

AdvanceHE

Guidance to support the induction of new governors

This guide has been written to provide a supporting document for institutions in the induction of new governors or for anyone wanting to understand more about the key elements of being a governor and the governance landscape of higher education.

It is divided into key sections referencing Advance HE resources as well as a number of external documents and websites. It can be printed off and added to an induction pack or shared as a PDF as required.

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What is governance?

Definition:

“The action or manner of governing an organisation”

According to the Cadbury report, *“Boards are responsible for the governance of their companies...The responsibilities of the Board include setting the company’s strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship”*.

In higher education, boards may be referred to as the Council, Board of Governors, Board of Directors and in Scotland, the Court.

According to the Institute on Governance, *“governance determines who has power, who makes decisions, how other players make their voice heard and how account is rendered”*.

In a higher education context, the board/council sets the framework, tone and standards for governance within the organisation and the interface with the executive is crucial. Striking the right balance between governance and management is critical. We find that in the most effective examples of governance, governors and management are clear about their respective responsibilities – governors have strategic oversight of activities whilst management delivers and manages those activities.

“If management is about running the business, governance is about seeing that it is run properly”

Robert Tricker, Corporate Governance (1994)

“Governance is about steering, not rowing”

Professor Malcolm Gillies, University Governance: Questions for a New Era (2011)

ROLE OF GOVERNOR

- + Setting the mission and strategic plan based upon recommendations from management
- + Ensuring effective management systems exist to implement and deliver the strategic plan
- + Monitoring performance
- + Approving the overall annual budget
- + Approving and monitoring systems of control and accountability
- + Ensuring compliance with legislative responsibilities



DEMARCATION LINE

This is often a fluid line but must always be based on mutual trust

ROLE OF MANAGEMENT

- + Identifying the activities necessary to deliver the mission and strategic plan
- + Establishing effective management systems to deliver the strategic plan
- + Determining and delivering the activities that will achieve desired performance
- + Approving departmental budgets at a micro-level
- + Establishing and working within systems of control and accountability
- + Demonstrating compliance with legislative responsibilities

Further details on governance:

www.lfhe.ac.uk/en/governance-new/governors/what-is-governance/index.cfm

The role of individual governors

The composition of the membership of a governing body is determined by the institution's constitutional arrangements, there will normally be a majority of independent or 'lay' (external) governors. In addition, membership of the governing body also normally include 'internal' governors. These are typically the head of the institution (and in some institutions a small number of other senior post-holders), students (often the president of the students' union) and individuals who are members of the institution's academic and professional staff.

Individuals from outside the organisation are normally invited to become 'lay' members on the basis of their knowledge and expertise or the access they offer to specific networks or organisations, which are of value to the institution.

When joining a governing body it is important that the individual understands their role and responsibilities, including the challenges faced by the institution they are joining. If the individual is unfamiliar with higher education, they face the immediate task of understanding how the sector works. By contrast new staff and student governors are likely to face different challenges. Governors should expect to face a learning curve, partly to acclimatise to the higher education landscape although institutions will provide an induction programme and the Clerk should be on hand to support you.

The amount of time required for a governor to effectively discharge their duties varies according to the institution. Typically a governing body will meet four to six times a year, and there may in addition be days set aside to consider key issues facing the institution. Most governors also serve on at least one of the governing body's committees (eg typically covering areas such as finance, audit and estates). The time commitment also stretches beyond meetings and usually governors would be expected to attend a handful of high profile university functions and occasionally support with other business such as interview panels or appeals etc.

Further details on becoming a governor:

www.lfhe.ac.uk/en/governance-new/governors/becoming-a-governor/index.cfm

Specific governor responsibilities

Governors are responsible for the institution's policies, strategic direction and general well-being, including an oversight of financial matters and its compliance with external regulations and requirements. The governing body's responsibilities are normally set out in a Statement of Primary Responsibilities.

Key areas of responsibility include:

- + Shaping and agreeing institutional strategy
- + Academic governance and quality
- + Compliance and regulation
- + Commercial operations
- + Internationalisation
- + Risk management
- + Student experience
- + Prevent
- + Strategy
- + Financial and other forms of institutional sustainability
- + Monitoring performance
- + Equality and diversity

Further details on governor responsibilities:

www.lfhe.ac.uk/en/governance-new/governors/governor-responsibilities/index.cfm

The CUC Code

The CUC Code is required reading for all governors. Issued by the Committee of University Chairs (CUC), this guide is to support members of governing bodies of higher education institutions (HEIs) in the UK. Its purpose is to identify the key values and practices on which the effective governance of UK HEIs is based, in order to help deliver institutional mission and success.

The CUC Higher Education Code was published in December 2014:

www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf

Link to other publications from CUC:

www.universitychairs.ac.uk/publications

For Scottish institutions there is a separate 2017 Scottish Code of Good HE Governance, which takes into account a different legislative landscape particularly informed by the 2016 Higher Education Governance (Scotland) Act:

www.scottishuniversitygovernance.ac.uk

Depending on their legal structure, some providers they may choose to benchmark their practice against other codes including the UK Corporate Code (issued by the Financial Reporting Council) or the Charity Code of Governance. Whether your governing adopts the CUC HE Code or another Code, familiarisation with the Code is crucial particularly for new governors.

Challenges for governors

The role of a governor is demanding and has a number of challenges, which can include:

- + **Commitment:** Serving on a board is a significant time commitment and requires much attention. Governors must participate in meetings, be willing to serve on committees and dedicate time to reviewing relevant materials and preparing thoughtful contributions to the discussion and deliberation process.
- + **Critical Challenge:** It is sometimes difficult to offer constructive criticism and challenge without seeming to be unsupportive of the Executive or seeming to prescribe solutions to particular issues and removing ownership from the Executive. This can sometimes restrict the nature of feedback and debate.
- + **Scrutiny of Board Committees:** A committee structure permits a better allocation of skills and responsibilities amongst governors and ensures that in-depth oversight and focus is brought to areas of particular concern. However, it can be difficult to avoid revisiting discussions and decisions at board level.
- + **Knowledge and Understanding of the University:** The University is a complex and multi-faceted organisation. As well as steering the University, an important role for governors is communicating key messages about the University and its achievements across the whole range of its activities to stakeholders and those in positions of influence.

Practical tips for being a governor

These tips are particularly relevant for new governors:

- 1 Don't be afraid to get to know your secretary or clerk to the board. They are usually your first port of call any question about deadlines, papers and the mechanics of decision making.
- 2 Don't be scared to ask the stupid question. If something doesn't make sense, you probably aren't the only one who doesn't know.
- 3 Remember all governors have the same rights, and the same responsibilities. You are a governor because you bring skills, experience and particularly perspectives to the work of the board. No one governor is more important than another.
- 4 Read the CUC Higher Education Code, the voluntary code of governance for the sector.
- 5 Don't be bamboozled by the higher education language and acronyms. The next section of this guide may also help!
- 6 Your secretary or clerk should inform you about training and development opportunities (either run internally, or by other organisations externally). A valuable chance to further your knowledge, and meet governors from other institutions.
- 7 Ask your Clerk to set up a meeting with the Chair one to one. A valuable opportunity to touch base and review your progress. Alternatively ask if one of the more experienced board members would agree to be a mentor.
- 8 Sign up for the Wonkhe free weekly email (there is also a paid for daily email). A handy overview of what's going on in the higher education sector. Your institution may also circulate a summary of news items involving the institution and broader policy.
- 9 Get to know the student and staff governors, a useful opportunity to hear from fellow governors who also have a direct perspective into the workings of the organisation.
- 10 Don't be scared to challenge the status quo. It can be easy to conform to the norms and practice of a higher education provider, but new ideas should be welcomed.
- 11 Try and balance the short, medium and long term. Governors have a responsibility for all three, and your input should try and put some emphasis across this.
- 12 Be conscious of your strengths and development areas. Don't feel confined to only speak where you have professional experience, although you may add more value in that arena.
- 13 Review performance. The best governors and boards, review individual and collective performance and continually look for ways to improve.
- 14 Challenge and support. Governors often see themselves as a critical friend.
- 15 Take up opportunities to attend university events where you can meet parents, students and staff in an informal setting. If staff raise queries with you or ask you to take on board their comments, it's usually helpful to seek advice from the Clerk on how these might be addressed as a first step, or the Chair if that's more appropriate.
- 16 Look for opportunities to add value and where appropriate, act as an ambassador for your institution.

The higher education policy landscape

Below is a rundown of key organisations across the UK higher education landscape:

[Advance HE](#) exists to advance practice for the benefit of students, staff and society with a focus on learning and teaching, leadership and governance and equality and diversity.

[Association of Colleges \(AoC\)](#) represents and promotes the interests of further education colleges and provides members with professional support services.

[Association of Heads of University Administrators \(AHUA\)](#) is the representative body for senior university managers in the UK and Ireland.

[BEIS](#) is the UK government Department for Business, Energy and Industrial Strategy.

[Colegau Cymru](#) Colegau Cymru / Colleges Wales is the national organisation representing all 14 further education colleges and institutions in Wales.

[Colleges NI](#) is the membership body for Northern Ireland's six colleges of further and higher education.

[Committee of University Chairs \(CUC\)](#) represents Chairs of UK university governing bodies. In December 2014, CUC published the Higher Education Code of Governance.

[DfE NI](#) is the government department whose role it is to formulate policy and administer funding to the universities and colleges in Northern Ireland to support teaching and learning, research and related activities in the Northern Ireland higher education sector.

[GuildHE](#) is a representative body for Higher Education in the UK. It is a Company Limited by Guarantee and a Charity. It was founded in 1967 as the Standing Conference of Principals, registered as a company in 1992 and became GuildHE in 2006.

[Higher Education Funding Council for Wales \(HEFCW\)](#) regulates fee levels at universities, ensures a framework is in place for assessing the quality of higher education and scrutinises the performance of universities and other designated providers.

[Higher Education Statistics Agency \(HESA\)](#) is the official agency for the collection, analysis and dissemination of quantitative information about higher education in the United Kingdom.

[Independent Higher Education](#) is a representative body for independent and alternative providers, which aims to protect and enhance the flexibility of independent providers.

[Jisc](#) is a membership organisation, providing digital solutions for UK education and research.

[Office of the Independent Adjudicator](#) is the independent body responsible for the resolution of student complaints.

[Office for Students \(OfS\)](#) is the lead regulator of higher education in England.

[Quality Assurance Agency \(QAA\)](#) works across the UK to raise the standards and quality of higher education. The QAA, working with the sector, developed the Quality Code, and reviews higher education provision.

[UK Research and Innovation \(UKRI\)](#) is a new non-departmental public body in England which is being created to strengthen the strategic approach to future challenges and maximise value from government's investment of over £6billion per annum in research and innovation.

[UK Visas and Immigration \(UKVI\)](#) is a division of the Home Office responsible for the United Kingdom's visa system.

[Universities UK](#) is the representative organisation for the UK's Universities.

[Universities Scotland](#) is the representative body of Scotland's 19 HEIs.

[Universities Wales](#) represents the interests of universities in Wales, and is a National Council of Universities UK.

Key terms for new governors

Academic Board/Senate

The role of the Academic Board is to approve academic policies, oversee the academic standards and quality of the academic activity, authorise awards of the institution, appoint external examiners and provide advice to the vice-chancellor on the strategic direction of the institutions academic activity. This board may have a different name, albeit the same function, in different institutions eg in further education colleges delivering higher education.

Academic Freedom

Protected under UK law which means that HEIs have a duty «to ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs, or privileges they may have at their institutions».

Destination of Leavers from Higher Education survey (DLHE)

DLHE is currently the source of employability data – DLHE collects information on the graduate labour market and what all leavers from higher education programmes are doing six months after qualifying from their higher education course. Also see Longitudinal Education Outcomes below.

Franchising from another provider

A 'franchise course' is a course subject to an agreement by one institution (usually a provider with degree awarding powers) that another organisation may deliver all or part of a programme approved and owned by the first institution. The franchising institution retains overall and ultimate control of the programme's content, delivery, assessment and quality assurance arrangements. This includes fee setting, data collection, quality assurance, and dealing with complaints. Generally, if an awarding provider is in a franchise relationship with a delivery provider, the students' academic relationship is with the awarding provider, and the same quality assurance arrangements will apply as for provision delivered by the awarding provider. A further education college may franchise its higher education programmes from more than one university.

Further Education College (FEC)

A further education college providing courses to students, which may include provision at higher education level.

Quality reviews of higher education providers conducted by the QAA

The QAA carries out reviews using a variety of methods. The method used depends on a number of factors, including where a provider is based; whether they are a university, further education college or other type of provider; and the type of higher education qualifications that they offer.

Institutional Autonomy

Implies freedom from direct government control, and the success of UK higher education is often linked to such autonomy. The governing body is the legal personification of a higher education institution and is therefore crucial to autonomy.

The Longitudinal Education Outcomes (LEO)

Is a set of official statistics on employment and earnings outcomes of higher education graduates by degree subject studied and university attended.

National Student Survey

Gathers students' opinions on the quality of their courses. The survey purpose is to contribute to public accountability, and help inform the choices of prospective students.

Quality Code

Was developed with the higher education sector, and is maintained and published on their behalf, by the Quality Assurance Agency (QAA). It sets out the expectations all providers of UK higher education are required to meet.

Teaching Excellence and Student Outcomes Framework (known as the TEF)

Aims to recognise and reward excellence in teaching and learning, and help inform prospective student choices within higher education. The outcomes (gold, silver, bronze) provide information to help prospective students choose where to study.

Unistats

Is the official site that allows users to search for and compare data and information on courses in higher education institutions and HE courses in further education colleges across the UK.

Validation.

Some higher education providers may not have the power to award degrees, but may wish to offer a course leading to an award from a provider which does. To do this they can enter into a 'validation arrangement' with that provider. A validated course is described in the UK Quality Code for Higher Education as a module or programme which a degree-awarding body approves to contribute, or lead, to one of their awards. Students on the course normally have a direct relationship with the provider delivering the course.

The course is owned by the institution delivering the course but the degree awarding body is ultimately responsible for the academic standards of any awards granted in its name, and for the quality of the learning programme.

Academic governance

Academic governance is the structure for the oversight of learning, teaching, quality and standards in the institution. There are three broad strands to academic governance:

- + **Internal.** The institutions own internal committees and bodies which monitor and oversee quality, standards and provision within the institution. Much of this will culminate with the academic board/Senate, which then in turn feeds into the council/board.
- + **External oversight of internal process.** There are a range of ways in which institutions are subject to external scrutiny of their internal processes such as external examiners and the professional, statutory and regulatory bodies.
- + **External.** The process of external scrutiny to institutional quality and standards, ultimately sits with the governing body.

There can sometimes be a tension between roles here – assurance is around systems and processes and not about deciding what is taught and researched.

In 2016, the funding bodies in England, Wales and Northern Ireland introduced new assurance requirements for governing bodies relating to the enhancement of the student experience and to academic standards.

Advance HE was commissioned to undertake a baselining exercise, which included a “deep dive” to better understand how 16 universities undertook their responsibilities in relation to academic governance. Further details on that project can be found here:

www.lfhe.ac.uk/en/governance-new/academic-governance/index.cfm

Additional resources and links

To help support governors and council members in their role, there are a whole host of additional online resources, materials and briefing notes. These additional materials are arranged across a series of links which can be found below:

- + **26 briefing notes** (which cover becoming a governor; governance and responsibilities; committees; operating context; ethics and values; benefits and impact)
www.lfhe.ac.uk/en/governance-new/governance-briefing-notes/index.cfm
- + **Features, Governance Publications & Research:**
www.lfhe.ac.uk/en/governance-new/resource-bank/index.cfm
- + **Governor Dialogue interviews:**
www.lfhe.ac.uk/en/governance-new/governor-dialogues.cfm
- + **Getting to Grips guide series:**
www.lfhe.ac.uk/en/governance-new/resource-bank/gettingtogrips/index.cfm
- + **Governor development events**
 Advance HE also runs a range of annual development events for governors, council members and board members of HEIs known collectively as the Governor Development Programme (GDP). Some of the events are tailored for governors drawn from a similar background (eg. Student governors or staff governors or Chairs) others are open events open to all:
www.lfhe.ac.uk/en/programmes-events/programmes/governor-development-programme/index.cfm
- + **Self-assessment tool for governors**
 The Self-Assessment Toolkit is an open-access online programme designed to assist your governors, in assessing their own continuing effectiveness as a higher education governor. This toolkit will enable governors, with the help of their chairs and/or their clerks/ secretaries, to identify and review their particular governance strengths, together with any areas they may want to concentrate on for future development:
www.lfhe.ac.uk/en/governance-new/governor-self-assessment-toolkit.cfm
- + **Board effectiveness**
 Reviewing board effectiveness is a key facet of good governance and actively required by the HE Code of Governance. Advance HE have a range of tools and support available for an institution going through a review of their own effectiveness, including access to a survey to benchmark your performance and effectiveness against other institutions:
www.lfhe.ac.uk/en/governance-new/governing-body-effectiveness/index.cfm

Additional guidance for student governors

Student governors make a crucial contribution to higher education governance. They are able to bring their contemporary experience of study to board scrutiny, they have an active stake in the success of the institution and bring insights and perspective which can enrich and compliment board discussions.

Most student governors are either students' union officers (often serving a sabbatical term between or immediately after study) or a senior student representative. Usually because of experience, this will be the first board level appointment for most student representatives and this means it can be a steep learning curve in order to get up to speed. With that in mind, the importance of a tailored induction is important. Advance HE offers a well-attended national induction event, but this needs to be supplemented by internal inductions run by the institution.

Other considerations specifically for student governors:

- + Balancing different hats**

Whether a student governor is a students' union officer or a student representative, there will be times when their interests as a representative may not align perfectly with the institution. Ultimately when a governor is at the board table they need to act in the overall interest of the organisation, and occasionally this can lead to a competing interests. This does not preclude student governors disagreeing with the eventual decision taken or having their dissent formally noted. In the majority of instances the interests of student governors do align with the decision taken by the governing body, but it's worth being prepared for instances when they are not.
- + Not being pigeon holed to student experience matters**

All governors have the same rights and responsibilities. Sometimes it can be easy for student governors to be shepherded toward contributing on the items which explicitly deal with the student experience. Student governors will of course typically have an important contribution on these matters, but this should not curtail contributions on other matters and areas.
- + Navigating the full governance structure of the provider**

Many student governors will be at a big advantage compared to other governors, because they will also be involved in other committees and the wider governance structures of the institution. This will often mean that student governors will see how a proposal is developed from its formative stages, and works its way through the various committee structure. For many issues, this will mean that student governors do not need to wait for an issue to reach the governing body before contributing or critiquing a proposal. Sometimes sharing how an item has been considered at other parts of the committee system can be illuminating for other governors.
- + Your predecessors said something different...**

Given the turnover of student representatives from year to year, it will sometimes be the case that student representatives may take a different stance to their predecessors. Just because other members may say this, it does not mean that a student representative should feel duty bound to follow a path taken by those that have gone before them. The central consideration for all student representatives, should be to take both the interests of the institution and their students.
- + Embracing the unfamiliar**

For many student governors, there will be aspects of corporate governance which will be unfamiliar. This may relate to a thorough understanding of areas like pensions or finance. There is no expectation that student members should be experts in these areas, indeed a crucial element of good governance is that different members will bring particular strengths and expertise. Student governors bring expertise in their understanding of the student experience which is a vital part of board scrutiny, but they can work with members of the secretariat and senior officers of the university to secure a deeper understanding of areas they are less familiar with.

+ Building relationships with other board/council members

Usually lay members of the governing body will be particularly keen to build a relationship with student members. You have an invaluable and unique insight, which lay members should be interested to hear more about. Lay members will often have rich experience from their professional careers which they can bring to the board. The best boards try to develop strong relationships between all members of the board.

+ Target for lobbying

Students, and indeed staff members on governing bodies bring a valuable insight into aspects of institutional performance. The ability for student and staff members to have direct relationships with individual departments and parts of the provider is a strength. There are occasions when student (and staff governors) will be approached and lobbied about individual concerns. As a member of the governing body, there is a responsibility on all members to act in the corporate holistic interest of the organisation. To that end, governors will need to be mindful about ensuring that individual concerns are raised at the appropriate level within the governance structure of the institution.

+ Rapid turnover

Because of the rapid turnover for student governors there is a particular pressure to hit the ground running. Student governors can't afford to wait three or four meetings to make a contribution, for them that will be the bulk of their term of office. It places a particular pressure on having a thorough and personalised induction (which institutions will provide, as well as national opportunities through Advance HE). The ability to have a handover with their predecessor can be important too, and to speak specifically about their experience on the governing body (what were the big talking points, members who were sympathetic to the student experience, big challenges for the institution) are all legitimate topics to cover in the handover between outgoing and incoming student members.

About this guide

This guide was written by Aaron Porter, associate director of governance at Advance HE with input from a number of clerks and secretaries.

Aaron Porter is the associate director (governance) for Advance HE leading on engagement with governing bodies and governance across the UK, including leading reviews of board effectiveness. He has worked with over 75 universities both in the UK and overseas, as well as projects for national governments focused on higher education. Working within a portfolio of roles including as director of insights for the Hotcourses Group and as an external adviser to Civitas Learning. He is a member of the governing council at Goldsmiths, University of London and is chair of the Board of Governance at Nelson College a specialist higher education college in East London.

He previously served on the council of the University of Leicester, and the boards of a number of higher education sector bodies including Higher Education Funding Council for England, Universities and Colleges Admissions Service, the Higher Education Academy and the Office of the Independent Adjudicator. Outside of higher education, he has served on the board of directors for Endsleigh Insurance.

He was previously president of the National Union of Students in 2010–11, during the high profile debate on tuition fees, appearing extensively in the media including BBC Question Time, Newsnight and the Politics Show. He also co-chaired the Beer/Porter Student Charter group which reported to the higher education minister David Willetts in January 2011, and was a member of the Higher Education Funding Council for England Online Learning Taskforce and the review of External Examiners chaired by Dame Janet Finch both conducted in 2010–2011.

Outside of higher education he is a school governor in South London, a member of the education committee for the General Chiropractic Council, the members panel for the National Employment and Savings Trust and a fellow of the Royal Society of the Arts. In 2014, he was awarded an Honorary Doctorate by the University of Leicester in recognition of his contribution to higher education and the student experience.



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