

Governance Effectiveness Review 2019: Executive Summary

Introduction

1. The CUC's *Higher Education Code of Governance* (2014) ('the Code') states that 'governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees, the starting point for which should be an assessment against this Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of primary responsibilities)'. Such reviews 'must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any actions arising from the last effectiveness reviews'.
2. This is an executive summary of the report of the Governance Effectiveness Review undertaken in spring 2019 at the request of the University of Wales Council. The review was commissioned by the Council on the recommendation of the Strategy, Planning, Resources and Governance Committee (SPRG).
3. The executive summary is accompanied by an action plan, covering both the University of Wales and the University of Wales Trinity Saint David, which was approved by the Council on 27 September 2019 and is updated periodically.

Terms of reference and methodology

4. The terms of reference for the review were as follows:
 - a) To review the effectiveness of Council in exercising its Powers as defined in Statute 17, with particular reference to the structures and processes ('enablers') that underpin its work.
 - b) To give assurance to Council and other stakeholders that it is fulfilling its role optimally and meeting the requirements of the CUC's *Higher Education Code of Governance* (2018).
5. The Council identified the following broad areas for consideration:
 - a) The effectiveness of the committee structure established by Council in July 2017 in preparation for governance integration with UWTSD.
 - b) The effectiveness of Council's oversight of the assets to which a commitment has been made through Adduned Cymru – the Wales Pledge.
 - c) The ways in which new Council members are supported to understand their responsibilities and to undertake them effectively.
 - d) The clarity of information provided for Council members.
 - e) The dynamic between Council members and officers.

- f) The management of duality of interests.
 - g) The optimum size of Council in the future.
6. The review was undertaken by a small group appointed by the Chair of Council in consultation with the Chair of SPRG, comprising:
- Deris Davies Williams, independent member of Council
 - Professor David Timms, consultant, formerly Deputy Vice-Chancellor, Bath Spa University, external member

Support was provided by Sarah Clark, Clerk to Council.

7. The review methodology comprised (in chronological order):
- a) preparation of background documentation for the review group, including contextual information for the external member. The documentation included recent publicly available reports on higher education governance effectiveness;
 - b) an initial, short meeting of the review group on 15 February 2019 to discuss the review with the Chair of Council and thereafter to agree its approach and identify preliminary lines of enquiry;
 - c) distribution of a questionnaire, informed by the survey tools available from the Leadership Foundation, to Council members and senior officers, and subsequent analysis of the outcomes. The response rate of members was around 63%;
 - d) meetings of the review group with members of Council and senior officers on 26 February 2019, and a subsequent telephone discussion with an independent member who was unable to attend on that date;
 - e) a final meeting of the group on 26 February 2019 and subsequent discussions to agree its preliminary conclusions;
 - f) preparation of a draft report by the Clerk, for discussion by and the approval of the review group.
8. The review group is grateful to all Council members and senior officers who participated in the review through meetings and completion of the questionnaire, and contributed so constructively to the discussions.

Conclusions

9. In conclusion, and as a result of its meetings and deliberations, the review group:
- confirmed that Council is effective in exercising its Powers as defined in Statute 17
 - provided assurance that Council is meeting the requirements of the CUC's *Higher Education Code of Governance* (2018).
10. In support of this conclusion, the external member of the review group commented:

‘Overall, I formed the view that Council members and the staff of the University were managing an immensely complex project with great commitment. As per the Review’s terms of reference, Council can be assured that it is ‘fulfilling its role’ in an effective and efficient manner. The recommendations are intended, therefore, further to develop Council effectiveness and efficiency, since they build on a secure existing foundation.’

Recommendations

11. The review group made 11 recommendations to support the further development of Council’s effectiveness and efficiency, as outlined below.

Recommendation 1: that Council considers its overall strategy for the management and governance of the University’s subsidiaries and assets. This consideration should include whether the assets should be treated as operational units under the responsibility of a senior staff member who reports to SPRG and Council.

Recommendation 2: that Council considers adopting a scheme of delegation that explicitly states the primary purposes, scope of authority and responsibility for decision making of all standing committees and individuals acting with the authority of Council.

Recommendation 3: that the project plan for progress towards full merger and the risk register should be reviewed and thereafter should be monitored directly by Council.

Recommendation 4: that a dynamic and user-friendly source of current information for Council members is developed.

Recommendation 5: that Council and standing committee agendas and supporting papers are organised so as to:

- introduce each agenda item through a cover sheet in common form which clearly:
 - provides a summary of the accompanying documentation (with reference to the location of any additional sources of information where appropriate);
 - sets out the decision required of Council.
- wherever possible, provide a written report in relation to each item, allowing members more time to absorb information in advance and refer to it after the meeting

Recommendation 6: that Council reviews the timing and frequency of meetings against the flow of business, with a view to ensuring that papers can be made available in good time.

Recommendation 7: that members are asked, at the start of each meeting, to identify any agenda items for which they have a duality of interest.

Recommendation 8: that Council develops written policies on the management of potential conflicts of interest in relation to overlapping roles of members of Council and the boards of ‘assets’, and also in relation to the possibility of ‘conflicted quora’.

Recommendation 9: that Council considers reducing the size of the Audit Committee and reviewing the membership of that Committee to ensure the appropriate balance of expertise.

Recommendation 10: that progress against the review recommendations is considered by SPRG at its first meeting in each academic year.

Recommendation 11: that, noting that the next major effectiveness review of the UWTSD Council is scheduled for academic year 2021/22, the UW Council considers at that stage whether a further effectiveness review of UW governance arrangements is necessary or appropriate.