Strategy
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UNIVERSITY OF
GLOUCESTERSHIRE

University of Gloucestershire

Governance effectiveness review

A report from GGI

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December 2024

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University of Gloucestershire
Governance effectiveness review – final report

Document name: Governance effectiveness review – final report

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This report has been prepared by GGI Development and Research LLP (T/A GGI) for the council of University of Gloucestershire. The report highlights the conclusions drawn from the governance effectiveness review commissioned by the university and an outline of future suggested actions and improvements to address the identified shortcomings and strengthen the organisation's governance.

The matters raised in this report are limited to those that came to our attention during this assignment and are not necessarily a comprehensive statement of all the opportunities or weaknesses that may exist, nor of all the improvements that may be required. GGI Development and Research LLP has taken every care to ensure that the information provided in this report is as accurate as possible, based on the information provided and documentation reviewed. However, no complete guarantee or warranty can be given with regard to the advice and information contained herein. This work does not provide absolute assurance that material errors, loss or fraud do not exist.

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UNIVERSITY OF GLOUCESTERSHIRE

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Introduction

Overview

Dating back to 1847, the University of Gloucestershire (UoG) is a values-led organisation serving a community of more than 8,000 students and 1,000 staff across campuses in Gloucester and Cheltenham. Between August and November 2024, a team of specialists from GGI conducted a governance effectiveness review focusing on the effectiveness and efficiency of the council and its committees, academic governance, and the relationship between council and the executive.

The review was commissioned in line with the Committee of University Chairs' (CUC) recommended practice of having a regular external assessment. It was undertaken at a time of significant financial pressure across the sector. The council was keen for the review to consider how its governance, culture and structures need to develop to meet current challenges and its mission in a rapidly changing, high-risk context.

Report structure and findings

This report and the recommendations included are structured around the following aspects of governance:

- council effectiveness and role in strategy
- council composition, culture and relationships
- council's relationship and interactions with the academic board to provide academic assurance
- council and governance documentation.

The findings are based on robust analysis and triangulation of the evidence gathered as part of the review.

Methodology

The review was conducted using GGI's tried-and-tested methodology, which includes extensive document review, interviews, observations, focus groups and surveys.

Full details of the methodology and assessment activities can be found in appendix I.

Acknowledgements

We would like to thank everyone who met with us and gave their time in other ways to contribute to this review. Particular thanks to the chief finance officer, director of strategic planning and transformation, chair and vice-chancellor.

Approach and scope

The review was primarily framed using the Committee of University Chairs (CUC) higher education code of governance, which was used as the main mechanism to assess good practice and compliance.

To assess meaningful outcomes and value generation, the review team also utilised GGI's board governance framework, which is based on the King IV code:
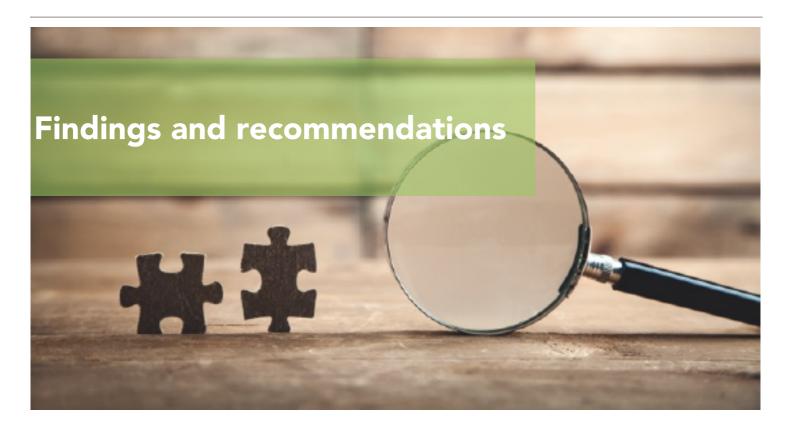
		King IV meaningful outcomes	
Mission and Vision	A clearly articulated agreed point of what the organisation is trying to achieve and why.		
Strategy	An agreed strategy and strategic plan(s), with specific goals that sets out how the organisation will deliver the mission and vision.	Ethical culture	Value creation
Leadership	An agreed way and the forms through which the organisation will be led and the leadership will drive the delivery of the mission and vision.		
Assurance	A clear and effective process set of processes to check compliance on behalf of the organisation and its stakeholders to ensure the strategic goals of the organisaiton are being met and the culture upheld.	Effective control	Legitimacy
Probity and Transparency	Means by which the organisation is open to external scrutiny at any time, stakeholders internal and external are involved appropriately in the organisation's governance and decisions are transparent, ethical and evidence-based.		
Stewardship	Directors are responsible and accountable for the welfare of the organisation as transient caretakers. They must leave it in as good if not better state than when they received it.		

Source: Developed from the King IV report on corporate governance for South Africa 2016 and GGI report *Modern Governance in the Public Sector 2019*

Drawing on key areas for attention as identified by the university as well as GGI's wider sector and cross-sector experience, the review team also specifically looked at:

- the extent to which council enables achievement of the university's objectives
- the role of council in developing and supporting the delivery of the university strategy
- council culture and relationships, the level of transparency of decision-making and how well it works as a body to fulfil its purpose
- council's relationship with the university executive, including an assessment of the robustness of challenge
- council's relationship and interactions with the academic board to provide academic assurance
- the size and composition of council, length of tenure of appointments, and the frequency of council and sub-committee meetings
- council documentation, including the scheme of delegation, terms of reference, council and committee agendas, minutes and reports.

Findings and recommendations

Council effectiveness and role in strategy

> **Headlines**
>
> - There is a good level of council and committee attention on the key strategic focus areas, although there is room to extend this.
> - Council members are seen as engaged and exhibiting curiosity.
> - Better use can be made of the council's committees, including:
>   - increasing the level of constructive challenge at committees, focused on the areas of strategic risk
>   - increasing the assurance that committees provide to council.

Focus of council and its committees

We heard from several interviews that in recent years council discussions had been increasingly focused on operational rather than strategic matters. The appointment of the new vice-chancellor has led to a significant shift back to a strategic focus. The council and committee meetings we observed allotted an appropriate amount of time and attention to key strategic focus areas, including student recruitment, financial performance and the Gloucester city campus development, which are the three highest risks currently facing the university.

High-performing boards are more strategic in focus, more proactively shaping their work and that of their committees around strategy and strategic risks. Early on in each council's meeting, the vice-chancellor included a summary of the university's key risks in her report, which encouraged discussion in the rest of the meeting to focus on the areas of highest risk. Moving the full risk report further up the agenda, and allocating each risk to a committee to focus the work of each committee on the areas of greatest risk would improve the way risks are considered. Additionally, the terms of reference for the committees should be revised to reflect each committee's role in relation to relevant strategic risks.

In our observations we saw good engagement and curiosity, although at times this was in the nature of questioning to increase council members' understanding rather than to probe and explore. The use of constructive challenge by council members is an area for development, and this would be further supported by effective, concise papers. Both of these areas are discussed later in this report.

Council committees

Committees are established to help an organisation's board (in this case, the university council) discharge its duties effectively, by providing the opportunity to focus on areas in more detail using constructive challenge, and then provide assurance to the board. We did not hear or see much evidence of committees providing assurance to council. Minutes of committee meetings are shared with the council papers, marked as *for information*. We recommend the use of a key issues report, sometimes known as a 3As report, such as the example included at appendix II. This report is prepared by the committee chair immediately following each meeting and sets out the matters for reporting to council, under the headings:

- alert
- assure
- advise.

This approach leads to timely, focused sharing of the working of each committee. The benefit of the work of the committee is further enhanced by including the key issues report near the top of the agenda for council meetings, rather than as the last substantive item, so that the members of council can be informed of the work of the committee, and the assurance that the committee can provide to council, before the substantive discussions take place.

The specific responsibility of the council, foundation and chaplaincy committee is 'to support the work of the university's chaplaincy, to ensure the continued Anglican identity of the university, and to maintain the link between council and the foundation'. This is an important group, and it is clear that the connections with the diocese, foundation fellows and the university chaplaincy are valued. However, the group is not currently carrying out a governance function, so rather than being a committee of council, we suggest it is renamed, for example, as a 'reference group', rather than 'committee'.

The chairs' group consists of the chair, committee chairs, senior independent governor and university executives. This group is at risk of operating as – or being perceived as operating as – a mini council; it was described by one independent member as an 'inner sanctum'. Good practice is for there to be an informal meeting of committee chairs, which meets after council meetings to plan, align and coordinate the work of the committees. Executives should not attend this meeting.

Council's role in developing the strategy

'Working with the executive, the governing body sets the mission, strategic direction, overall aims and values of the institution.' – CUC code of governance

Our survey of council members indicated that there is generally a good understanding of council's role in relation to the strategy. Several interviews commented that the current strategy is overly complicated. It is positive to hear of the discussions that are taking place among council members around the strategy, in particular with awaydays in October 2024 and planned for spring 2025.

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Recommendations

- Council should use its risk register to focus its work and that of its committees.
- The effectiveness of committees would be improved through adopting a standard key issues report, covering the three As (alert, assure, advise) for committee reports to council (a suggested template can be found in appendix II).
- Revisions should be made to the council, foundation and chaplaincy committee and the chairs' group.

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Council composition, culture and relationships

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Headlines

- The size, balance and composition of the council is standard for the sector.
- Council diversity is an area that the university is aware needs attention.
- Constructive challenge and trust between council members is improving, but there is some way to go.
- There is increased transparency between council and executives, which is having a positive impact on effectiveness.
- Council has limited engagement with the wider university, staff and students.

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Council composition

The council at UoG consists of 14 external members, two staff members, two student members, one academic board council member and the vice-chancellor. The academic board member role is currently a vacancy, and one external member is being recruited as another's term will be ending in early 2025. The size of the council is in line with the sector standard in higher education, where the independent members are generally volunteers and therefore the amount of time they are asked to commit to their role is less than in other sectors (such as the NHS or on a corporate board), where non-executive directors are remunerated. This means that more independent members are required to adequately fill the council's committees. The larger number of independent members also provides the added value of enabling the council to include a wider variety of skills and experiences. A larger council also creates challenges in relation to managing meetings and ensuring equal contributions from all.

The CUC provides clear guidance on the remuneration of external members[1]. Based on this and on Charity Commission guidance, and given the significant financial pressures the university is under, in our view this is

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[1] https://www.universitychairs.ac.uk/wp-content/files/2023/11/Board-Member-Remuneration.pdf

not the right time to consider remunerating council members. This is an area that council should keep under review, and it should consider changing the articles of association so that council members can be remunerated in future, should the position change. The council may wish to consider other ways of supporting external members, such as highlighting that travel costs and costs of caring for dependents can be claimed by council members, which may help broaden the diversity of the council.

The current independent members provide a wide range of skills and backgrounds, including higher education, health and social care, business and human resources. Interviewees perceived some gaps in skills, and think the council would benefit from academic higher education experience and further estates, data, IT and digital skills. Gap analysis of skills on the council is used to frame recruitment for new members. There is work underway to refresh the fields of experience accounted for in the skills matrix to ensure that this accurately reflects the range of skills the university requires to meet its strategic objectives. It was unclear to the review team how actively the skills audit is used as a tool to make the most of council member contributions versus being used more singularly as an aid to informing recruitment.

The governance and nominations committee considers diversity and protected characteristics when recruiting members with an aim of ensuring that council members reflect the community of the university. We were pleased to see that this review includes non-visible characteristics, such as non-visible disabilities. The council are aware that there is progress to be made in increasing the diversity of external council members in some respects, in particular in relation to ethnicity. When recruiting new members, simple matters such as the way the advertisement is worded can unintentionally dissuade applicants. A recent governor advertisement used the phrase "a successful track record of leadership and achievement in their professional lives", which gives the impression that a younger person, or someone who has held a less senior role, need not apply.

Tenure for external members is appropriate at four years, with the option to renew for a further four years. This is in line with what we see across the sector. There is an appropriate balance between numbers of staff, student and external members of council. Student members are appointed from the elected leadership of the students' union, on the nomination of the union, and are eligible as long as they hold a student union officer role. In most cases this is one year, but sometimes officers remain for two years. To support student members settling in and making the most of their time on council they are assigned mentors from the external members. Relations between student members and the rest of council were reflected positively. The views of student members are sought in meetings and their contributions are generally seen as helpful.

We heard a lot of concern about the relationships between staff members and other members of council. This tension centred around the management of conflicts of interest, perceived unequal treatment, and opinions expressed about limited access to information. At the time of the review, an investigation had taken place following feedback from a member of council highlighting the sometimes-strained relationships. In the short term there is a need to reset relations. What seems to be at the heart of this is a lack of clarity about the ask of staff members. A good place to start would be for the council going back to first principles and reflecting on what it really wants and needs from its staff membership.

In the longer term, we believe that reforming the appointment model is a crucial step. The current model of electing staff members of council is perhaps unhelpful here because:

- candidates may campaign on platforms that are unrealistic, critical, or beyond the authority of the role, potentially creating unrealistic expectations
- the elective model prevents the council determining the skills, experience, expertise and diversity it is seeking from the candidates

- the current elective model limits the council's opportunity to define and shape the expectations of the role and build that understanding in the process
- the elective model risks returning staff members to the board with a variety of levels of empowerment and engagement within the organisation.

A more effective approach would either be a hybrid model, (for example, staff elections produce a shortlist of 2-3 individuals and the council selects from this group) or a fully selective model. This would enable the council to think about the type of staff roles it most needs. Regardless of what the council decides to do about the appointment process, more should be done to define and set clear expectations of those roles and to support the individuals taking them on.

Culture and relationships

Looking beyond merely having the right people around the table, it is important to ensure the university is using council members effectively and making the most of the skills available to them. There is a perception among some of a two-tier council and an inner circle. All council members should feel equally valued, and while we did not directly observe behaviours or actions which indicated unequal treatment, we recommend that work is done to ensure that the group acts as one council. A council development programme with time used to build relationships will help to bridge any current (or perceived) gaps between council members.

The senior independent governor (SIG) role, which was introduced in 2021, has been particularly important throughout a challenging period, including a change in leadership at vice-chancellor level. While there is a perception that the SIG role has not been as independent as it could be, this is perhaps inevitable given the challenges that have been faced. However, there is an opportunity with a new individual taking up the SIG role to re-emphasise the importance and focus of this role to all council members.

Trust is key in relationships on any governing body. The council delegates authority for decision-making and seeking assurance to its committees, so not all council members will be sighted on the detail of all decisions or discussions that take place in those committees. For committees to operate effectively, it is vital that the council is provided with the right level of reporting from committees to ensure that council members receive appropriate assurance and that decision-making is transparent. Currently, some council members do not feel totally confident in this process. The key issues report recommended earlier would assist in strengthening this, and a council development programme including topics around the role of the committees and how to effectively seek assurance would also help.

Relationship with the executive

There has been considerable change across the university since the appointment of the new vice-chancellor in September 2023. From our conversations with council members and staff, it was evident that there is a high level of trust and confidence in the new vice-chancellor and support for the changes she has implemented. The chair and vice-chancellor have built an effective working relationship.

There has been a mindset shift in the culture of the executive team regarding the value of the council. This is evident in the way that executives engage with council members outside of meetings to draw from their skills and experience through different projects. This, paired with a feeling from council members that executives are being more transparent and encouraging two-way dialogue and discussion, is a move towards a stronger and more effective relationship, although there is still room for improvement.

We heard in interviews that council members felt council and committee papers were written in a way that did not encourage debate and challenge. This has been an area of focus; papers have improved and the level of constructive challenge is also improving. Recruitment of external members with experience in financial matters has also been seen to have a positive impact on the amount of challenge in meetings. As commented above, we did not witness as much challenge as we would expect, and a number of items were accepted without any questions or discussion. When we did observe challenge, it was not always robust – adding little value and providing minimal scrutiny. Constructive challenge is a vital skill for all council members, and it can be learned and encouraged. Robust scrutiny is built on a foundation of trust between those in the room that they are in a place of safety. The council development programme we recommend should encourage relationship development, to foster trust and actively teach the art of asking and responding to strong, challenging questions.

Engagement with the wider university

Student voice and experience is given high priority by the council. The students' union report (authored by the student council members) is always the first item on the agenda of council meetings. This sets a positive precedent and focuses the attention on the main priority for the organisation: its students. Outside council meetings, however, the connection between the council and the wider organisation is limited. Council members have some opportunity to engage with the university outside meetings, but this is unstructured and can be difficult for members who do not live locally. Enabling members to interact directly with students and staff in a structured way can be beneficial to their understanding of the university as it provides an opportunity for them to personally triangulate the information they are provided in council meetings with the reality of the organisation. We recommend that these activities are specifically linked to the university's priorities and/or strategy, so their direct added value is clear to council members.

This additional insight increases the impact council members can have by creating a deeper understanding and therefore more substantial discussion. When recruiting new council members, it should be made explicit that there is an expectation they will attend events and engage outside of council meetings. The university must ensure that these opportunities and events are scheduled well in advance in consideration of council members' other responsibilities.

Recommendations

- Focus on increasing the diversity of council by reviewing recruitment processes.
- Revise the role specification for staff members of council to ensure it reflects the expectation of the role, and review the appointment process for staff council members, with a view to moving to a selection-based model.
- Implement a council development programme, focused on:
  – roles and responsibilities
  – building trust
  – encouraging robust challenge.
- Ensure there is clarity in understanding of the independence of the senior independent governor role.
- Develop an engagement plan linked to the strategy for council members to engage directly with the wider university, and ensure the expectation for this engagement is understood by council members on appointment.

Council's relationship and interactions with the academic board to provide academic assurance

> **Headlines**
>
> - The university's articles clearly define the roles of the council and academic board.
> - While the council member induction process covers governance structures, there is a noticeable gap in understanding regarding the role and work of academic board. There is limited confidence in current academic assurance arrangements.
> - Efforts are being made to develop the connectivity between council and academic board, but it is too early to judge their effectiveness.
> - The academic board meeting we observed was well focused and run, leading to clear outcomes.
> - Key to developing and improving in this area will be the council working with academic board to establish an academic assurance framework.

The university's articles are clear, and prescriptive, about the respective roles of council and academic board. The review team were told that the governance structure is covered in the induction process and the induction pack has plenty of helpful information, although the handbook would be improved by including a section on academic board alongside those on the executive and council committees. Despite this, there are variable levels of understanding of the roles of each group, with one council member commenting they had 'no idea' of the role of academic board. A contributing factor seems to be the underdeveloped relationship and connectivity between council and academic board. This was flagged as a concern in interviews and was one of the lowest scoring areas in the survey of council members.

22. How would you rate the connectivity and relationship between Council and Academic Board?

2.64
Average Rating

Level 5	1
Level 4	
Level 3	6
Level 2	7
Level 1	

While academic board has a member on council, that post was vacant during the review. Having this post in place will help to improve connectivity. Further efforts are being made to develop the relationship, such as meetings in common between the two groups. It is too early to say whether these joint meetings will be effective. This will depend in part on how the shared time is structured and focused. The council are responsible for defining the remit of academic board, beyond the detail in the articles, and for approving its membership, both of which should provide opportunity in the future to develop understanding. Strengthening the relationship and communication between the council and academic board is crucial to enhancing overall governance effectiveness.

Council members expressed limited confidence in academic assurance. This seems to be partly due to the current approach and partly to a lack of relevant expertise in the council membership, which we comment on elsewhere. There is currently no defined structure or framework set out by the council in relation to academic matters and affairs. It would be a helpful exercise for the council, working with the vice-chancellor and wider

academic board, to develop and agree an academic assurance framework. The areas of focus for assurance should be risk-based and some thought given to the forms and timing of assurance on each agreed area.

The terms of reference for academic board provide a clear scope for its work and responsibilities – covering expected key areas like academic standards, research, student experience – and are equally clear about its reporting and accountability. The strong focus on student experience and outcomes is particularly commendable and plays out in meetings. There is also a clear commitment to transparency through the protocol of publishing minutes. It might also be useful to have a separate supporting document which sets out in more detail the expectations of the staff and student members to support their induction onto the board. The terms of reference lack a specific focus on digital and sustainability. While risk features in the terms of reference, it might be helpful for oversight of the management of relevant risks to be an explicit responsibility of the board.

Academic board membership is lean and thoughtfully comprised, with sensible term limits. The academic board meeting we observed was run very effectively. It was highly discursive with good levels of debate and input from all. Contributions were broad but relevant and intersectional. The agenda was well structured and relevant to the board's remit. There was a strong focus on student experience and student outcomes throughout the meeting, reflected in both the content of the papers, the structuring of the agenda and the nature of contributions and discussion. The discussion included ideas and suggestions as well as challenge and scrutiny. There was also a good focus on equality, diversity and inclusion, and engaging with students. One of the items discussed at the academic board meeting was the annual academic assurance statement, which is currently the council's key means of receiving academic assurance. Thought was given to how to compose the paper to frame and encourage engagement and questions from council.

The meeting was capably and inclusively chaired by the vice-chancellor, with decision-making consensus driven. There was good use of data in some reports, with links to sector reference points and good understanding of Office for Students' requirements. The vice-chancellor had to give direction to some discussions and steer them towards actions and outcomes. In part, it felt like a group finding a rhythm and working towards maturity.

Recommendations

- Council member inductions should feature more focus on the role of academic board and academic assurance arrangements and respective responsibilities.
- The council should work with the vice-chancellor and academic board to develop a risk-based academic assurance framework.
- Academic board should develop its terms of reference to cover relevant areas of risk management, digital and sustainability.

Council and governance documentation

Headlines

- Council documentation is clear, practical and accessible.
- Minor updates to cover sheets and agendas would increase effectiveness.
- Meeting papers have improved but there is more to be done on ensuring reports are focused on outcomes and tailored for the forum at which they are being presented.

Council committee terms of reference are concise and consistent with an accessible layout, meaning the information is useful in practice. The scheme of delegation was updated during the time of our review to reflect the changes in personnel. The document is clear and appropriate; using a schematic/table would make it easier to scan the page to find the relevant information.

Reports for committees and council are generally of good quality, and have improved over the past year. However there is further potential for improvement in focusing on what is being requested of the meeting members and what outcome the author wishes to achieve. Each paper must be tailored to the forum at which it is presented. As a paper moves through the assurance system, consideration should be given at each stage as to whether it should be revised. The tone or request for the audience may change depending on the forum. Training for report writers and for executive sponsors would be helpful to ensure clarity of expectations.

The council principles of engagement states that no council paper should be more than four pages long (excluding appendices), and the council papers we reviewed generally complied with this rule, with financial reports as an outlier. Committee papers, however, are not held to the same discipline. Paper packs for both audit and risk committee and finance and general purposes committee are generally more than 100 and sometimes more than 200 pages long. For some meetings this will be unavoidable, for example when the accounts are being signed off, however a similar rigour to uphold the expectation for shorter reports detailing only the key information required should be enforced where possible.

Cover sheets are used consistently across the council and committee papers we reviewed. The cover sheet template should be updated to include:

- a field to indicate how the paper impacts or relates to the university's strategic objectives
- a field to indicate which other meetings/forums the paper has been through before the present one.

This will help provide context for the report and focus the reader on considering the content in relation to its impact on the university's strategy.

Meeting agendas currently include the amount of time that each item should take. It would be more useful for the agenda to include the expected start time for each item to enable the chair to monitor the flow of the meeting more easily.

There is concern among some council members that governance processes can be viewed as an end in themselves rather than a means to secure an outcome. For example, conducting a skills audit is a helpful exercise only if it is used actively to inform recruitment, individual and collective board development and committee composition. The skills audit itself is not the outcome, it is a tool to enable work that adds real

value. We were told that some of these tools, including the risk register, were at times considered as an end product rather than a tool to ask, 'so what?' and aid the work of the board or committees.

Although slightly out of scope, it came to our attention that there is some frustration due to an ineffective management meeting structure below the university leadership group. We recommend a review and rationalisation of meeting structures to reduce the time spent in meetings as well as improving the line of sight and therefore quality of assurance that is received by the governing body.

Recommendations

- Provide training for report writers and executive sponsors.
- Update the cover sheet template.
- Add start times to meeting agendas rather than the amount of time the item should take.
- Review the effectiveness of the meetings structure reporting into the university leadership group, with an aim of rationalising this.

Conclusion and next steps

The review was conducted following leadership transition at the university and at a particularly challenging time for the UK higher education sector, which has posed some institution-specific challenges.

The objective of the review was to help the university, through an assessment drawing on good practice and reflecting regulatory expectation, to evaluate the effectiveness and efficiency of the council and its supporting governance and identify areas for improvement.

Through a period of difficulty, the University of Gloucestershire has made some vital improvements to its ways of working and governance. While the review has identified good practice, it does highlight areas for improvement, including:

- how the council uses risk to shape and focus its work and that of committees
- the effectiveness of committee reporting to council and academic assurance
- connectivity between the council and academic board.

We have proposed a succinct set of recommendations in response to these. The recommendations are intended to be taken forward together and seen as drivers for increasing effectiveness and efficiency.

The university and its leadership have demonstrated a commitment to continually reviewing and improving governance. By implementing the recommendations outlined in this report, the university's leadership can further enhance its governance practices, and strengthen its decision-making processes and oversight.

Appendices

Appendix I: Methodology

This review was undertaken using a well-established technique grounded in the triangulation of evidence. GGI's review process used a variety of materials, templates, and benchmarking tools to guide various review activities, which have included:

- semi-structured interviews with key staff
- a review of relevant documentation
- one focus group with staff and one focus group with students
- meeting observations, including of the council and academic board
- surveys of members of council, members of the university executive committee and members of academic board.

Scoping interviews

Name	Role
Nicola de Iongh	Chair of council
Clare Marchant	Vice-chancellor
The Rt Revd Robert Springett	Deputy chair of council
Dr Matthew Andrews	Chief operating officer and PVC student experience

Interviews

Name	Role
Clare Marchant	Vice-chancellor
Nicola de Iongh	Chair of council
The Rt Revd Robert Springett	Deputy chair of council
Ingrid Barker	External member of council
Thomas Chambers	External member of council
James Cooper	External member of council
Paul Crichard	External member of council
Ruth Dooley	External member of council
Chris Fung	External member of council
Steve Gardiner	External member of council
Pam Sissons	External member of council
Elonka Soros	External member of council
David Soutter	External member of council
Julie Walking	External member of council
Peter Warry	Senior independent governor
Dr Louise Livesey	Staff council member
Joe Sucksmith	Staff council member
Bobola Ajibola	Student council member
Ness Garrett	Student council member
Jaki Meekings-Davis	Co-opted committee member
David Oakhill	Co-opted committee member
Peter Tinson	Co-opted committee member
Dr Matthew Andrews	Chief operating officer and PVC student experience
Julie-Ann Brooks	Director of people
Katharine Clough	Chief marketing officer
Stewart Dove	Director of student experience
Professor Jackie Labbe	Deputy vice-chancellor & provost
Jess Lawson	Director of strategic planning and transformation
Camille Stallard	Chief finance officer

Meeting observations

Meeting	Date
Committee chairs group	16 September 2024
Finance and general purposes committee	17 September 2024
Audit and risk committee	20 September 2024
Remuneration and HR committee	25 September 2024
Council	1 October 2024
University executive committee	7 October 2024
Academic board	23 October 2024
Governance and nominations committee	12 November 2024
Council, foundation and chaplaincy committee	13 November 2024

Documents reviewed

- Annual review of chair (June 2024)
- Articles of association
- Committee structure and calendar
- Council, co-optees and executive membership (August 2024)
- Council meeting evaluations (February – June 2024)
- Council membership: skills, experience and protected characteristics audit (December 2023)
- Council principles of engagement (2022)
- Council standing orders
- Examples of workshops and development opportunities for staff
- Examples of engagement posts on staff intranet
- Induction pack for council members (August 2024)
- Internal annual review of council effectiveness (December 2023)
- Meeting packs
  - council (February 2024 – June 2024, October 2024)
  - audit and risk committee (September 2023 – September 2024)
  - council, foundation and chaplaincy committee (November 2022 – November 2024)
  - finance and general purposes committee (January 2024 – September 2024)
  - governance and nominations committee (January 2023 – November 2024)
  - remuneration and HR committee (March 2023 – February 2024, September 2024)
  - academic board (October 2023 – June 2024, October 2024)
  - university executive committee (May 2024 – June 2024, November 2024)
- Risk management policy
- Risk register (March 2024)
- Scheme of delegation (June 2024)
- Terms of reference
  - council
  - audit and risk committee
  - council, foundation and chaplaincy committee
  - finance and general purposes committee
  - governance and nominations committee
  - remuneration and HR committee
  - academic board
  - academic affairs committee
  - honorary awards committee
  - research committee
  - research degrees committee
  - research ethics committee
  - university executive committee
- University strategy and supporting strategies

Appendix II: Key issues report

[Insert name] committee **Key issues report** **(This report should be a maximum of two sides of A4 paper)**		
Report date:	**Report of**: [Insert name of committee]	
Date of last meeting:	**Membership numbers:** [State the number of members in attendance] **Quoracy met:** [For example: 100% attendance including the chair and deputy chair]	
1	Agenda	The [committee name] continues to meet [add in meeting frequency]. The [committee name] considered an agenda which is attached [attach agenda when sending]
2a	Alert	The [committee name] wishes to alert members of the council of governors that: [Provide details of the key three or four matters you wish the council of governors to be alerted to and which have been discussed in your meeting]. *For example, movement in the forecast financial deficit from £X to £Y.* *An alert should be any information that has the potential to impact delivery and requires escalation for action to be resolved, or potentially for council to be aware.*
2b	Assurance	The [committee name] wishes to assure members of the council of governors that: [Provide details of the key three or four matters you wish the council of governors to be alerted to and which have been discussed in your meeting]. *For example, receipt of an internal audit report, providing a level of assurance on a particular area.* *Assurance statements are how those with responsibility provide confirmation that internal systems are operating effectively.*
2c	Advise	The [committee name] wishes to advise members of the council of governors that: [Provide details of the key three or four matters you wish the council of governors to be alerted to and which have been discussed in your meeting]. *For example, details of forthcoming guidance from regulators.* *Advise can consist of details which it may be important for the readers of the report to be aware of, but do not necessarily require direct action.*

	[Insert name] committee Key issues report (This report should be a maximum of two sides of A4 paper)	
2d	Review of risks	[Provide a brief update on any risk that needs to be escalated, for example if a risk is showing mitigating actions that are outside the agreed timescale or that meet a certain risk score that require their escalation in line with the risk management policy].
2e	Sharing of learning	[Provide details of key points of learning that should be shared across the university. This may be taken from the sections above, or additional information]
3	Actions to be considered by the council of governors	[Provide any additional actions not referenced above that you would like the council of governors to consider]
4	Report compiled by: [Name of committee chair and officer who compiled the report] Minutes available from: [Name of officer/location from where the minutes of the meeting may be obtained]	

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