

GOVERNANCE EFFECTIVENESS REVIEW OUTCOMES REPORT – COURT OF GOVERNORS' COMMENTARY

INTRODUCTION

In May 2019, the Court of Governors at the University of Westminster ('the Court') appointed the Halpin Partnership to provide an external and independent review of the effectiveness of the Court and its committees. The Halpin Partnership completed a programme of work between June and September 2019 including 1-2-1 interviews with all members of the Court and other key individuals, observations of meetings of the Court and all its sub-committees and a desk-based review of governance documentation. The work of the independent reviewers was overseen by an Effectiveness Review Working Group comprising governors, key governance colleagues, a Deputy Vice-Chancellor and an external member with experience of governance at another HEI (see Appendix 1 for the Working Group's terms of reference and membership).

The report that follows is the outcome of that review.

REPORT FINDINGS

On 2 October 2019, the Court endorsed the Halpin Partnership report and accepted the 15 recommendations.

The Court acknowledges that the views expressed in the report are accurate reporting of the perceptions and recollections of members of the governing body; however, there are some statements that are incomplete or inaccurate. Additional information is provided below to provide context for the reader:

Previous effectiveness reviews (paragraph 10)

An action plan for each previous effectiveness review is agreed and monitored by the Court. The Clerk to the Court of Governors' most recent report to governors on progress against the action plan arising from the 2016-17 effectiveness review was in June 2019. This report confirmed that of the eight actions four were complete, three partially complete and one outstanding.

Agenda planning groups (paragraph 40)

It has been a longstanding practice for a pre-meeting to be held 2-4 weeks in advance of each Court and committee meeting. Participants include the Clerk to the Court, the relevant Chair and the University leader/s and manager/s responsible for the areas of business to be covered at the meeting. The purpose of the pre-meetings is to discuss and agree the proposed agenda and to brief the Chair on pertinent matters to be presented to the Committee.

Governors as observers at Academic Council (paragraph 68)

At the time of writing, 10 out of 20 current governors who are not members of Academic Council have observed one or more meetings of Academic Council. Observation of a meeting of Academic Council (and the University Executive Board) has been included in the induction programme for all new governors since March 2017; new members' observation of such meetings is expected to take place within their first year as a governor.

NEXT STEPS

On 27 November 2019, the Court agreed an implementation plan to respond to the recommendations in the independent review report (see below). The plan includes 33 actions - 18 relate to the 15 recommendations from the independent review; nine pick up suggestions from the body of the report; and six are improvements identified through the broader discussions of the Working Group. Governors will receive an update on progress against the implementation plan annually and the next effectiveness review is due in 2021-22.

The work being undertaken following this review complements Being Westminster 2023: Our University Strategy and the Court – demonstrating its commitment to the University's values – will continue to embrace the opportunity to be progressive in our governance arrangements, more inclusive in our processes and appointments, and responsible in all our actions and decisions.

I would like to thank the Halpin Partnership, current and past members of the Court and its committees and members of the Working Group for their contributions to this review.

Di Yeo - Interim Chair to the Court of Governors, November 2019

EFFECTIVENESS REVIEW 2019-20 IMPLEMENTATION PLAN

NOTES

- Prefixes 1 to 3 indicate Priority 1, 2 and 3 recommendations according to governor priorities
- Prefix 4 indicates actions relating to suggestions from the body of the independent report
- Prefix 5 indicates actions identified by the Working Group or the Court of Governors not relating to a recommendation or suggestion in the independent report
- All references to the Chair to the Court/Nominations Committee include the Interim Chair to the Court/Nominations Committee
- The Company Secretary is the University Secretary and Chief Operating Officer, who is the senior leader responsible for governance

Ref	Action	Responsibility	Overseen by	Approved by	Completed by	Dependencies
1A	Produce a clear action plan to support diversity in the future recruitment of Court members	Clerk to the Court	Chair, Nominations Committee	Court of Governors	27.11.19	
1B	Agree a target size for the Court	Nominations Committee	n/a	Court of Governors	26.02.20 (Noms) 18.03.20 (Court)	Informed by actions 1A, 5A and 5B
1C	Produce a succession plan to achieve the target size whilst maintaining necessary skills and experience; consider skills gaps (current and future), retirement dates, appointments and leadership roles	Clerk to the Court	Nominations Committee	Court of Governors	20.05.20 (Noms) 03.06.20 (Court)	Dependent on 1B Informed by actions 1A, 2G, 5A, 5B and 5C
2A	Add Company Secretary to membership of Nominations Committee	Clerk to the Court	n/a	Court of Governors	27.11.19	
2B	Add a formal report on the business of Academic Council to the standing agenda items for all Court meetings (nb. item for discussion not starred)	Clerk to the Court	Chair to the Court	n/a	27.11.19	
2C	Schedule a 30-minute briefing on an academic activity prior to each meeting of the Court	Clerk to the Court	Chair, Academic Council	Chair to the Court	27.11.19	
2D	Schedule a half-day workshop for Court and Academic Council members to explore in detail the new Education Strategy prior to approval by Academic Council	Clerk to the Court	Chair, Academic Council Deputy Vice-Chancellor (Education)	n/a	31.05.20	
2E	Schedule an annual briefing for the Court on quality assurance from the Academic Registrar or Deputy Registrar (Quality and Standards)	Clerk to the Court	n/a	n/a	18.03.20	Prior to or in parallel with 2F
2F	Schedule a more in-depth discussion of the annual quality report at a meeting after receipt of the report by the Court in November	Clerk to the Court	n/a	n/a	18.03.20	In parallel with or after 2E
2G	Maintain within the Court membership one independent governor with academic management experience	Clerk to the Court	Nominations Committee	Court of Governors	Ongoing	

Ref	Action	Responsibility	Overseen by	Approved by	Completed by	Dependencies
2H	Clarify the formal reporting relationship between Academic Council and the Court as expressed in the Articles of Association	Clerk to the Court (with legal advice)	Company Secretary	Court of Governors	July 2022	In parallel with 2I and 5E
2I	Streamline the Articles of Association, removing and reassigning responsibilities to internal regulatory groups and statements	Clerk to the Court (with legal advice)	Company Secretary	Court of Governors and Office for Students (plus Charity Commission if any change to the objects)	July 2022	In parallel with 2H and 5E Informed by 3A and 5C
2J	Add governance relationship with the Quintin Hogg Trust to the strategic risk register	Vice-Chancellor	n/a	University Executive Board	27.11.19	
2K	Seek agreement from the Quintin Hogg Trust for a joint review of the governance relationship between the two bodies	Company Secretary	Vice-Chancellor	n/a	18.03.20	
2L	Introduce committee inductions	Clerk to the Court	Committee Chairs	n/a	March 2020	
2M	Add to the governor induction programme a session with the Deputy Registrar (Quality and Standards) or nominee on quality assurance processes	Clerk to the Court	n/a	Nominations Committee	26.02.20	Subject to agreement of the Academic Registrar and Deputy Registrar (Q&S)
2N	Introduce annual governor review discussions (phone or face-to-face) for all governors with the Chair to the Court or a Deputy Chair to the Court	Chair to the Court (Clerk to the Court - schedule)	n/a	n/a	March 2020	
3A	Analyse governance structures against the requirements of the Charity Code using the Charity Commission reporting template	Clerk to the Court	Company Secretary	n/a	July 2021	
4A	Hold an annual 'town hall' event for governors showcasing University academic activities and projects	Director of Marketing and Communications	Vice-Chancellor	n/a	July 2020	
4B	Organise a session on legal responsibilities for those governors who were not in post or could not attend the Court development session in June 2019	Clerk to the Court	Chair to the Court Company Secretary	n/a	April 2020	
4C	Submit to the Court an annual equality and diversity update report on the composition of the Court and its sub-committees (covering protected characteristics and achievement of the breadth of skills in the skills matrix)	Clerk to the Court	Nominations Committee	n/a	July 2020	Informed by 1A, 5A and 5C

Ref	Action	Responsibility	Overseen by	Approved by	Completed by	Dependencies
4D	Produce Chair's briefing notes for committees (already produced for Court and Academic Council)	Clerk to the Court	Committee Chairs	n/a	14.11.19	
4E	Introduce a Code of Conduct for members	Clerk to the Court	Chair to the Court	Court of Governors	18.03.20	Consider inclusion of 4I
4F	Notify governors of planned fire drills, fire exits and assembly points at the start of each Court and committee meeting	Clerk to the Court	n/a	n/a	14.11.19	
4G	Add a formal report on wellbeing, health and safety matters to the standing agenda items for all Court meetings and provide Safety, Health and Wellbeing Committee minutes for information to the next Court meeting (nb. item for discussion not starred)	Clerk to the Court	Vice-Chancellor Chair of the Safety, Health and Wellbeing Committee	n/a	27.11.19	
4H	Inform governors how to request independent (legal) advice on governance matters	Clerk to the Court	Company Secretary	n/a	18.03.20	
4I	Remind governors of the procedure for raising concerns about governance matters or governor conduct	Chair to the Court	n/a	n/a	18.03.20	Consider including in 4E
5A	Review the format of the Court of Governors skills matrix and how it can be used to improve diversity	Clerk to the Court	Chair, Nominations Committee	Nominations Committee	26.02.20	
5B	Propose to the Court of Governors that the Court's sub-committee structure is streamlined by combining the Finance and Property Committee and HR Committee into a single Resources Committee	Chair to the Court and Clerk to the Court	n/a	Court of Governors	27.11.19	
5C	Conduct a 'root and branch' review of the Court's sub-committee structure, membership and responsibilities	Clerk to the Court	Nominations Committee	Court of Governors	20.05.20 (Noms) 03.06.20 (Court)	
5D	Review membership of Academic Council and identify opportunities to strengthen Council through greater diversity and high-quality membership	Chair, Clerk and Secretary for Academic Council	Academic Council (reporting outcomes to Nominations Committee)	Court of Governors	12.02.20 (Ac Co) 26.02.20 (Noms) 18.03.20 (Court)	
5E	Decide whether to remunerate the Chair to the Court, Deputy Chairs to the Court, Committee Chairs and/or all governors	Clerk to the Court	Chair to the Court Company Secretary	Court of Governors (plus Charity Commission and Office for Students if	July 2022	In parallel with 2H and 2I Informed by 3A

Ref	Action	Responsibility	Overseen by	Approved by	Completed by	Dependencies
				Articles to be amended)		
5F	Produce a brief response to publish alongside the independent report	Clerk to the Court	Chair to the Court Vice-Chancellor	Chair to the Court	December 2019	

TIMELINE OF ACTIVITIES AND DEADLINES

Date	Milestone
04/11/2019	Implementation plan start
14/11/2019	4D/4F
27/11/2019	1A/2A/2B/2C/2J/4G/5B
31/12/2019	5F
26/02/2020	2M/5A
18/03/2020	1B/2E/2F/2K/4E/4H/4I/5D
31/03/2020	2L/2N
30/04/2020	4B

Date	Milestone
31/05/2020	2D
03/06/2020	2A/5C
31/07/2020	4A/4C
31/07/2021	3A
31/07/2022	2H/2I/5E
31/08/2022	Implementation plan complete

UNIVERSITY OF
WESTMINSTER

Governance Effectiveness Review

September 2019

Final Report

Halpin

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Executive Summary

There has been a significant amount of change in the membership and leadership of Court in the last few years and the current Chair has been appointed on an interim basis until October 2020. The Vice-Chancellor has been in post since May 2018 and there has also been a recent new appointment to the University Secretary and Chief Operating Officer role.

Despite the many changes, and concerns from some members that the Court had previously been less than optimally effective, it now largely works cohesively and delivers good outcomes. It has an active membership, with individuals feeling able to express their views openly, to challenge colleagues and to question decisions. It has a very experienced and efficient Clerk who is universally seen as approachable and supportive. Relationships between Court and University senior managers are generally positive.

This review considers to what extent the University's governance is effective, follows best practice and supports the University to deliver its strategic plans. Our findings show that although the Court works well, there are opportunities to improve its effectiveness. Our review therefore makes 15 recommendations, summarised in **Appendix 1**, of which the most important are:

- to increase the size and alter the quorum of the Audit Committee,
- to consider the formal reporting relationship between Academic Council and the Court, alongside an extension of regular activities designed to build a closer mutual understanding between them,
- to develop a clear action plan to support diversity in the future recruitment of Court members, and
- to review induction and annual refresher training, to ensure members understand their attendance responsibilities, their responsibilities as charity trustees and company directors, their roles on sub-committees, and the proper functioning of the academic assurance process.

A number of the wider recommendations are designed to reflect feedback from our observations, desk review, interviews and knowledge of practice in other organisations. Taken together, we believe they will lead to a significant improvement in governance practices. All our recommendations are highlighted in the text of the main report as they occur, and are also listed at the end for ease of reference.

Introduction

The University of Westminster (Westminster, the University) commissioned Halpin Partnership (Halpin) to conduct a review of governance effectiveness.

1. Our review work was undertaken between June and September 2019, and progress was briefly reported to the Effectiveness Review Working Group meeting in June, with a written update provided in July. The findings set out in this report are consistent with that update.
2. The scope of the review, project plan and timescale were agreed between the University and Halpin, with detailed terms of reference set out in the letter of engagement dated 24th May.
3. Selena Bolingbroke and Maureen Boylan, Halpin Consulting Fellows, undertook the review on behalf of Halpin with support from Susie Hills, Halpin Joint CEO and Katie Welsh, Halpin's Project Manager (**Appendix 2**).
4. We would like to record our appreciation for the open and candid nature of the conversations held with members of Court and senior staff, for the welcome accorded to us at the meetings we observed, and most especially for the responsive, prompt and practical support provided by the Clerk to the Court and her team.

Methodology

5. Our methodology was designed to deliver a report which fulfilled the terms of reference, enabled wide consultation and feedback from members of Court and which drew on best practice from the sector and beyond.
6. We conducted 28 interviews with members of Court and University of Westminster staff whose role supported governance and these interviews were completed June-July 2019 (**Appendix 3**). The interviews were based on a survey format to standardise questions but also to allow for a quantitative view of Court opinion in relation to certain topics.
7. We also conducted an extensive review of the University's governance documents and papers of key committees from the past two years (**Appendix 4**).
8. To complement the review of documentation and interviews we also observed 10 meetings, including Court, sub-committees, Academic Council and the informal meeting of Chairs of sub-committees. These observations took place between June-September 2019. The full list of meetings attended is at **Appendix 5**.

Context

9. The majority of Court members believe that the University exercises good governance. Many members commented on a significant and positive change in their experience of governance since the appointment of the new Vice-Chancellor and University Secretary & Chief Operating Officer. The commitment of the interim Chair of Court and her engagement with members of the Court and wider University community inside and outside of Court meetings was recognised and valued by Court. Members also commented favourably on the experience and expertise of Independent members and their willingness to challenge information and proposals brought by the University Executive Board (UEB) to ensure the best interests of the University. The Clerk to the Court was also seen as a real 'governance asset' by members in terms of the organisation of meetings and Court business.
10. Whilst there have been previous reviews of governance effectiveness, three-quarters of members were not aware of the reviews. The last review was carried out during the 2016-17 academic year and reported to Court in June 2018. This low level of awareness may reflect the lower visibility of any internally led review exercise as well as the number of relatively new members of Court, at the time the last review was conducted only one third of the current Court were in post, although the majority would have been in place at the time its findings were reported and acted upon. Of those members who were aware of the previous effectiveness reviews, none were confident that recommendations had been successfully implemented.
11. There has been a significant amount of change in the membership and leadership of Court in the last few years, and the current Chair has been appointed on an interim basis until October 2020 having stepped up from her previous Deputy Chair role. A third of members have served for less than a year. For longer standing members of Court there were residual concerns arising out of the University's previous financial difficulties and a keenness to make sure that Court discharges its role in scrutinising accurate financial and performance information as well as assessing risk. Several members, including newer ones, commented on the need to ensure that lessons had been learnt and that there was transparency over what had gone wrong before in terms of governance.

Students, Staff and Stakeholder Engagement

12. When asked about staff and student voice and engagement in governance, a strong majority of members felt staff and student issues were considered. That said, the staff members were less confident about the staff voice being consistently heard and considered.
13. Generally, members said that they expected staff issues to be regularly discussed at the HR Committee meeting. Our observation of the July meeting of the HR Committee and review of minutes of previous meetings during the 2018-19 academic year supported this view. As well as considering and recommending policy to Court,

the committee also received University HR Activity updates from the Director of Human Resources and Safety, Health and Wellbeing, albeit as oral reports. There was also evidence of sub-committee members asking questions about how new strategies and policies would be implemented and how they would be measured for effectiveness.

14. Many independent members commented on the high quality of student participation at Court meetings. They said that they stayed aware of student and staff issues through a variety of channels – principally the staff and students who were also members, but additionally through the Vice-Chancellor's Report to Court and his blog written for the University staff community which was additionally circulated to independent members by the Clerk. Members also referred to reports from the Deputy Vice-Chancellor (Education) that they received at Court meetings on issues such as the National Student Survey as well as their attendance at events such as graduations and exhibitions which enabled them to talk directly to students. There is a 'Link Governor' scheme and a member of Court whose area of responsibility is the student experience and who links with Westminster Students' Union; this Court member is also an observer on the Student Experience sub-committee of Academic Council. However, less than half of members were confident that Court was transparent in communicating its decisions to the wider staff and student communities. More than one Court member commented on the need for greater visibility of the work of Court with students and staff and suggested an open 'meet the governors' style event.
15. In terms of other stakeholder engagement in university governance, just less than half of members were satisfied that other key stakeholders were appropriately involved. Most cited the Quintin Hogg Trust (QHT) as a key stakeholder. Some members suggested, and we also **recommend (R1)**, that the governance relationship between Court and QHT might benefit from a review to ensure that there was an effective and transparent relationship; QHT is both landlord to the University and philanthropic donor through the QHT Trust where the University is the sole beneficiary.
16. Members suggested engaging with other external stakeholders such as graduate employers, industry representatives, local authorities, philanthropic donors, and government department/policy stakeholders, including the Office for Students. Most members recognised that much of the stakeholder engagement was channelled through the Vice-Chancellor and that this was one of his strengths. However, some also suggested that University engagement with important stakeholders could be strengthened if there was a stakeholder engagement strategy which drew on members' expertise and professional networks.
17. The Clerk to the Court confirmed that each of the Colleges has, or is in the process of establishing, an Employer Advisory Board; Court members do not sit on these Boards. One member is also the Link Governor for Employability. So far, there seems to be limited awareness across Court of these new forums and the Employability Link Governor role and no specific report back to Court.

Recruitment, Induction & Development

18. One-third of members had less than a year's service, two-thirds less than five years. Three-quarters had been involved in governance at another institution – this was often a small charity or school governor setting. However, a few independent members had governance experience from similarly sized organisations (e.g. Housing Associations) and one member had experience of another University governing body.
19. The majority of members had received an induction to Court and all of the more recent recruits had received an induction. The induction usually took the form of a meeting with the Chair of Court, Clerk and the University Secretary. Some had an opportunity to attend Court or sub-committee meetings to observe or shadow members before formally joining Court. The majority said that they had received ongoing training in their role following their induction.
20. The majority of members have a specific role on Court. These included membership of a sub-committee, a staff or student representative role or a link governor role for a College or particular thematic area. Of those who were on sub-committees, over half of those reported that they did not receive a specific induction to the sub-committee that they served on.
21. A significant minority (a quarter) said that they had received no training or briefing on their legal obligations as Court members. However, a training event was held in June 2019 with an expectation of mandatory attendance, unfortunately on this occasion 9 members were unable to attend, and the University will therefore wish to follow up on its intention to reach all members. Overall the majority of Court felt that the University was making good use of their skills and experience, although a few did say that they thought they could offer more.
22. A skills matrix is used to support the identification of skills gaps so as to inform the recruitment of new Court members. They are also asked to complete a skills matrix on an annual basis based on individuals' own assessment of their expertise. The Clerk then prepares a report which identifies gaps in skills and experience for Nominations Committee. Previously identified gaps, such as experience of university governance, have been addressed in recent appointments to Court (see also para. 69 below). It is essential that the skills matrix identifies both the skills needed for recurrent operational needs as well as those needed for current ambitions and future priorities. It should be used to inform all considerations of committee vacancies; our observation of a discussion of upcoming vacancies at the September meeting of Nominations Committee suggests that this is not always the case. The risk being that without such consideration, like-for-like recruitment becomes the default position.
23. Having reviewed the terms of reference for Nominations Committee we would **recommend (R2)** that the University Secretary, as the senior postholder with governance expertise, should attend meetings to support the work of the Committee. For example, it is normal practice within the sector for the University Secretary to be

closely involved with advising Nominations Committee on the process required to support the recruitment of a new Court Chair and University Chancellor.

24. A key task for the Court in the year ahead will be the recruitment of a permanent Chair of Court. There is a job specification and the CUC (Committee of University Chairs) provides good role descriptors, but profile and personal qualities required of the Chair in the context of the University's ambitions and key governance challenges will also require careful consideration. The intention is to advertise the appointment externally. However, the initial report presented at the September meeting of Nominations Committee suggested that there were no plans to use external recruitment consultants. We would recommend that this is considered; a good recruitment consultant has global reach and access to a more diverse audience to ensure the University is appealing to best in class. Following discussion at the Committee, members agreed to ensure that the recruitment process was more inclusive of a wider range of stakeholders, that external advice was sought and that the timetable for recruitment was adjusted so that Court could fully consider the outcomes of this Effectiveness Review. We also noted the intention to recruit a Chancellor as well as Chair in the same time period. We would advise that the two processes are separated rather than run in parallel if timing allows, largely to allow the new Chair to participate in the appointment of the new Chancellor.
25. Several members feel that the lack of diversity of Court, particularly ethnic diversity, is its greatest weakness. Whilst some recognised that this was an issue shared across the HE sector, they also felt that as a London-based HEI with an ethnically diverse student population, Westminster could and should do much better. Some said that whilst the issue had been raised as a concern on numerous occasions they were not aware of what actions were being taken to address the problem.
26. There had been a relationship with an external organisation in the past providing a 'Board Apprenticeship' experience to support the recruitment of members with a more diverse background. Some members said they would like to see a similar initiative restarted and for there to be more consideration of how Westminster's alumni could contribute to Court member recruitment in the future. Alumni are likely to prove an excellent source of advice and proactive networking; skilled use of sector networks and professional bodies will help to reach the groups the University needs to contact. These should be used alongside recruitment consultants who are explicitly instructed to explore beyond traditional groups. We therefore **recommend (R3)** the development of a clear action plan to support diversity in the future recruitment of members.
27. Two-fifths of members knew one another outside of Court. This mainly reflected those who had a few years of service and who had been recruited by past Chairs of Court from their own networks. More recently, members of Court had applied because of sight of an open advert and were recruited via an interview selection process. This has led to a positive change in terms of broadening the age and gender profile of the Court. One Court member commented on the need for performance reporting to Court on equality, diversity and inclusion; they suggested

that it was not currently adequate and more regular reports should be given to both the University Executive Board and Court.

28. It is also worth noting from our review of HR Committee papers that there were discussions about the BAME profile of University senior staff at all three meetings during the 2018-19 academic year. However, despite these discussions, it is not evident that there are clear actions plans to address the concerns raised.

Relationships and Operational Management

29. The strong majority of Court felt that members took an active role participating in Court meetings. They all said that they felt able to express their views openly, to challenge colleagues, to express doubts and to question decisions without fear of discrimination. Over 90% described the relationships between members as good or excellent.
30. Similarly, the majority of Court felt that members took an active role in participating in University life outside of meetings. This could be through attending events such as graduations and exhibitions, or taking part in student mentoring, and Link Governor roles. Some members did comment that they would be able to take a more active role in University life if they had more advance notice of events or opportunities: this particularly affected those who worked full-time.
31. The strong majority of members felt that the interim Chair of Court had an effective working relationship with independent members, with staff and students and with the Vice-Chancellor and Clerk to the Court. Members also felt that the interim Chair was accessible and approachable outside of Court meetings. Some commented on the size of the challenge in terms of the Chair of Court's job – particularly the management of discussion and decision-making across a large group. The Chairs of all Committees should be offered coaching in meeting management and support through Chair's briefing notes.
32. Some commented on the need to introduce a Code of Conduct for members so that there was an explicit statement of expected behaviours drawing on public service and University of Westminster values. The Governance Effectiveness Review Working Group has commissioned the Clerk to the Court to develop a Code of Conduct for members during the 2019/20 academic year. It would be useful for such a Code to include reference to the chain of command issues arising when senior staff who are appointed by Court or Court members are subject to any complaint.
33. The majority of members felt that they understood the difference between their role and the role of the Executive, and that Court understood the difference between strategic and operational business.
34. When asked about whether they felt they had appropriate involvement in the setting of performance objectives for the Vice-Chancellor and senior staff, most members felt that they had no involvement and little knowledge of how this process worked.

However, this may only be due to a change in personnel and the cycle of reporting, as we observed the August meeting of the Remuneration Committee reviewing and agreeing performance objectives for the Vice Chancellor and his Executive Team.

35. Three-quarters of members described the relationship between Court and University Senior Managers as good or excellent and we observed a generally respectful and cordial relationship between members and the executive. This was strikingly evident in the level of engagement demonstrated throughout the September Court Away Day. However, some independent members commented that on occasion the attitude of some staff in Court meetings (and sub-committees) felt disrespectful and made some feel like they were being a nuisance by asking questions. One member commented that sitting in committee meetings with paid professional staff who were 'playing on their phones' made them feel like their voluntary contribution was not valued and that the governance process was not taken seriously.
36. All members said that they were given sufficient information by senior staff in order to make informed decisions. The quality of Board papers was reported to have improved in the last year. However, some members did have concerns about receiving Board papers in sufficient time to enable them to go through them in detail. There were also concerns raised about the quantity of information provided; sometimes there was a worry that members could have too much information and be unable to 'see the wood for the trees'. A number felt that executive summaries of key documents could be a useful solution.
37. Some members commented that there was insufficient time allowed for full discussion of items of business at Court meetings and the tightly timed agenda presumed approval without much debate. Our observation of the July Court meeting supported this point; when the planned timings began to slip, the Chair attempted to recover time by moving more swiftly through the agenda. Some members appealed for the time necessary for full debate to be given and the meeting eventually overran by an hour. In this instance it seemed that the timed agenda could have better anticipated the length of discussion likely to be required.
38. It was also noted that the venue and set-up of the meeting rooms themselves could be improved. We observed poor acoustics in Council meeting rooms, and it was a complaint mentioned by more than one member. Furthermore, if all members were present, Court meeting rooms did not feel comfortably sized. We **recommend (R4)** that alternative locations are considered.
39. There is an informal Chairs' Group with the Chair of Court and Chairs of Court sub-committees, which meets to discuss upcoming full Court meetings and the business going from sub-committees to Court. This is a useful forum for the Chairs but because it is not part of the governance structure, it is important to maintain the informality.
40. Agenda planning groups are common across the higher education sector and typically involve senior officers helping to prepare the proposed agenda and supporting papers for the agreement of the Chair. We **recommend (R5)** that this is

considered as an addition, as it would aid forward planning of Court and sub-committee business, and identify where there may be inaccuracies or significant disagreements in papers/policies prepared for Court that are better resolved outside of the Court meeting. It is customary for Chair's briefing notes to arise from these planning meetings.

41. Three-quarters of members felt that they had an effective working relationship with the Clerk to the Court. Some commented on the depth of the Clerk's knowledge about the University and its governance, given her long service to the Court and also her efficiency in organising Court business. She was universally seen as approachable and supportive of individual members.
42. Some members did voice concern about the role boundary between University Secretary and Clerk to the Court in respect of the advisory function. This is likely a result of the unusually indirect reporting relationship at Westminster between the senior officer with overall responsibility for governance, and the officer operationally in charge of running the core processes. The Clerk to the Court appears to provide the advice and support to the Chair and members normally associated with the role of University Secretary and presumably for this reason the role is established in a similar way and defined in the Articles; i.e. both the Clerk and Company Secretary are appointed and may be dismissed by the Court and are accountable to the Court. We **recommend (R6)** a review of the line management relationship between the Secretary and Clerk to the Court to ensure that it achieves optimal benefit.
43. We have not sought insight into the wider staffing situation in the secretariat, but there may be risks in the extent of the system's reliance on one individual, which the University will need to manage over time.
44. Three-quarters of members felt that the size of Court creates challenges, with the majority of these believing that Court is too large to be an effective decision-making body. Many members cited their experience of other smaller governance boards; usually between 12-14 members. There may be greater efficiencies in the operation of Court business and more cohesion in group decision-making if the membership were reduced. However, members acknowledged that the size of the membership needed to balance the need for good representation (particularly of staff and student voice) and the need for effective decision-making. There was also a concern that without the higher number of members there would be difficulty in populating the membership of Court sub-committees.
45. Universities operate in an exceptional and complex regulatory and accountability framework, and we would **recommend (R7)** maintaining breadth in expertise and making member changes at a steady pace, so as to maintain operability.

Strategy and Resources

46. Three-quarters of members felt that they had been appropriately involved in the development of the University Strategy and that the Court Away Day was a time to look at the strategy in depth. Members also commented on the detail of the strategy being a focus for Court sub-committees. The majority of members were aware of the key performance indicators for the University and also felt that they had sufficient oversight of University performance. Several independent members commented that this was a welcome and more recent area of improvement in Court business.
47. The majority of members were involved in Court sub-committees. All who were members of sub-committees thought that their committee had clear and appropriate terms of reference. A strong majority of Court sub-committee members felt that the committee structure was fit for purpose and members were clear on decision-making in sub-committees and how it was communicated to Court. The Clerk prepares a Business Summary report from the sub-committees for each meeting of Court to aid reporting, which is usually a starred agenda item. Most sub-committee members felt that their professional skills and expertise were well-matched to their sub-committee role.
48. There was a suggestion from a couple of members that there should be a new Strategy and Performance committee, the intention being that this would enable greater focus on scrutinising implementation of the University strategy as well as developing priorities for consideration in future strategies. Whilst the point about ensuring that Court has the time it needs to address strategy implementation and future development is accepted, we would advise that there is a risk in establishing a new sub-committee dedicated to strategy and performance given that this should always be the principal responsibility of the full Court, supported by the UEB.

Finance and Property

49. We observed the July meeting of the Finance and Property sub-committee (FPC) and reviewed the papers for the committee meetings during the 2018-19 year. The sub-committee terms of reference are appropriate and in line with sector expectations. A few members expressed concern about the volume of business that FPC received and wondered if there might be merit in splitting the committee into two. We would suggest that the issue of managing the volume of business at the committee be addressed through other means (a more focused agenda in terms of key strategic discussions and decisions, for example) rather than separating out the two functions of the committee at the expense of a broader, strategic view of University resources.
50. When interviewed, some members of the FPC expressed concerns about committee discussions becoming too operational. At times, it was unclear where strategic

decision-making should be made; either by FPC, at full Court, or delegated to the UEB.

51. As a case in point, the May meeting of the FPC discussed the proposed 2019-20 budget and 5-year forecast, and recommended that the proposed level of budget contingency be reduced from £5m to £2m. The issue was then subsequently discussed at UEB which agreed that the budget should be presented to the June meeting of Court with the £5m of contingency restored. Court then agreed the Budget with a £5m contingency rejecting the recommendation of FPC.
52. The University has a large property portfolio and it is clearly one of the key resources in supporting the University's future strategy. At both the May and June meetings of FPC there was a substantive discussion of the developing Estates strategy. Our observation of the June meeting, and review of the minutes of the May meeting, suggests that the discussion included a significant amount of operational detail. Whilst this might be seen to reflect the helpful use of some members' skills and experience, it might equally be seen to detract from the scrutiny of more strategic issues about what the Estates strategy has to deliver in order to enable the wider University strategy to succeed.
53. There was both quality and depth to the financial information provided to the FPC committee. In terms of addressing the fear of learning lessons from the past, members should therefore be assured that the information routinely provided should enable clear sight of any impending financial problems.

Audit and Risk

54. Only 65% of members thought that oversight of risk by Court was good. Some members felt that this was something that Court had recently improved on as it had been a real weakness in the past. Whereas the Audit Committee was seen to have a critical role in managing risk, some members felt that it had too much responsibility. We **recommend (R8)** that Court additionally should be reviewing the institutional risk register on a regular and frequent basis. This should happen at least biannually, avoiding the overcrowded November meeting of Court. Our recommendations on the membership of Audit Committee (below, paragraph 59) may also help to deal with this concern.

Audit Committee

55. In addition to older papers held on the website, we were provided with minutes from meetings held in September and November 2018, minutes for the meeting of 9 April 2019 and full agenda and papers for the meeting of 11 June 2019. In addition, we had access to all the papers for the Joint meeting of Audit and FPC held in November 2018. This is the year-end meeting which recommends to Court, for submission to the regulator, the audited accounts and the full report for the year ending 31 July 2018.

56. While each meeting received a number of satisfactory Internal Audit findings and other routine business reports, each of the Audit Committee meetings also received Internal Audit reports providing only limited assurance across a range of reviews, including Compliance with Consumer Law (a core issue for OfS), system security and other areas. The Internal Audit Opinion for the year 2017-18 was overall one of limited assurance.
57. The Executive disputed this outcome at the Audit Committee, pointing to timely responses to address those issues of concern to the Auditors. Their objections appear to have been supported by the joint meeting of the Audit and Finance & Property Committees when it considered the year-end statement in November 2018, and subsequently by the Court. The Report and Financial Statements for the year ending 31 July 2018 includes the statutory report on Corporate Governance and Internal Controls. This is the primary statement of assurance to the regulator, to be approved by the Court and signed off by the Chair. The Committee correctly required the Corporate Governance statement to be updated, to make reference to the overall limited assurance opinion and to provide contextual information on assurance in core governance processes. This was done in the final report submitted to OfS. At the time of writing, the OfS has not followed up on the judgement. But if and when it does so, the University believes that it is in a good position to describe its mitigations and the actions to address the areas of weakness.
58. The University changed its internal audit providers during the year. For unrelated reasons there was also an unplanned change to the chairmanship of the Committee during the year: thus, three Chairs/acting Chairs had responsibility for leadership of this critical area within the period 2017/18 to 2018/19. This considerable discontinuity occurred during a time when the University was still recovering from significant leadership and governance upheaval.
59. The Audit Committee remit meets CUC expectations, allowing for “at least three independent governors”, plus co-opted externals, but in practice its membership is too small. Each meeting in 2017-18 was quorate, but barely so, and each was missing an external member. The fact that the member was different each time further undermined the continuity of the Court’s insight into the Committee’s work. With such a very small membership, there is a repeated risk of lack of quorum and the inevitable loss of essential wider debate and evaluation that expert members should bring to this critical area.
60. The University has faced serious governance challenges in recent years, and – rightly or wrongly – its Internal Audit providers have reported several outcomes of limited assurance. What is key, in the work between the Audit Committee and the Executive, is not simply that there is prompt and effective action to correct weaknesses when identified by Internal Auditors, though that is of course important, but that the governance of risk is robust and well-resourced, so that the right questions can be asked before weaknesses develop. We therefore strongly **recommend (R9)** that the Court does more to secure this area and improve the assurance that it needs to gain from the Committee. In our view, this requires both an

increase to its membership and an amendment to the terms of reference to ensure that external Court members are the majority of the quorum.

Academic Assurance

61. Our key line of enquiry in this area was to determine whether Court is equipped to fulfil its role in relation to the student experience, quality and academic assurance, and we tested this question in most interviews.
62. Only a minority of members (a quarter) felt that Court had strategic oversight of academic assurance. Members are invited to attend Academic Council as observers and whilst there had been a joint meeting of Court and Council in the past to review the Annual Quality report, it was not thought to be effective, as the meeting proved too large to be manageable. The Clerk confirmed that the present arrangement is for two nominated Court members to attend the Academic Council meeting where the Annual Quality report is discussed (usually October). However, other members seemed to be unaware of this arrangement.
63. Some members felt unsure of the appropriate role of Court in relation to academic assurance. Whilst some felt that academic assurance was primarily the role of UEB, others felt that Court should trust Academic Council to perform the scrutiny role on behalf of the Court. One Court member felt that the Audit Committee should have more responsibility for Academic Assurance but acknowledged that this would require academic expertise on the committee.
64. When asked to comment on the relationship between Court and Academic Council, a few members said that they felt that there was no relationship. There was mention of a historical sense of mistrust and a current sense of disconnect between the two bodies.
65. We observed the June meeting of Academic Council and there were two of the newer members of Court attending this meeting as observers. Both engaged in the discussions and asked questions of presenters during the meeting. The agenda for the meeting was clear and well organised. Papers were succinct and information of sufficient quality, although more benchmarking references to practice elsewhere in the sector may have enabled a more informed discussion.
66. The Chair introduced the purpose of the Council and relationship between Court and Council at the start of the meeting rightly referring to Council as the *supreme academic decision-making body*. His opening remarks provided an overview of key items and he introduced people who were attending the meeting to present papers. The Chair was clear in seeking a range of views and all members were encouraged to participate. The Students' Union President spoke eloquently in relation to all items discussed. At the close of the meeting the Chair invited one of the independent Court members observing Council to facilitate a brief discussion on what Council members thought had worked well in the meeting and what could be improved upon. There

were two substantive points reflected back: the increased attention paid to the student experience in Council discussions – this was recognised and welcomed by the Students' Union President; and the agenda for Council being planned around 3 key discussion items.

67. We gained useful insight into the business of the Academic Council through scrutiny of older papers on the website, provision of minutes of meetings held in 2018-19 and the full agenda and papers for the meeting of 26 June 2019. We were able to follow the interchange between the Council and Court across a number of those meetings and observed relevant exchanges in the meetings attended.
68. In terms of formal structure and process, there is a range of appropriate and proportionate devices in place to support communication between the two groups. The Council has statutory representation on the Court, there is sufficient cross-membership, and members are encouraged to observe Council meetings. The Chair and Deputy Chair have already done so, and other members reported that they were willing to do so. The Articles (section 25) set out the Council's responsibilities for academic provision, scope and standards, and explicitly state that it has a role in advising the Court on the development of academic activities and the resources required to support them. It is not, however, clear whether the Court is *obliged to consult* the Council and whether, having consulted, it is *obliged to act* on the advice. We **recommend (R10)** that this core element of the relationship is considered when the Articles are next reviewed.
69. There is scope for improving the routine and regular flow of communication between the two groups which will then give greater confidence to the Court, and support the major stand-out moments such as receipt of the Annual Academic Quality report, or agreement on major strategic direction. The Vice-Chancellor provides an oral report on recent meetings of the Court to the Academic Council which, from the minutes, seems to be clear, detailed and well-received. An oral report also has the added value of being nuanced, timely and responsive. However, it is not clear that a comparable report is made in the opposite direction (i.e. recent Academic Council business being reported to Court) and this simple device, on a routine basis, might help to provide some of the assurance that the Court needs. Immediate reciprocal access to minutes would further strengthen visibility and mutual understanding, and we suggest that this becomes part of the routine agenda for each group.
70. The Annual Quality Report 2017-18 was considered by the Teaching Committee and the Academic Council, and by the Court in November 2018, ahead of its submission to the OfS. It is a comprehensive and well-written statement that clearly addresses areas of risk and difficulty facing the University during and immediately following its Transformation Project with the course closures and restructuring of academic administration that this entailed. It sensibly contextualises NSS scores while not dismissing them and describes some of the measures being taken to address student satisfaction across a number of areas. It is inevitably data heavy. The minutes of Court's discussion of the Annual Quality Report 2017-18 are brief, and it

was simply one item on a crowded agenda at the annual meeting when the Court is required to deal with all year-end reports and submissions.

71. Responding to some of the concerns voiced by members in our interviews, and to meet Court's appetite for closer engagement with the report, detailed discussion of it will have to be moved away from the November meeting. Realistically this will mean returning to it subsequently, since the data cannot be assembled much earlier and still allow time for lower-level committee scrutiny prior to the Court sign-off. This scrutiny, however, should be to follow up on matters of particular interest or concern, since the evidence from the records is that the Academic Council is providing appropriate and adequate comfort and assurance to the Court.
72. In addition, an introduction to the operational mechanics of academic quality management should be included in the Court member induction programme. Together with periodic reminders, this would help members to have confidence in the background evidence drawn on by the Annual Academic Quality report. From a review of the Skills Matrix, only one member of the Court currently has external academic management experience. Therefore, we **recommend (R11)** that in order to future-proof the Court's skills base, the Nominations Committee should consider the extent to which this area should be prioritised when there are future vacancies.
73. In our judgement, the formal structures by which Court can take assurance on academic quality are in place and are sound, and the Court should take comfort from this. However, members' perceptions are different, and confidence is low, so this needs to be addressed. We therefore **recommend (R12)** the development of a number of more regular and routine insights into academic quality, including through some of the measures outlined above such as the 30-minute showcasing slot prior to the formal meeting. This will help to contextualise the information presented in the Annual Report and increase assurance to and confidence for the Court.

Measures to improve Court's familiarity with academic activity

74. Joint activities such as strategy Away Days, joint planning dinners and standing invitations for Court members to attend major academic events, would all enhance mutual trust and understanding, and enrich debate and decision-making. The Link Governor scheme is excellent in concept, though inevitably small in scale. Regular presentations to Court on different aspects of the University's academic life could also serve to improve members' insight, particularly that of independent members. It is common practice elsewhere to use a 30-minute slot ahead of each business meeting of the governing body to showcase an academic activity, a cross-departmental initiative, a particularly topical issue or a student-led session, and it is made clear to members that their attendance is expected for the whole event.
75. While this is particularly important in relation to better understanding of the work of the Academic Council, a range of routinely embedded activities such as the above could also have wider benefit.

Compliance and Innovative Good Practice

Assessment against the Charity Code

76. The Charity Commission has published a useful and straightforward template to enable large charities such as the University to assess their approach against the requirements of the Code¹.
77. We have checked the University's compliance against the Code to the extent that we are able to from committee papers, governance documents, meeting observation and conversations with members. With this inevitably limited analysis, no areas of concern occur to us and there are several clear examples of good established practice and procedures in the University. However, we do **recommend (R13)** that the University undertakes a closer analysis as a follow-up to this review. It is a useful and generic template: there is nothing that would conflict with CUC or OfS expectations, and much that will enhance insight and provide assurance to the governing body.

Articles of Association

78. We have reviewed the University's Articles of Association, noting that they were very recently revised and approved by the Privy Council. While compliant with the CUC Code and OfS requirements, they are somewhat cumbersome in the level of detail attached to a number of points, which are sometimes very operational. Most universities – with the strong encouragement of the Privy Council – have shed the minutiae from their highest-level governance documents in order to improve the flexibility, speed and properly localised ownership of governance within the institution. Increasingly, Royal Charters and Articles are pared down statements of highest-level principle and practice, with absolute clarity attached to core responsibilities and accountabilities, but with operational detail removed to a lower level of regulation where the institution can properly manage its own business.
79. Our overall **recommendation (R14)** is that the Articles could be made shorter, more focused and more helpful by the removal of as much operational detail as is consistent with their purpose. There are already numerous examples of modernised articles and charters in the sector, and the likely transfer of responsibilities from the Privy Council to OfS may well prompt development of templates that could be useful. We have made a small number of points on the text of the current Articles, some in the form of questions to consider; these are included here as **Appendix 6**.

Remuneration Committee

80. The terms of reference of the Remuneration Committee are up-to-date and reflect the requirements of the amended CUC Code. A number of universities have begun to

¹ <https://www.charitygovernancecode.org/en/pdf>

include a student representative within the membership of this group: the Remuneration Committee has already considered this initiative but opted not to follow the practice..

Use of External Expert Members

81. The University has an established practice of appointing co-opted external members to some of the key committees reporting to the Court. These individuals are formally recruited, inducted and offered training opportunities alongside Court members. Their external expertise can bring considerable added value to the work of a committee, and both the University and the individual can consider whether they would in time be suited for membership of the Court. They do not serve as Chair of their committee and in general (with the exception of the Audit Committee) do not count towards the quorum. The University's approach here is commendable; it formalises what is often done in an ad-hoc manner elsewhere (where it is done at all) and is an example of sector best practice.

Schedule of Delegation

82. The Schedule is comprehensive and is a live document that is kept under review and periodically updated. It includes the detail of the responsibilities of the major committees, creating a relatively accessible insight into the operating functions of these groups below the level of their formal remit. It describes levels of responsibilities and explicitly links the University's decision-making journey to the CUC Code and the Instrument and Articles.
83. Unusually it sets out the responsibilities and accountabilities of the senior management team, including insight into the Westminster concept of holders of senior posts, and it augments the Articles by extending the range of identified senior posts deemed necessary for effective management of the organisation.
84. The Schedule sets out the Vice-Chancellor's responsibility to review and potentially reorganise responsibilities within the senior team on a regular basis. This occurred naturally when the present Vice-Chancellor came into office and previously in 2014/15 in the context of the leadership difficulties of that time. As a device, it is a useful prompt to refresh strategic thinking about Executive responsibilities.

Link Governor Scheme

85. Westminster is a particularly large, complex and multi-dimensional university and its independent governors have a particularly challenging task in "getting under the skin" of the organisation to add value to its ambitions and activities.
86. The University has created a Link Governor scheme whereby members of Court with at least one year's experience can volunteer to become associated either with selected academic units or cross-cutting themes involving multiple departments. The scheme is intended both to improve the individual member's understanding of the

University's academic work and to create greater visibility of the Court itself. The scheme is well-defined, and the rules of engagement are clearly set out in writing. It is too new to be able to assess its value, and it is currently small in scale, but the principles behind the scheme are sound, and the fact that it has been formally established and defined is commendable.

Attendance Monitoring

87. The Clerk to the Court monitors attendance at Court and its major committees, and maintains a detailed record showing attendance per meeting and a clear year-end summary for each member. The record evidences how many meetings they could have attended and how many they actually attended both for Court and for the individual's committee(s). The results range from the exemplary 8/8 Court, 4/4 Committee for example, to some evidence of lesser engagement. In general, this record provides assurance that attendance is good.
88. The University Articles provide for measures to remove members whose attendance is insufficient for them to meet the requirements of the role. It is essentially a "three strikes and you're out" approach. In practice, it is so difficult and wasteful of resource and goodwill to remove a member whose attendance is compromised, that it becomes essential to be clear about the time commitment expected at the point of recruitment and induction. It is useful to continue to remind members annually of what lies ahead and to continue to seek assurance from them that they are able to meet those commitments and continue in their role. We therefore **recommend (R15)** that this, along with other points raised in paragraphs 20, 21, 61 and 62, are included in both induction and annual refresher training.

Conclusion

89. We believe that the University has an effective governing body, supported by generally well-designed and up-to-date structures. We have reviewed all major committees and believe their focus and boundaries are broadly appropriate.
90. Despite the relative inexperience of the Court, members largely feel equipped and enabled to offer constructive challenge, though there is more to do in growing their understanding of, and confidence in, academic assurance. Members feel close to strategic thinking and supportive of the senior team, most especially of the Vice-Chancellor who is held in very high regard.
91. Diversity in membership is recognised as a weakness and although there is evidence of determination to improve this, along with strategic engagement with stakeholder groups, more formal and definite plans would provide additional assurance. The University's thoughtful approach to the involvement of external non-Court members is commendable and could be even more useful if combined with the diversity and stakeholder ambitions.
92. The concerns raised by some members about academic assurance and the relationship between Court and Academic Council reflect members' perceptions and low confidence. In our judgement, the formal structures by which Court can take assurance on academic quality are in place and are sound, and the Court should take comfort from this. That said, the perception and low confidence are important to address and so these are taken into account in our recommendations below.
93. Several members remarked on the University's past governance challenges and indicated a real willingness to learn from mistakes, which is commendable. In our view there is evidence that lessons have been learnt. For example, in terms of governance behaviours, we observed trust in the senior team with respect to their knowledge and expertise, but also evidence of strategic questioning and challenge from members. We also saw timely, accurate and well-presented information provided to members. The Court has recently developed greater breadth in member experience, including two new members with HE experience which we believe will greatly assist Court in asking the right questions in this complex sector. With implementation of the recommendations provided as part of this review, particularly those regarding the Audit Committee, we feel confident that whilst similar challenges for the University may arise in the future, Court will be able to foresee and respond in a different manner to the past.

Appendix 1: Summary of recommendations

As a result of our review of our governance effectiveness review, our findings for which are set out in the main report, we make a number of recommendations:

Recommendations

R1	To consider a review of the governance relationship between Court and the Quintin Hogg Trust. (Paragraph 15)
R2	To consider adding the University Secretary to the attendance of Nominations Committee. (Paragraph 23)
R3	To develop a clear action plan to support diversity in the future recruitment of Court members, utilising both University of Westminster alumni and external recruitment consultants explicitly instructed to explore beyond traditional groups and skilled use of sector networks and organisations. (Paragraphs 25-26)
R4	To consider whether there are alternative location options for Court meetings so as to address issues of concern raised about the acoustics and size of room in which meetings are held. (Paragraph 38)
R5	To consider introducing a Court Agenda Planning group. (Paragraph 40)
R6	To review the line management relationship between the Secretary and Clerk to the Court to ensure that it achieves optimal benefit. (Paragraph 42)
R7	To ensure in any review of the size of Court that the breadth of skills and experience is maintained and that any changes are introduced over time. (Paragraph 45)
R8	Court should review the institutional risk register on a regular and frequent basis, at least biannually. (Paragraph 54)
R9	To amend the structure of the Audit Committee, increasing its expert membership by at least one additional person and to alter the quorum, making it mandatory that external members of Court must be in the majority of members present when decisions are made. (Paragraphs 59 and 60)
R10	To consider the formal reporting relationship between Academic Council and the Court as expressed in the <i>Articles</i> . (Paragraph 68)
R11	To increase experience of academic management on the Court through use of the non-member external appointments, or deployment of the next vacancy. (Paragraph 72)
R12	To consider extending the range of regular and routine activities designed to provide Court and Academic Council with closer mutual understanding and in

	particular, whether to preface each business meeting of the Court with a presentation on academic activity. (Paragraph 73)
R13	To analyse governance structures against the requirements of the Charity Code using the Charity Commission reporting template. (Paragraph 77)
R14	In general, to consider the multiple ways in which responsibilities could be removed from the <i>Articles</i> and appropriately reassigned to internal regulatory groups and statements, so as to lessen the external obligations and difficulties of making changes and improve internal ownership. (Paragraph 79)
R15	To review induction and annual refresher training, so as to ensure members understand their attendance responsibilities (paragraph 88), their responsibilities as charity trustees and company directors (paragraph 21), their roles on sub-committees (paragraph 20) and the proper functioning of the academic assurance process. (paragraph 63).

Appendix 2: Halpin team biographies

Susie Hills, Joint CEO – Project Director

Susie is the service lead for all Halpin's governance projects and has led multiple complex and high-profile reviews of governance processes which have informed strategy and led to operational change. Susie is an insightful consultant and a big thinker, with an unrivalled depth of knowledge in higher education governance, strategy and fundraising. She has worked with a number of HE clients leading highly customised governance reviews including the University of Bath, Royal College of Art and Universities UK (UUK). Susie sits on the Board of Governors at Plymouth College of Art and is a trustee of the Halpin Trust.

Selena Bolingbroke – Consulting Fellow

Selena has 20 years' experience delivering results in higher and further education, as well as local and central government. Alongside her strategic review work for Halpin, she holds a fractional role at Goldsmiths, University of London, where she leads on External Engagement and Strategic Development. She is also an Associate Director of MetaValue, a consultancy practice which supports organisations on the Cabinet Office's Mutual Support Programme. Selena was formerly a Pro Vice-Chancellor at the University of East London, where she established the Centre for Excellence for Women's Entrepreneurship, and a former Chair of Barking & Dagenham College Corporation. She is currently a non-executive director of Wonkhe, a Trustee of Deptford First charity and a governor of Mulberry UTC.

Maureen Boylan MBE – Consulting Fellow

Maureen was the Secretary of the University of London until early 2018. She has significant leadership experience in Higher Education, much of it spent in the colleges and member institutions of the federal University. Her experience covers professional services, whole-institutional change, governance, audit and risk, and strategic development. She has led on a number of high-profile closures, mergers and acquisitions. Her consultancy and advisory experience across the sector include governor training, Board behaviour, effectiveness reviews, and governance development. She has recently managed the passing of a new Act of Parliament to enable a historic change to the structure of University of London federation and its member institutions. She served on the HEFCW Quality Assurance Committee until 2017 and is now Trustee of a significant regional charity.

Maureen received an MBE for services to Higher Education in 2015, and in 2018 was named as one of the University of London's 150 "Leading Women" throughout its 150-year history in women's education. She was awarded an Honorary Fellowship of the University in 2019.

Katie Welsh – Project Manager

Katie ensures all Halpin's projects are delivered to the highest standards. Prior to joining Halpin, she spent six years in the Project Management team at the executive search firm Perrett Laver, responsible for the administration of over 100 senior-level recruitment processes within the higher education practice on an international scale. She has worked with a wide range of clients including the Universities of Leicester, Birmingham, Bristol, Exeter and Bath, along with Queen's University Belfast, Imperial College London, NYUAD, University of British Columbia and Nanyang Technological University.

Appendix 3: List of interviewees

Ibrahim Alzaid	Student Governor
Justin Bairamian	Independent Governor
Chester Barnes	Independent Governor
John Begg	Staff Governor
Chris Bernard	Independent Governor
Dr Peter Bonfield	Vice-Chancellor & Ex-officio Governor / Chair of Academic Council
John Cappock	Company Secretary (University Secretary & Chief Operating Officer)
Nicholas Catterall	Staff Governor
David Cheeseman	Deputy Chair of Court / Chair of Remuneration Committee
Geoffrey Davies	Staff Governor
Karen Dunnell	Independent Governor
Dame Mary Hogg	Independent Governor / QHT Trustee
Professor Alexandra Hughes	Deputy Vice-Chancellor & Ex-officio Governor
Vanessa James	Independent Governor
Jane Lamarque	Governance Support Officer
Elaine McMillan	Clerk to the Court
Gary Morley	Independent Governor / Chair of Finance & Property Committee
Philip Murphy	Independent Governor / Chair of Human Resources Committee
Lareb Naseem	Student Governor (to 30 th June 2019)
Helen Owen	Independent Governor
Linda Phillips	Independent Governor
Professor Fiona Ross	Independent Governor
Matthew Smith	Independent Governor / Chair of the Audit Committee
David Stanton	Independent Governor
Philomine Wales	Independent Governor
Mei Xin Wang	Independent Governor
Simon Wylie	Independent Governor
Diane Yeo	Interim Chair of Court / Chair of Nominations Committee

Appendix 4: List of documentation reviewed

- Organisation Chart – Governance Structure 2018-19
- Court member biographies
- Attendance Monitoring Record
- Court and Committee Calendar 2018-19 and 2019-20
- Articles of Association
- Standing Orders
- Committee terms of reference and membership
- Court minutes (for past two years)
- Minutes of all key committee and groups available on the website and recent (2018/19 and 2019/20) full papers from groups including Academic Council, Nominations, Remuneration, Human Resources, Finance & Property, Audit and the University Executive Board
- Office for Students registration submission
- Working Group agenda and papers
- Vice-Chancellor's blogs (Staff Governor commentary)
- Academic Council standing orders
- Schedule of delegation and annexes
- Remuneration Committee Annual Report 2017-18
- Annual Quality Report 2017-18
- Link Governors list and guidance
- Court and Committee Attendance Record 2017-19
- Minutes and papers for the Joint Audit and Finance and Property Committees 2018-19
- Student Protection Plan
- Audit Committee Annual Report to the Court 2017-18
- Past governance reviews

Appendix 5: List of meetings observed

5th June 2019 – Court meeting
11th June 2019 – Audit Committee meeting
26th June 2019 – Academic Council meeting
27th June 2019 – Finance & Property Committee meeting
3rd July 2019 – HR Committee meeting
4th July 2019 Chairs meeting
17th July Court meeting
20th August 2019 – Remuneration Committee meeting
4th September 2019 – Court Away Day
18th September 2019 – Nominations Committee meeting

Appendix 6: Suggested track changes to the *Articles of Association*

The University's Articles of Association were very recently revised and approved by the Privy Council. While compliant with the CUC Code and the OfS requirements, they are somewhat cumbersome in the level of detail – sometimes very operational matters – they attach to a number of points. Most universities – with the strong encouragement of the Privy Council – have shed the minutiae from their highest level governance documents in order to improve the flexibility, speed and properly localised ownership of governance within the institution. Increasingly, Royal Charters and Articles are pared down statements of highest level principle and practice, with absolute clarity attached to core responsibilities and accountabilities, but with operational detail removed to a lower level of regulation where the institution can properly manage its own business.

This has been left as a visibly “tracked changes” document for ease of reference to the comments and questions we think worth highlighting. None of these points are urgent – the Articles are, as we have said, compliant with the primary codes of practice and with the OfS requirements. But they hopefully offer prompts to enhancing the usefulness of the Articles when they are next reviewed.