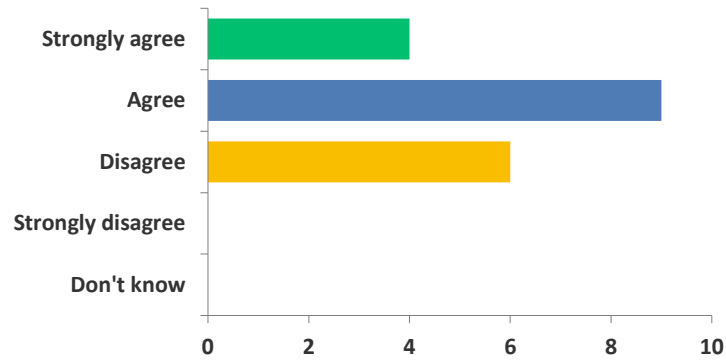
Q17: The Council has sufficient oversight of internal controls

Answered: 19 Council Members



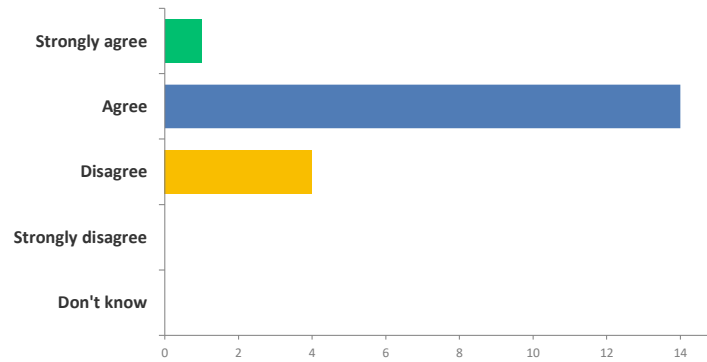
Q22: The Council regularly reviews and discusses levels of risk for the University and any plans to mitigate and manage this

Answered: 19 Council Members



Q18: The Council has sufficient oversight of financial and non financial risk

Answered: 19 Council Members

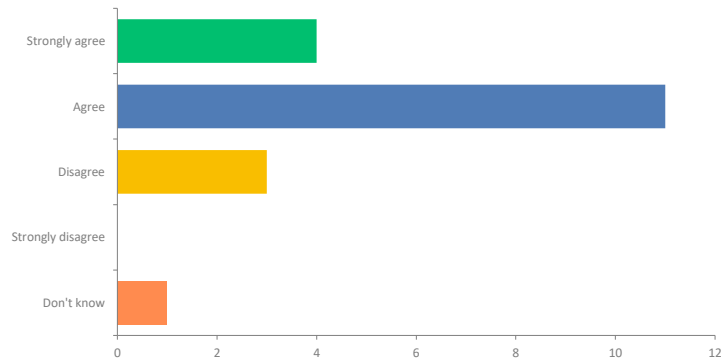


Constructive challenge

We observed some constructive (supportive) challenging questions from Council members at the July meeting, but both Council and UEB members also felt that there should be more constructive challenge. Both the survey results and our own observation recognise that there is some room for improvement.

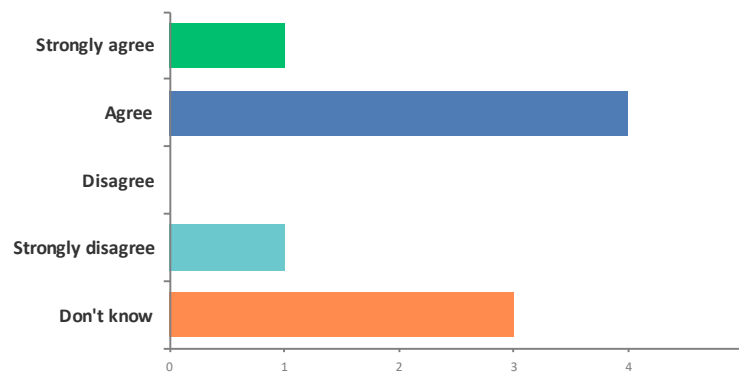
Q35: The Council provides an appropriate balance of support and challenge to the Vice Chancellor and University Executive team

Answered: 19 Council Members



Q35: The Council provides an appropriate balance of support and challenge to the Vice Chancellor and University Executive team

Answered: 9 Members of UEB



From our conversations, we understood that, on occasion, non-Council members view Council more as a conventional regulator 'to be managed' – i.e., where the purpose of interaction is to get the necessary approval with the minimum disclosure possible. In fact, and in terms of modern governance, a governing body should fulfil the 'critical friend' role of providing both challenge and support'. From all the evidence, the Council is not fulfilling this role as well as it could – with markedly more support than challenge.

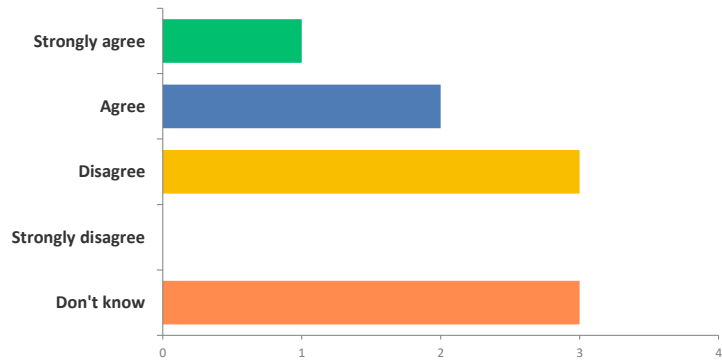
Although there is some, understandable, cultural resistance in the Higher Education sector to robust challenge, our experience with other organisations is that if Council and UEB together find a constructive way to dial this up, then this will greatly add to the ability of the Council to play its assurance role to the full.

Part of the assurance role involves making sure that actions are taken. Even with recent changes in UEB and consequent changes in delegation, there is scope for more follow-through by Council

Although the Survey results were on balance satisfactory, our interviews suggested that Council members were unclear on both how and when to follow-up with UEB members. For some, lack of clarity as to delegated responsibilities among the new Executive Team inhibited effective follow-up.

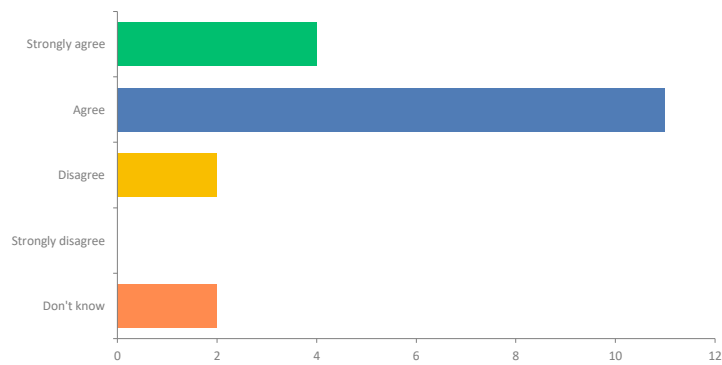
Q36: There is an effective flow of information between the Council and the University Executive

Answered: 9 Members of UEB



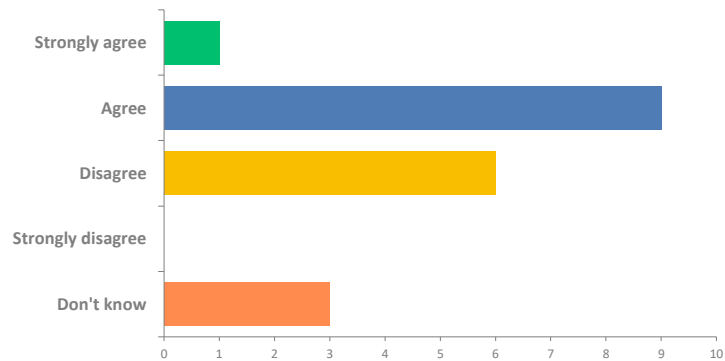
Q26: The appropriate matters are brought to the Council's attention in a timely way

Answered: 19 Council Members



Q21: The Council ensures appropriate actions are taken as a result of reviewing performance management information

Answered: 19 Council Members



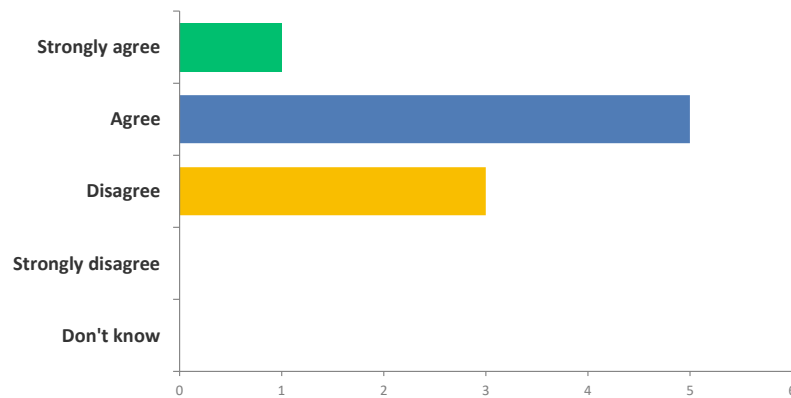
Council now needs to find a way to step back from some of its more operational behaviours and activities

Often during periods of external and internal stress or transition – such as the past five years at the University of Bath – governing bodies can take on a more operational role to ‘fill the gaps’ and this can be both necessary and welcome. During our interviews, there was substantial consensus that, in some areas, this is where Council is currently working, with focus on, for example, short term improvements and tactical resource allocation, rather than longer term step changes in approach and performance. For all organisations there is inevitably some blurring between strategy and operations. Governing bodies need sufficient awareness of operational context to be able to fulfil their strategic and assurance role. The visibility of robust strategic plans, milestones and KPIs, along with adoption of more robust challenge, should support the transition to ‘the next normal’ and allow Council to step back from any operational role (except where there is significant failure).

Interestingly, data from the survey shows that not all members of UEB think the distinction between the respective roles and delegated authorities of UEB and Council is sufficiently clear – and nor do members of Senate (although NB small sample size for Senate).

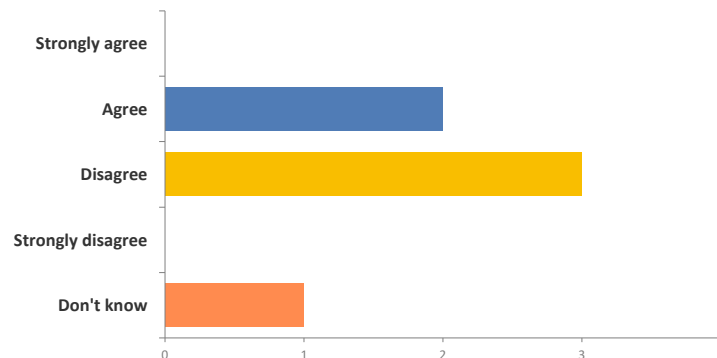
Q33: The distinction between the roles and delegated authorities of Council and its Members and the University Executive, is clear, understood and observed

Answered: 9 Members of UEB



Q33: The distinction between the roles and delegated authorities of Council and its Members and the University Executive, is clear, understood and observed

Answered: 6 Members of Senate



Recommendations

- 3.1 Council should agree an outline delivery plan with UEB for the provision of strategic implementation plans, KPIs, risk appetite etc. (We understand that such a roadmap has now been initiated by the Chair and Governance Team but more work is needed)
- 3.2 Council should engage the Executive Team in more rigorous challenge of plans and performance, adopting a high challenge/high support model. In parallel, informal engagement at 'deep dives' or with 'buddies' should continue.
- 3.3 Delegation of roles and responsibilities across UEB should be transparent to Council members and informal follow-up encouraged.

3b. Council should work to develop its visibility and assurance relationship with Senate

The Committee of University Chairs Code of Governance² (the Code) sets out that:

2.5 The governing body [Council] must actively seek and receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards and the integrity of academic qualifications, and will work with the Senate/Academic Board (or equivalent, as specified in their governing instruments) to maintain standards and continuously improve quality.

This is amplified in the Senate Scheme of Delegation for the University of Bath:

‘Senate is the supreme academic body of the University and is responsible to Council for all matters of academic governance’

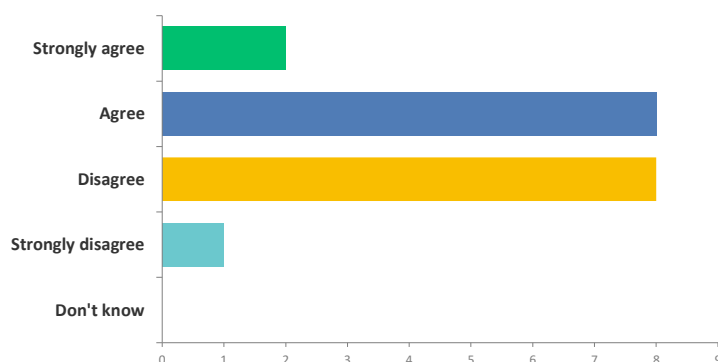
It is an entirely obvious statement that the relationship between Council and Senate needs, for the good of the University, to be clear and productive. However, it is equally clear that work is needed to achieve this. We are aware that Senate is outside of the scope of this review, apart from looking at how it relates to Council’s effectiveness as a governing body. However, we recommend actions for Council that imply working collaboratively with Senate on their respective roles and also imply understanding what each body needs from the other to fulfill their roles.

Improve understanding of respective roles

A lack of transparency and understanding (and therefore, in some cases, trust) between Council and Senate was raised in almost every interview. The survey results suggest that it may be perceived as even more of a challenge for members of Council than for members of Senate.

Q42: The distinction between the roles and authorities of the Council and Senate is clear, understood and observed

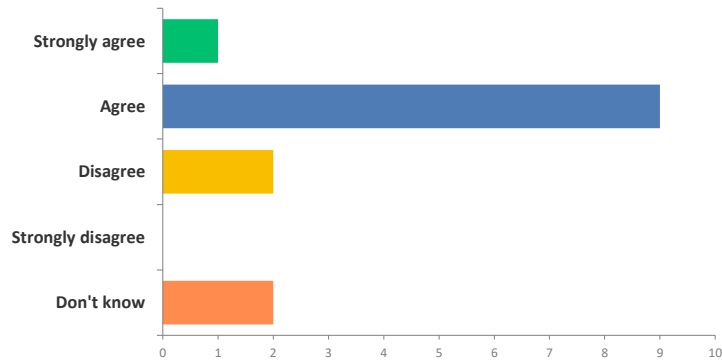
Answered: 19 Council Members



² CUC The Higher Education Code of Governance 2020

Q42: The distinction between the roles and authorities of the Council and Senate is clear, understood and observed

Answered: 14 Members of Senate

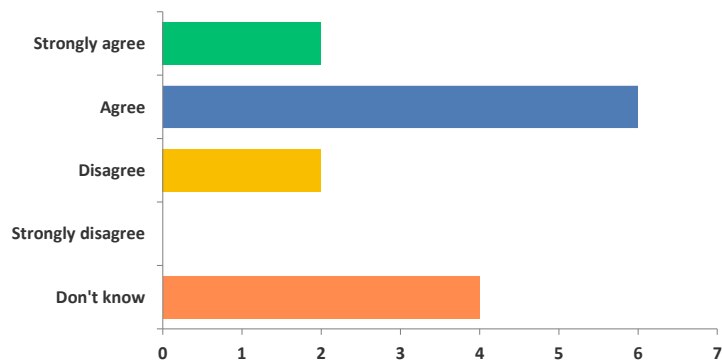


Council and Senate need to agree together what excellent academic assurance looks like

It is clear that Council and Senate need to work together to provide academic assurance. It is also clear from our interviews that, although Council do receive papers from Senate, academic assurance is not working as well as it should.

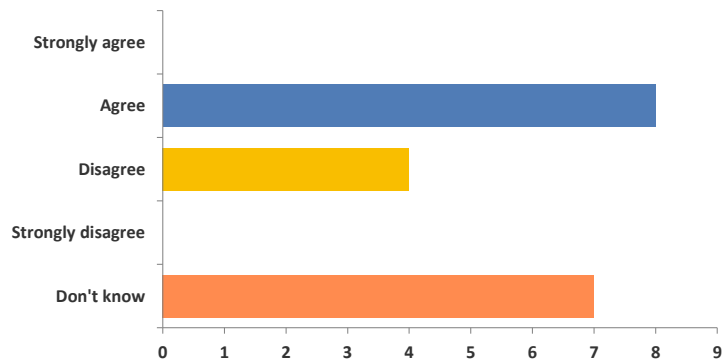
Q45: Council receives the academic assurance that it needs from the Senate, in line with expectations of the regulator

Answered: 14 Members of Senate



Q45: Council receives the academic assurance that it needs from the Senate, in line with expectations of the regulator

Answered: 19 Council Members

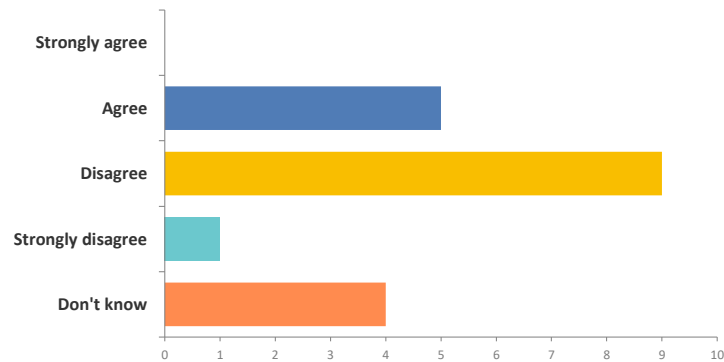


Council members report that although papers are provided from Senate, there is little discussion in Council meetings with respect to input from Senate. We have been assured by the Governance Team that, in reality, much does flow from Senate to Council but the perception/reality gap is important and needs to be addressed. For example, from our observation in July, more could be done to signpost where different agenda items have originated.

The survey results show that neither Council nor Senate members were wholly satisfied with information flows:

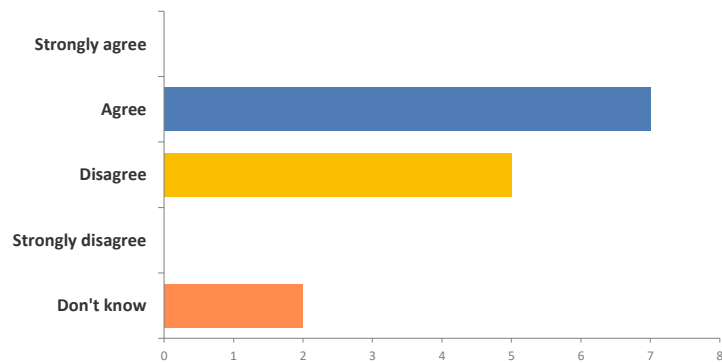
Q43: There is an effective flow of information between the Council and the Senate

Answered: 19 Council Members



Q43: There is an effective flow of information between the Council and the Senate

Answered: 14 Members of Senate



The two bodies need to work out *together* what is needed to provide requisite assurance and how this will be asked for, delivered and responded to.

We are aware that Senate is outside of the scope of this review, apart from looking at how it relates to Council but we would encourage Council to proactively find a way that it can work collaboratively with Senate on this issue which is critically important to the University and to understand what each governing body needs from the other to really fulfill this obligation.

Build alignment around vision and objectives between Senate and Council

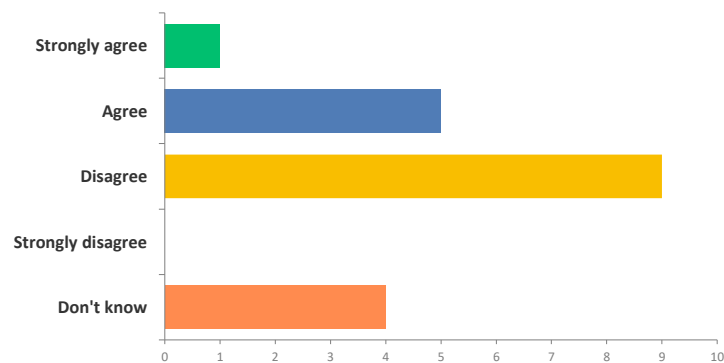
Universities are complex organisations with many stakeholders, often with very different and sometimes competing needs and priorities, and the University of Bath is no exception to this.

However, to be an institution operating as effectively as possible, it is important build alignment across the different leadership bodies so that they are all pulling in broadly the same direction.

The existing joint Council/Senate committees and working groups are reported to be working well and a certain amount of disconnect and disagreement is to be expected, and even welcomed, but there is an opportunity here for Council, with support of the UEB and members of Senate, to drive much greater alignment. As shown below, many Council Members and even more Members of Senate do not believe this exists. Members of UEB, who are often right at the centre of these two bodies, take a more negative view, which must sometimes make their role challenging.

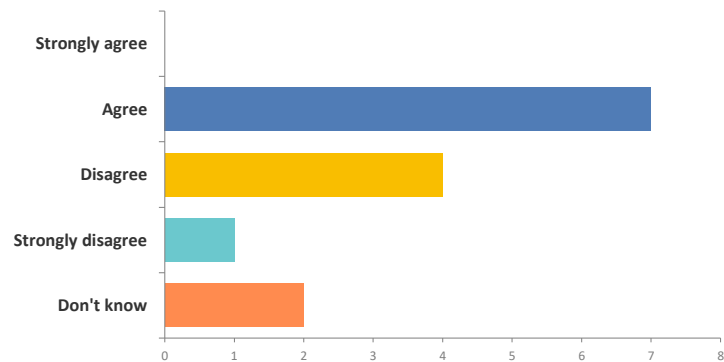
Q44: The Council and the Senate work from a shared vision and set of objectives for the University in the medium to longer term

Answered: 19 Council Members



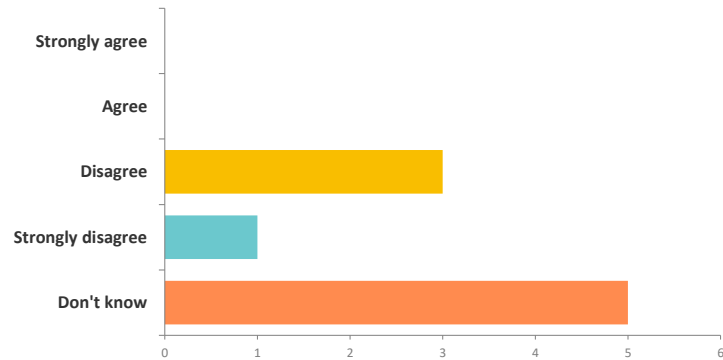
Q44: The Council and the Senate work from a shared vision and set of objectives for the University in the medium to longer term

Answered: 14 Members of Senate



Q44: The Council and the Senate work from a shared vision and set of objectives for the University in the medium to longer term

Answered: 9 Members of UEB



Recommendations

- 3.4 Build shared understanding of the respective roles and responsibilities of the different governance bodies e.g., Council’s role in developing, approving and endorsing strategy and Senate’s role in strategic development of academic activities and providing academic assurance
- 3.5 Identify key topics where Council, Senate and UEB must work together e.g., University research strategy, and use these as case examples to think through and communicate the role that each body plays and what is needed by way of structure, information, behaviour and support to make this work effectively
- 3.6 Council and Senate to together redesign the approach to providing academic assurance including the information required, how Council requests and feeds back to Senate and space to elevate and discuss academic assurance from Senate in Council meetings
- 3.7 Council to take the lead in building alignment around a compelling vision with key objectives through e.g., joint working on priority topics, joint strategy days and development events, shared dinners and training, clear communication and information flow

4. Council can update and improve some of its ways of working

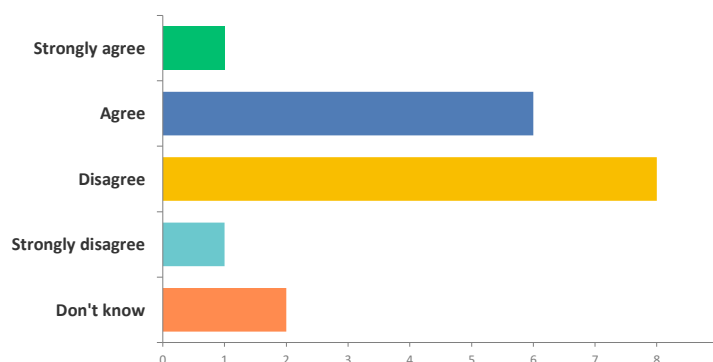
4a. Council should adjust its size and composition

Size and composition

Many governing bodies debate the perceived connection between their size and effectiveness and the University of Bath is no exception. Following the Halpin Review in May 2018, the size of Council was reduced from 26 members to 21. Views expressed to us in interviews and the survey were divided on the need for further change in the size of Council with strong arguments expressed on each side.

Q10: The Council is the right size to function effectively

Answered: 18 Council Members



In our experience, there is no clear-cut case for simply reducing size to improve effectiveness. Obviously unwieldy bodies constrain debate – but unduly small bodies can be prone to limit debate. Hence the oft-quoted ‘best practice’ of a Board of 10-12, a prescription that seems to be based more on judgment than reliable research. A frequently-neglected issue is to manage more tightly the numbers ‘in attendance’ at governing bodies and their impact on discussion.

In the University, on the one hand, we heard a concern that reducing the size of Council would inevitably mean cutting out the academic voice and input into University matters and we understand why people might perceive this as a risk. We are also aware that the lay members of Council are not remunerated for their role and are expected to commit 2 days/month. With committees and other University engagement and getting up to speed with Higher Education context, some lay members do considerably more than this. Any reduction in number of Council members needs to be delivered in a way which does not increase the time commitment required for remaining members.

On the other hand, a smaller Council could improve the dynamics, particularly if the move is to more of a discursive and less ‘tick box’ agenda. From our observation in July, we did not find the size to be an overwhelming challenge to the dynamics and interactions due, in part, to strong chairing but also potentially also due to the absence of a number of members being in the room because of illness or other commitments. However, in our experience of other groups, 21 is a large number to allow for effective group interactions, especially after adding-in those regularly in attendance. A Council of 21 also inevitably involves more new members joining with every rotation which can cause challenges with induction and integration.

On balance, we recommend reducing the size to 15 members. In order to keep lay members as the majority, we suggest the following changes:

- 8 Lay Members (from 11) - including the Chair, the SID and the Treasurer
- 2 Executive Members - Vice-Chancellor and Deputy Vice-Chancellor, both ex officio
- 2 Senate members (including Chair of the Academic Assembly, ex officio)
- 1 Professional Staff Member (from 2)
- 2 Student governors

We believe this reduction will enable many of the other changes we recommend, particularly around refocusing the role of Council to raise the level of ambition and collective approach to delivering the University strategy. We observe that many governing bodies in the public service and charity sectors operate successfully with 12-15 members – giving enough scope for representation, at the same time as allowing constructive dynamics and for committee posts to be filled.

As noted above, the intention is not to cut out the academic voice from Council. We very much hear this concern and recommend that mechanisms are put in place to ensure Council hears real frontline experience. The Executive Team already has a responsibility to consult and then reflect academic views in their proposals in a transparent manner and Council has a responsibility to take this into account and to challenge where the academic view has not been sought or reflected. Recruiting another Council member with Higher Education sectoral experience whilst putting in place a structured approach for Senate and Council to interact (see Section 3.b above) will also help. In addition, other mechanisms can be put in place to provide more connection with University communities (see Section 1 above).

After a reduction in size, the Council is and will continue to be made up of members who are members of different constituencies such as students, academic and professional staff. Under the CUC Code they need to act in the best interests of the University as a whole, rather than as representatives of different groups. We heard in interviews that sometimes members from different bodies find it hard to wear their ‘Council hat’ and this is a challenge experienced by very many governing bodies. At the Council meeting we attended, we did not observe much of this and, in fact, saw contributors being very clear about which hat they were wearing for any particular contribution. For all governing bodies, it is often useful to bring in different perspectives, but Council members need to ensure they do this in a way which is in support of decisions for the long-term benefit and sustainability of the University as a whole.

Skillsets

There is generally a good mix of skillset in the Council and a rigorous process in place to assess and fill any potential skills gaps.

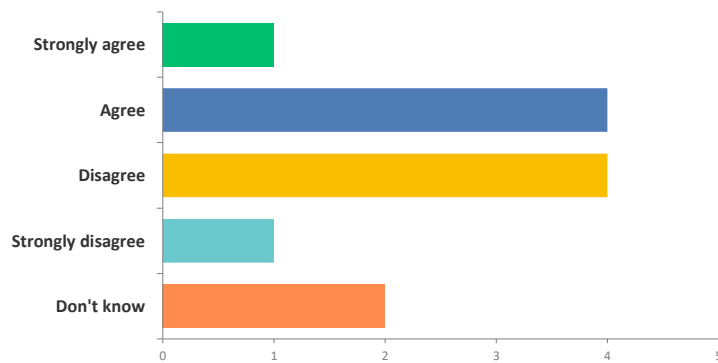
- Our observations on potential improvements are in niche areas. At the one meeting we attended, we observed a number of specialist skills (e.g., safeguarding and mental health) where only a few Council members demonstrated the background to participate meaningfully in the Council discussion. Although it may be possible to recruit individuals who are expert in specialist fields, it seems more likely that the relevant UEB members will need to ‘set Council up for success’ by providing additional briefing and papers to offset lack of expertise on Council in specific topics. From experience with other governing bodies, regular discussions are likely to grow Council members’ motivation and capabilities in new areas.
- It would also be helpful to access more experience of the Higher Education sector if possible, in the lay members. Although a large number of interviewees made this suggestion, we are conscious that there is an important caveat: it depends on getting the right type of experience and it does not mean that other Council members can delegate ‘the HE view’ to an individual who may bring a skewed perspective. In particular, we note concerns from all sides about the risks of recruiting a retired Vice-Chancellor who brings only personal rather than broad sectoral insight.

- A number of interviewees also raised a gap in HR knowledge on the Council and we understand that steps are already underway to remedy this.

One challenge that is shared by many governing bodies across the country post-Covid, is that Council members do not actually know what skillset and experience their colleagues bring. There is plenty of research³ to show that group decision making is significantly improved when members of the group understand more about the contributions that each individual is able to bring. It helps to know when to draw each other into the conversation and how better to interpret what is being said. From experience with other governing bodies, we observe that merely documenting skillsets usually results in just another unread paper, while interviewing one another in pairs for 5 minutes – then introducing one another to the rest of Council – can be much more helpful and is an appropriate awayday/dinner activity.

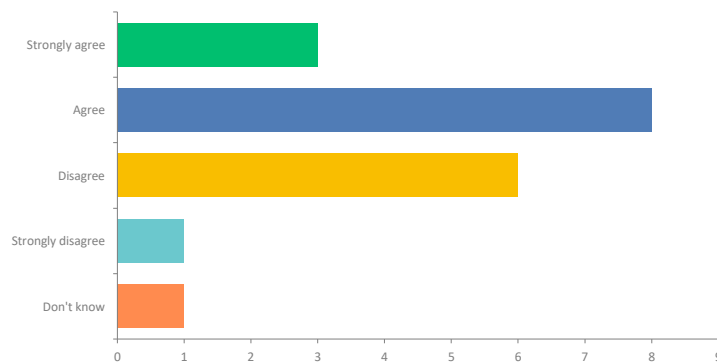
Q24: My observation is that all members of the Council have sufficient understanding of the external environment in which the University is operating

Answered: 12 Lay Members of Council



Q11: I am sufficiently clear about the skills, knowledge and experience that each Council Member brings, to be able to draw on those attributes in discussion

Answered: 19 Council Members



4b. Council members should challenge more and consciously fulfil their agreed roles

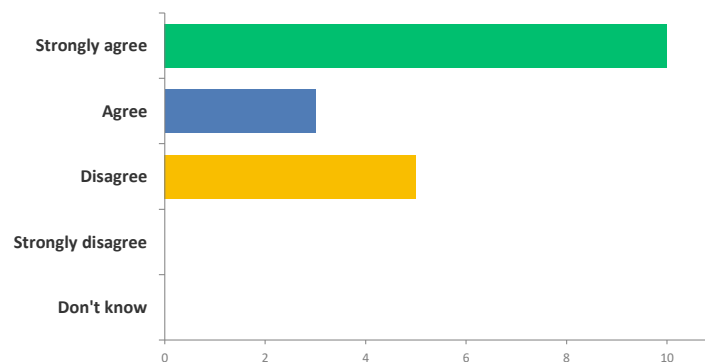
Constructive challenge

As discussed above at 3.a, there is a mixed set of opinions about the level of challenge and dissent between Council members, which is not surprising given this is often based on people's experience and expectations from other organisations. From our observation of the July meeting, Council Members asked good questions in a respectful and appreciative tone, while (although hard to judge) some issues would have been appropriately pressed somewhat more by other governing bodies. We heard less-than-expected in the way of "while appreciating that the Executive are doing a lot on this, when can we expect further progress and discussion?"

It is also a factor of the types of topic which are brought for discussion and how these have been framed. If the Council is to take a stronger role in setting ambition and driving performance as recommended above in Section 2, then it will be important that there is ample time to consider diverse views and challenge underlying assumptions and conclusions. We have no doubt that Council and the Chair have the capabilities to put this in place but it will require some intentional effort on the part of all Council members to make it the norm.

Q27: The Chair facilitates a frank and open exchange of contribution and a diverse range of views is heard

Answered: 18 Council Members



Being constructively challenging is one important Council role – but only one. There are probably 4-5 principal roles that Council should hold its members accountable to demonstrate:

- Constructively challenging and appreciative inquiry
- Contributing to discussions and subsequently articulating decisions as collective, not representative
- Consistently following-up on past decisions
- Focusing on issues of principle, not operational detail

Potential tools for encouraging behaviours

We do not advocate new tick-box processes or motherhood-statements to serious governing bodies. However, we do observe many governing bodies across all sectors who find a vehicle that works for them to briefly discuss 'are we behaving as we said we would'. The University of Bath Council should discuss and agree the right tool for itself but, to get the ball rolling, we propose two specific measures that work elsewhere. We have deliberately provided illustrations from the corporate and charity sectors, conscious that these types of proposals are probably most widely associated with public service organisations.

- We recommend adopting and embedding a ‘Council Charter’ or ‘Council Ways of Working’ which is developed and owned by Council members and describes the behaviours and mindsets that Council members decide to adopt in order to improve their collective effectiveness. This might include, for example, providing constructive challenge and bringing a collective, rather than a representational perspective. As noted, many governance bodies use such tools as a way of setting expectations and guiding behaviour as well as informally holding each other to account during a meeting and reflecting on effectiveness at the end of meetings.
- We recommend testing ways for Council to reflect on how well it is doing against its agreed ways of working. Different governing bodies find their own ways of doing this effectively: Council members might be asked to focus on particular behaviours during different agenda items e.g., constructive dissent during an early stage strategy discussion or collective voice during academic assurance discussion. Sometimes a rotating member of the body is asked to lead a 2-minute review of ‘how we did today’ next to aspects of the charter at the end of the meeting. Some organisations decide to embed the contents of the charter in their trustee recruitment, induction and evaluation.

At a minimum, the University Council could develop and use a tailored charter which is referenced at the start and end of meetings, and used gently throughout, as a nudge for desired behaviours such as an obligation to act in the best interests of the whole University. It could also be usefully shared during the recruitment process for new lay and elected Council members as a way of establishing expectations. For illustration, two example charters from other organisations are shown below.

Extract from Board Charter – Financial institution

ILLUSTRATIVE

1. TRUE DIVERSITY and EQUALITY

- Diversity in contribution, style and delivery is encouraged, welcomed and heard
- We have collective responsibility for all decisions taken
- All Trustee Directors feel confident that they are equally informed and able to influence

2. SOUND DECISION MAKING

- Decisions are based on evidence not assumptions, incidents in the past or individual desires
- We delegate and entrust decisions to the right people and/or bodies
- Decision making is supported by the right powers, controls, resources and behaviours

3. COLLABORATION

- We work together as a team, not a collection of individuals
- We encourage constructive dissent to improve our ideas and decisions
- We are engaged and each willing to spend the time and effort needed

4. INTEGRITY

- We assume positive intent
- Views are expressed openly and frankly with no hidden agendas
- Our body language matches our spoken language
- We adopt a developmental mindset and acknowledge limits of own knowledge and understanding

5. LOOKING AT THE BIGGER PICTURE

- We remain open minded about context, opportunities and potential risk
- We stay focussed on the most important things
- We challenge complacency

6. DEVELOPMENT MINDSET

- We act with respect towards colleagues, members and advisers
- We are supportive and proportionate when errors are honestly disclosed
- We give and receive reflections and feedback in the spirit of pushing ourselves to, together, be the best we can

Board Charter – national charity

ILLUSTRATIVE

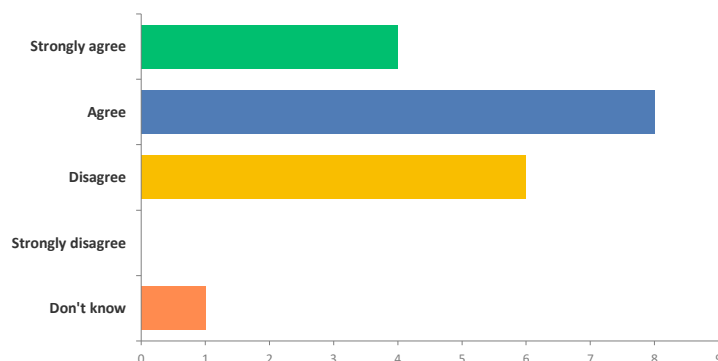
Our Values	Our behaviours that demonstrate our values
One team	<ul style="list-style-type: none"> Put out shared aims above our individual agendas Collaborate across communities, always seeking common purpose Actively appreciate and acknowledge everyone's contributions
Ambitious	<ul style="list-style-type: none"> Demonstrate our drive to make a positive difference to our service users Show passion for our mission and take pride in excellence Be bold and ready to take considered risks to achieve impact
Open	<ul style="list-style-type: none"> Challenge in thoughtful and constructive ways Seek opportunities to learn and support others to learn Constantly look for better ways of doing things
Respectful	<ul style="list-style-type: none"> Actively seek the views of others Have honest conversations, share thoughts and try out ideas Take time to listen, keeping our minds open to other perspectives
Inclusive and friendly	<ul style="list-style-type: none"> Pay attention to each other's physical and mental wellbeing Be kind, welcoming and supportive to everyone Consider the impact on others of everything we say and do

4c. The SID role should be reconsidered in a smaller Council

The Senior Independent Director (SID) was appointed following a recommendation of the Halpin Review and, having reviewed their terms of reference, the role is appropriate and useful as an alternative channel for Council members and as a source of confidential advice to the Chair. However, there is confusion about the role and, in particular, concerns around a lack of independence based on the fact that the current SID also chairs one of the principal Council Committees. To maintain independence, it would make sense for the SID to relinquish the role as Committee Chair. However, we recognize that – as with many other Boards – it is difficult to ensure an entirely independent SID if the size of the Board is adjusted downwards. It may be that, when the Council comes to reallocate roles among a smaller number of members, that the appropriate solution will be to explicitly choose the right combination of roles for the SID and to periodically review and communicate how the SID role functions for Council members and the Chair.

Q15: I am clear about the roles and responsibilities of the Senior Independent Director

Answered: 19 Council Members



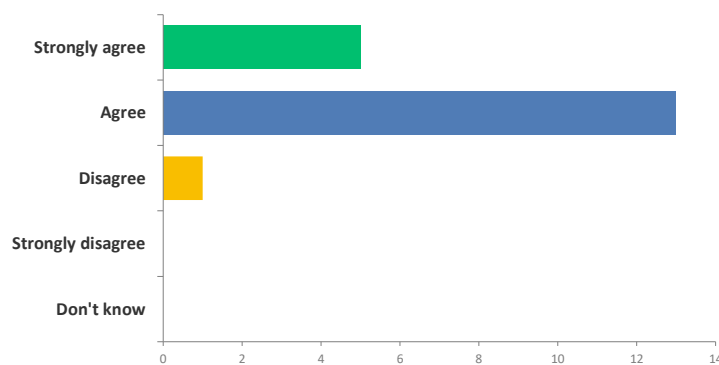
4d. Council agenda, papers, presentations, decision-making need greater focus

It is almost universally true that Boards in the public sector and charities are over-burdened with paper and detail, beyond both what is strictly necessary to discharge their governance accountabilities and what a person can be expected to absorb rapidly. It takes determined effort and explicit agreement between Boards and Executive Teams to slim down papers and focus agendas.

At the University Council meeting, we observed – and interviewees unanimously cited – lengthy and over-burdened Council agendas, detailed papers (with multiple appendices) and extensive presentations that occupy time instead of debate at ordinary Council meetings. In contrast, almost every interview volunteered appreciation of Board Strategy Days, development meetings and informal conversations.

Q31: Council papers are generally issued to a high standard allowing me to be fully prepared to contribute at each Council meeting

Answered: 19 Skipped: 0



University statutes are blamed for over-lengthy Council agendas, with interviewees also citing a knock-on effect from ‘excessive processing of detail’ at Council in turn affecting the role of the Executive and resulting in reduced delegation to the new Executive team although our conversations with the Governance Team indicate that this is more of a matter of perception than reality.

We have been assured that the annual plan of cyclical business currently used for Council agendas will be supplemented this year by a plan of programmatic business, indicating when Council will see the strategic initiatives being worked on by the Executive. This plan will be agreed between the Chair, Secretary, the Vice-Chancellor and communicated to Council members. We recommend this be a priority to provide more focus to Council agendas and enable Council to see when items will be delivered for the next phase of discussion – e.g., in relation to plans to deliver the University Strategy.

Recommendations

- 4.1 Reduce Council size to circa 15 members with clarity around collective (rather than representative) responsibility, while also putting in place mechanisms which ensure the academic voice will be sufficiently heard (see also section 3b. relationship with Senate)
- 4.2 Consider appointments that increase access to specialist skills/experiences and options to access additional Higher Education experiences

- 4.3 Provide structured opportunities in informal settings to build understanding of individual Council member roles, experience and expertise
- 4.4 Reconsider the role of the Senior Independent Director as Council numbers decrease
- 4.5 Complete comprehensive review of University statutes and ordinances and enact revised accountabilities. Until the review is enacted, take mass of administrative items at committee or by email
- 4.6 Engage Council and Executive Team in more rigorous challenge of plans and performance, adopting a high challenge, high support culture
- 4.7 Focus Council on the few major issues, reduce items for information and provide more opportunities for Council to discuss and shape University strategy. Minimise 'pre decided' recommendations at Council meetings and include opportunities for open discussion of options
- 4.8 Develop an annual workplan showing when key issues will be on the agenda with sufficient time
- 4.9 Improve delegation across the elements of the governance system: Council, Senate, Executive Board, within the Senior Leadership Team
- 4.10 Encourage brief upfront recommendations from presenters (especially when already covered in advance reading) and invite challenge and meaningful discussion
- 4.11 Develop and keep live a Council Charter which sets out aspired behaviours and ways of working together (e.g., adopting a collective rather than a representative philosophy, commitment to constructive challenge), which can be used
 - in Council pre-reading as a reminder of Council's purpose and role
 - referred to during Council meetings if needed
 - after Council meetings to reflect on and evaluate meetings, perhaps with a 1-2 minute summary by a designated member on a rotating basis
 - As part of the recruitment process for new elected members

C. Sequencing of recommended actions

Recommendations	Already underway	Q4 2022	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024	Q3 2024
1. Maintain and build on strengths									
1.1 (and 4.5) Root and branch review of statutes and ordinances									
1.2 Continue programme of Committee evaluation and development									
1.3 Improve Council visibility with different communities									
1.4 Share this review and evaluate progress as part of continuing self-evaluation		X							
2. Ambitious and collective approach to strategy, performance and governance									
2.1 (and 3.4) Build shared understanding of respective roles and responsibilities of different bodies									
2.2 (and 4.8) Focus Council on strategy development and performance next to annual roadmap									
2.4 Improve delegation and open discussion of options									
2.5 (and 3.5) Improve collaborative working between Council and Senate, including through Identifying topics where Council, Senate and UEB must work together									

Recommendations	Already underway	Q4 2022	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024	Q3 2024
3. Rebalance Council relationships and interactions with UEB and Senate									
3.1 Council and UEB agree annual roadmap for provision of strategic implementation plans, KPIs, risk appetite etc.		_____							
3.2 (and 4.6) Council adopt high challenge/ high support model with Executive Team, reinforced through deep dives and buddy type relationships		_____							
3.3 Communicate delegation of roles and responsibilities across UEB to Council			X						
3.6 Council and Senate together redesign approach to providing academic assurance			_____						
3.7 Council take the lead in building alignment around compelling vision with key objectives through e.g., joint strategy days, development events, dinners		_____							
4. Update and improve some Council ways of working									
4.1 Reduce Council to circa 15 members – decision followed by phased implementation			X	_____					
4.2 Consider appointments with greater HE experience				_____					
4.3 Opportunities to understand Council member roles, experience and expertise	X		X				X		
4.4 Reconsider role of SID				_____					
4.8 Develop annual workplan showing when key issues will be on agenda		_____							
4.11 Develop and keep live a Council Charter – decision followed by implementation and use		X		_____					

Appendices

1. Scope and Specification of this Review

Extract from the University's Request for Quotation 2 March 2022:

The review should evaluate the effectiveness of Council in delivering good governance for the University within the context set by the regulator, the Office for Students (OfS). A particular focus will be on how Council works with the University Senate to provide academic assurance in line with increasing OfS expectations.

- 2.1 The University has a new Strategy for 2021 – 2026. As the University continues to develop its governance function to support delivery of the Strategy, the review should focus on what excellence in governance would look like at Bath, taking account of both the existing culture within the University and best practice in the sector and beyond in making a set of recommendations for continued improvement.
- 2.2 The effectiveness of Council's committees in supporting the work of the governing body is expected to be a small part of the review. The committees will each have conducted an effectiveness self-assessment exercise in the first half of 2022, the results of which will be provided to the reviewer.
- 2.3 The review will necessarily include some evaluation of the success of the changes implemented since the previous external review. However, whilst it would be helpful to have an indication of whether the University needs to take any steps to remain compliant with the Committee of University Chairs' Higher Education Code of Governance on the "comply or explain" principle, the main focus of the review should not be a compliance audit. The governance team at the University will itself have conducted a desk-based assessment of compliance with the Code in preparation for the review.
- 2.4 The review should focus on the following points:
 - The effectiveness of Council's relationship with the University Executive in providing support and robust challenge.
 - The effectiveness of Council in working with Senate to provide academic assurance in line with the increasing expectations of the regulator.
 - The effectiveness of Council and its committees in supporting the delivery of the University strategy.
 - The views of members of Council and key stakeholders in the wider University community, including, in particular, members of the Executive team.
 - Size, composition and skills.
 - The effectiveness of Council documentation, including the Scheme of Delegation, Terms of Reference, Council and committee agenda, minutes and reports.
 - Examples of best practice from the sector and beyond.

The review should also consider any other material issues that emerge during the review process.

2. People interviewed

Members of Council and Senate listed under each relevant body

* Indicates interviewed as part of a small group discussion

Members of Council

Professor Ian White, Vice Chancellor, ex-officio

Pam Chesters CBE, Chair of Council, appointed

Maria Bond*, appointed

Christine Gibbons*, appointed

Tim Ford, Senior Independent Director, appointed

Professor Dot Griffiths OBE, appointed

David Hardy*, appointed

Tim Hollingsworth OBE*, appointed

Don McLaverty, appointed

Sujata McNab, appointed

Catherine Mealing-Jones*, appointed

Charlotte Moar, appointed

Dr Marion Harney, elected by the Senate

Dr David Moon, elected by Academic Assembly

Dr Andrew Ross, elected by Professional Service Staff

Annie Willingham*, Student Governor

Jacob Withington*, Student Governor

Routine Attendees at Council

Professor Phil Allmendinger, Deputy Vice Chancellor

Professor Sarah Hainsworth*, Pro-Vice-Chancellor (Research)

Professor Julian Chaudhuri*, Pro-Vice-Chancellor (Education)

Professor Cassie Wilson*, Pro-Vice-Chancellor (Student Experience)

Emily Commander, Head of Governance

Martin Williams*, Director of Finance

Keith Zimmerman*, Chief Operating Officer

Members of Senate

Professor Ian White, Vice Chancellor, ex-officio

Professor Phil Allmendinger, Deputy Vice Chancellor, ex-officio

Professor Cassie Wilson*, Pro-Vice-Chancellor (Student Experience), ex-officio

Professor Sarah Hainsworth*, Pro-Vice-Chancellor (Research), ex-officio

Professor Julian Chaudhuri*, Pro-Vice-Chancellor (Education), ex-officio

Professor Tim Ibell*, Dean of Engineering and Design, ex-officio

Professor Momna Hejmadi, elected

Professor Danae Stanton Fraser*, elected

Dr Marion Harney*, elected by Academic Assembly

Dr Fran Laughton*, elected by Academic Assembly

Dr David Moon, elected by Academic Assembly

Dr Steve Wharton, elected by Academic Assembly

Annie Willingham*, Student President

Jacob Withington*, Education Officer

Members of University Executive Board (in addition to those listed as routine attendees to Council)

Richard Brooks, Director of Human Resources

Other

Caroline Pringle, Office of Strategic Governance

Fiona Blackmore, Office of Strategic Governance

3. Documents reviewed

General

CUC HE Code of Governance

OfS Regulatory Framework for HE in England

Reviews

Halpin Review

Bath Council Self-Assessment 2021

Council Committee self-assessment 2022

Senate Effectiveness Review

Annual compliance with CUC Code

Governance Documents

Committee Composition and membership

Nominations committee terms of reference

Nominations Committee report

Role description for SID

UEB terms of reference (draft)

Skills Matrix

Council Skills Audit 21-22

Governance Master Planner

Council work distribution 21-22

Council terms of reference

Senate terms of reference

Schemes of Delegation between Council, Senate, UEB

Strategy Documents

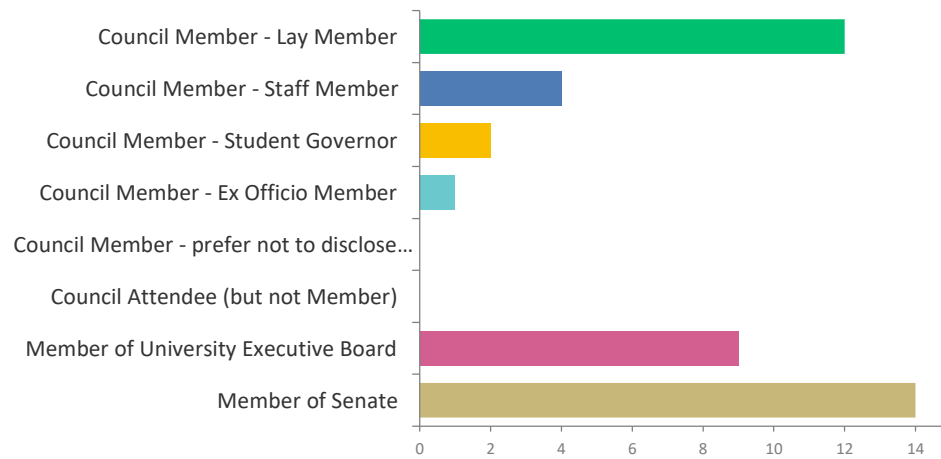
The University of Bath Strategy

4. Survey

A total of 37 people completed the survey with the following breakdown of demographics (NB some participants were in more than one category):

Q1: Demographics: Please tick ALL that apply to you

Answered: 37



5. Reviewers

Elizabeth Mohr

Qualified corporate lawyer (Ashursts), 10 years as consultant for McKinsey Organisation and Leadership Practice and over 10 years as an independent consultant and reviewer

Combines deep knowledge of governance and strategy with expertise in group dynamics and individual cognition to help governing bodies and their individual members look to the future and effectively govern and lead.

- Multiple formal board reviews prompted both by regulatory requirement and contextual change including new Chair and/or members, new strategy or dysfunction
- Leadership coach for Chairs, board members and senior executives
- Advocate for increased diversity of all types in organisational governance
- Founder of OnBoard – a not for profit helping young, talented individuals from economically and socially disadvantaged background to become effective board members
- Board and governance faculty for The London Stock Exchange Elite Programme
- Head of Governance and Organisation (voluntary) for The Wimbledon Museum
- Author and speaker on the topics of board effectiveness, group decision making and behavioural science

Keith Leslie

20 years Deloitte and McKinsey Partner, 10 years Chair of Boards, reviewer of public bodies, author.

Expert in advising on complex strategic and organisational transformations for Governments and public services to improve strategic and governance outcomes.

- Applying senior leadership experience in global commercial enterprises – Shell, McKinsey & Deloitte – to mentor and build effective board and executive teams
- Reviewer of public bodies – in parliament and in receipt of dormant asset funding
- Currently Chair of Samaritans in UK & Ireland, Chair of Mental Health At Work CIC, member of the Council of St Paul's Cathedral.
Past Chair of the Mental Health Foundation, Chair of Build Africa
- Author of *A Question Of Leadership – leading organisational change in times of crisis*, Bloomsbury 2021