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Governance Effectiveness Review

UNIVERSITY OF WEST LONDON

Halpin

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Executive Summary

The Board of the University of West London (UWL) operates in an already challenging higher education sector but, additionally, has faced the pressures created by the Covid-19 pandemic. The pandemic has affected all boards, and there have been specific challenges for UWL. A major focus, appropriately, has been on students and staff; ensuring their safety and wellbeing has been an important priority for UWL, as has been maintaining the student experience and high academic standards. In addition, financial viability and stability have also been given considerable attention.

Due to the pandemic, meetings of the Board and its Committees have been held online for the last year or so. This has made the building of relationships between Governors, co-opted committee members and executives more challenging.

Despite the challenging environment, the Board has performed well. We noted a number of important strengths:

- There is strong leadership from the Chair and Vice-Chancellor, who work well together. There is a healthy relationship of support and challenge between them, and they get good support from the University Secretary.
- The Board brings together an appropriate range of skills and experience, with a group of Governors who have a strong affiliation to UWL's 'cause' of promoting opportunity and access to higher education across a wide range of backgrounds.
- Equality, diversity and inclusion are at the heart of the Board's work and decision making, as is the student voice.
- UWL has developed a positive and inclusive culture and an ethos of improvement and innovation; the Board places a high priority on quality.
- Meetings are well run despite the challenges of remote working, and board and committee papers are high quality.

Our review has identified a number of ways for the UWL Board to continue its good progress. We have highlighted the following as **Priority Recommendations ("PRs")**:

- Work to develop a better understanding of UWL's culture so it can protect and maintain this culture into the future when Board and leadership changes eventually take place. The Board should also be clear on what 'quality' means to UWL and what the key drivers are, to give it continued appropriate focus **(PR1)**.
- Develop a stakeholder map so the Board can take a more structured approach to overseeing stakeholder management and ensuring stakeholder views are taken into account as a matter of routine in the Board's decision-making **(PR2)**.
- Provide better induction and support to Student Governors to help them perform their roles, and consider student views earlier in the development of proposals for the Board **(PR3)**.

Our report sets out these and other findings from our review in context.

Introduction

1. The University of West London (“UWL” or “the University”) has an established mission to inspire its students to become innovative and creative professionals, connecting them to exciting and rewarding careers. Its vision is to be a career-focused, professionally engaged modern university of quality. The University is now at the end of the third year of its five-year strategy, *Achievement 2023*, at the heart of which are its values – being accessible, affordable, diverse, transparent and accountable. These values are the cornerstone of the University’s culture and ambitions.
2. Halpin Partnership (“Halpin”) has been commissioned to undertake an independent review of the effectiveness of board governance at UWL. In any review of the effectiveness of a board, context is an important factor. This is particularly so in the case of a higher education board nowadays, given that the sector has faced a challenging external environment for a number of years. Some issues (such as Brexit, the Augar Review, and a challenging regulatory context) have been in the foreground for some time, whilst recent issues (such as the Black Lives Matter movement and the need to address and prevent harassment and sexual misconduct in the sector) have also emerged as significant matters for many higher institutions to focus on.
3. In addition to these issues, the Covid-19 pandemic has presented substantial further challenges to the entire sector over the last fifteen months. Its impact on higher education has been widespread – including creating uncertainty around student numbers and income, creating challenges concerning financial viability and sustainability, and raising concerns over health and safety, including matters relating to student and staff mental health.
4. Despite this challenging external context in which it has had to operate, UWL’s financial position has remained robust. For example, income for the period to March 2021 amounted to £90m, 40% above budget (though the budget will have been influenced by the considerable uncertainty brought about by the early stages of the pandemic), and reserves stood at £75m. From a governance perspective too, the Board has remained relatively stable. From the end of the last financial year through to the end of May 2021, there have been three departures from the Board, and three additions. This is not an unexpected level of change, given the size and nature of UWL’s Board which routine natural renewal.
5. UWL’s Chair joined the Board in 2012 and became Chair in 2018. She is now in the last two years of her final term of office. The Vice-Chancellor, meanwhile, has been in role since 2007, and now is one of the longest-serving vice-chancellors in the sector. He is credited for turning around a failing university, when UWL was known as *Thames Valley University*, and leading UWL to a position of success (judged by a number of measures, both financial and non-financial), and to one of strength and continued financial stability.
6. In this review, we take into account these key aspects of context.

Methodology

7. Our review of governance at UWL was undertaken between late January and early June 2021. Our work has entailed several different elements, including:
 - **Questionnaires** – before undertaking interviews with board members and certain others, we conducted a questionnaire exercise to obtain their initial views. The questionnaire responses formed the basis of the interviews (see Appendix 3 for a summary of survey results)
 - **Interviews** – online interviews were held with Governors, co-opted members of the Board's committees and the University Secretary – with a total of 24 meetings conducted. We were, however, unable to arrange to meet with one member of the Board during our review (see Appendix 4 for a list of those we met)
 - **Observations** – we observed the March 2021 meeting of the Board of Governors, the Board's away day and six other meetings, including meetings of the Academic Board and selected board committees and working groups; a group discussion with representatives from the Students' Union and the student representative structure was also arranged for us to get broader student views (see Appendix 5 for a list of meetings we observed)
 - **Desk review** – we reviewed a selection of board and committee papers and relevant governance documentation (such as terms of reference of the Board Committees)
8. In drawing our conclusions, we also considered the learnings from other higher education governance reviews undertaken by Halpin. We have also drawn on best practices observed by our reviewers in work conducted in other sectors, insofar as these are relevant. Appendix 2 sets out our views of UWL set out against Halpin's Governance Maturity Framework. Appendix 6 provides, for information, some good practices in relation to stakeholder management that we have seen elsewhere.
9. This report sets out our review findings in context. It also provides a number of **recommendations** arising from our work (denoted "R" in this main section of this report) and **suggestions** (denoted "S") for the Board's consideration. These are summarised in Appendix 1.

Role and responsibilities

10. The role of the Board at UWL is well understood by its members. In particular, there is a good understanding of the distinction of the respective roles of non-executives and executives according to those we interviewed. The results of the survey we conducted indicate that all those who responded always or mostly agree that the respective roles are always or mostly clearly differentiated, and that Governors act accordingly (see Appendix 3, Chart 8). We did not come across any instances in our meeting

observations that gave us cause for concern and it was apparent from our interviews that Governors are mindful of the need to remain 'non-executive'.

11. The Board is supported by six Board Committees: (i) Governance and Nominations, (ii) Finance, (iii) Audit and Risk, (iv) Student Liaison, (v) Workforce Advisory, and (vi) Remuneration. It is also supported by the work of the Academic Board and its sub-committees, including the Equality and Diversity Advisory Group. In our view, this is an appropriate board committee structure for UWL and 91% of our survey respondents concur (see *Appendix 3, Chart 21*). The remainder say they are unable to comment on committee structure and are mostly co-opted committee members; given their more specific roles and possible lack of sight of the broader governance picture, this is not an unexpected response.
12. Generally, the terms of reference for the Committees and the Academic Board are clear and fit for purpose, setting out committee responsibilities appropriately. Specific comments in relation to the Committees and their terms of reference, where appropriate, are considered later in the report.
13. UWL takes its governance seriously and recognises the part it plays in the institution's success and sustainability. An updated version of the CUC Higher Education Code of Governance ("the CUC Code") was published in September 2020 and UWL has considered the application of the revised CUC Code to the University. This sets out broader responsibilities for higher education boards, for example in relation to the Board's responsibilities for culture. A mapping of the new CUC Code against UWL's current practices has been completed by the University Secretary. This was a comprehensive exercise and identified a number of areas where further work is needed and which may result in changes to aspects of the Board's work.
14. The CUC Code was due to be discussed at the meeting of the Board which we observed in March 2021. Due to time constraints following the need for a more extensive discussion of another agenda item (the student record system) by the Board, the Chair showed appropriate flexibility in managing the agenda and deferred discussion of the Code to a later, specific-purpose meeting of the Governors to ensure that this important topic was given enough time for consideration.

Board composition, skills and experience

15. The UWL Board of Governors comprises up to 20 members, of whom 15 are to be independent members. Of the independent members, at least one is required to bring the experience of the provision of education. The remaining five members include the Vice-Chancellor, and representatives of the Academic Board, staff, students and the professoriate. (The student representative role is taken by the Students' Union President rather than a current student.) Currently, there are 14 independent members from a total of 19 Governors on the Board. This brings representation of relevant constituencies and, importantly, has a good balance of independence.

16. In our work with boards across different sectors, we find that the size of a board contributes to the quality of discussion of agenda items. Though large compared to other sectors, the size of UWL's Board is not untypical of the sector (and possibly at the smaller end). We consider the size of the Board to be appropriate to UWL, particularly as it enables an appropriate range of skills to be represented, and it allows the inclusion of professoriate, staff and student representation; these bring helpful input from key stakeholder perspectives. Notwithstanding our view, a few of those we interviewed felt, based on their experience from other sectors, that a smaller board would nonetheless benefit boardroom discussions. (Our survey showed that 8.7% of respondents thought the size and structure of the board brought definite challenges, whilst 30.4% thought it brought challenges to a limited extent – see *Appendix 3, Chart 20.*)
17. The independent members and co-opted committee members bring a good range of skills. These include experience of strategy, finance, commercial, marketing, property, people and HR, risk and governance, legal, sustainability and ESG (Environmental, Social & Corporate Governance, which we see as becoming increasingly important in corporate and other boards, and higher education. There are no significant skills or experience gaps on the Board but it could look to adding medical/biomedical expertise in due course. With the School of Biomedical Sciences being new, and additional growth being considered in this area, related skills may be valuable in due course and we **suggest** that this should be considered at an early stage (**S1**).
18. From the executive team, only the Vice-Chancellor is a member of the Board. Across other sectors, many Boards see the benefit of greater executive representation on the Board. This is sometimes the case in higher education too. However, we note that other executives attend for the duration of board meetings and make good contribution to the discussions where needed. So, on balance, we do not recommend a change in the balance between executives and non-executives as it would lead to an unnecessarily large board.
19. Getting the right skills on a board is highly dependent on its approach to recruitment. With some board-level recruitment, external recruitment consultants were involved; several Governors acknowledged little or no familiarity with UWL before they were approached, suggesting that the net was cast widely in searching for potential candidates. Governors also tell us they underwent a good recruitment process and rigorous interviews. In selecting their new Governors, the University gives good focus to diversity, including in relation to gender and ethnicity. This is good practice within the sector.
20. Some board members bring particularly interesting and relevant backgrounds with them, other than simply by way of skills. (For example, two board members told us they were the first from their families to go to university and one going on to add that that this experience was life-transforming for him.) However, the 'social' background of Governors is not something that is captured by UWL or is well known amongst board colleagues. The lived experiences of some board members could be a very valuable asset to the Board and the University, so we **suggest** that UWL captures these aspects of diversity from amongst its Governor group (**S2**). We also **recommend** that

the University considers adding some younger governors to the Board, who bring this broader diversity, perhaps including those with recent experience of graduating from UWL (R1). Implementing these recommendations would be leading practice within the sector.

21. We also noted, as a matter of good practice, that a number of recent Governor appointments were from those previously serving as co-opted members of the Board's committees. This approach to recruitment has the advantage of de-risking the appointment as the individuals are already known to UWL. The individuals will also already have a good understanding of UWL so are able to contribute more quickly to the Board's deliberations. Before co-opted members are invited to join the Board they are interviewed, and we are told that there have been occasions when individuals, whilst making good contributions to a specific committee, were not considered suited to the broader role of Governor.
22. Induction is a key element to becoming an effective board member and Board members gave us varying views about their inductions – just over a quarter thought their induction was excellent and about one-third thought it was good. However, one-fifth considered it average and one-sixth (and not all long servers) did not remember it at all. The pandemic seems to have played a part and, as for other organisations, has made effective induction more difficult. We **suggest** that the Governance and Nomination Committee reviews UWL's induction programme for Governors and for co-opted committee members, ensuring that timely remote induction, where this is necessary, is as timely and effective as it can be (S3).
23. Board members show a passion for what UWL does, and how it does things. Many commented on the importance to them of UWL's desire and success in promoting the widening participation agenda amongst students from less 'traditional' backgrounds (such as disadvantaged or mature students), and the University's commitment to providing fair opportunity to all and achieving good employment prospects.
24. Although there is a good range of skills represented on the Board, perhaps surprisingly a number of board members we interviewed felt unable to comment on board skills. Some commented that they have not seen the Board's skills matrix, so we **suggest** that this is made available to all Board members (S8). Another contributory factor is that some Governors do not know their board colleagues well. In part, the lack of recent face-to-face meetings will have been a contributory factor, as may board members' busy diaries. We **recommend** that the University introduces opportunities for Board members to network and socialise as a priority when in-person meetings become possible again (R2). A few board members commented that it would be useful to organise opportunities to do so around committee meetings as well, since members often arrive in time for the meeting but then leave soon after they end. In practice, we observe that board members who know each other well often perform better, so the Board should set expectations – from the time Governors or co-opted Committee members join UWL – that establishes that getting to know their fellow Governors is a firm expectation of the Board.

25. In terms of relevant knowledge, 86.9% of survey respondents say they are very or reasonably confident about their knowledge and understanding of the University, whilst 82.6% say they are very or reasonably confident about the wider higher education sector, including sector trends and government policy. However, this drops to 73.9% in relation to OfS regulations and 63.6% in relation to the University's constitutional documents. Concerning the CUC Code, 73.9% of survey respondents are confident about their knowledge and understanding but, subsequent to the survey exercise, the Board considered the changes to the CUC Code. (See *Appendix 3, Charts 3 to 7.*)
26. UWL largely makes good use of the skills and experience that its Board and Committee members have to offer. As noted later in this report, we saw good contributions from them in the various meetings we observed. From the perspective of Board members and Committee members, our survey shows that 86.4% of respondents say that they agree that the University makes good use of their skills and their connections. For example, a few Governors have arranged work placement and work experience opportunities for UWL students.
27. Whilst there is a good level of engagement, a few of those we interviewed suggested that they could add further value and make greater contributions if they were asked. We **suggest** that the Board takes stock of the areas where Governors and co-opted members could provide greater contributions in alignment with UWL's strategic direction and priorities (**S4**). For example, this could be done in conjunction with the next review of progress against UWL's strategy or through the Chair's one-to-one meetings with Governors (see paragraph 33 below). The onus on getting greater contributions from Governors does not, of course, only rest with UWL. At times, Governors could be more proactive in offering support. In contrast, where support has been offered but is not taken up, there should be feedback to the Governors to explain why this has been the case.
28. The University has had a Lead Governor role in place for some time. The intention is that each School has an assigned Lead Governor. All those we spoke to who had a Lead Governor role said this arrangement was not working. We see this can be value-adding, but it needs the commitment of both individual governors and the Deans of Schools, and consistent expectations. We **suggest** that this is disbanded as a formal arrangement (so, for example, this means Governors' bios on UWL's website should not describe individuals as Lead Governors) but the arrangement is encouraged where there is value to be added and the relevant Dean is supportive of the concept (**S5**).
29. Whilst not part of the formal Lead Governor role, we noted two good examples of support by Governors where their expertise is more extensively used. These are in relation to the steering group set up for the student record project and, also, in relation to UWL's ongoing decarbonisation project. This is good practice in the sector.
30. An important voice on the Board is that of the Students' Union President. She brings a student perspective through active engagement with the Students' Union student base as she is a very recent student. The Chair meets with her formally twice a year and the Chair makes herself accessible and available. She also invites the Students' Union President's comments on student-specific matters during meetings. The Student

Governor also meets with the University Secretary regularly. This is good practice in the sector.

31. The Governor role can be challenging enough as it is, but many Governors benefit from boardroom involvement throughout their careers. We **recommend** the University considers ways to give the student governor training and additional support to carry out this difficult role (**PR3**). One option, for example, could be to arrange a 'buddy' system so the Student Governor has access to the experience of an established Board member. The role is also a lonely one, and we **suggest** that the Board considers the merits of an additional student governor so they could benefit from sharing each other's experiences (**S7**). Unlike other Governors who may serve for six years, a student Governor often serves for a single year. Longer terms for them – for example, so that they stay on in the year following their year as Students' Union President – could be beneficial.
32. The Board takes its performance seriously, and the Chair, Vice-Chancellor and University Secretary all work together well effectively with a mindset of continuous improvement. The Board last undertook an external review of effectiveness 4 years ago. We **recommend** that, in future, annual self-assessments of the effectiveness of the Board and its Committees are also undertaken to support the Board's continuous improvement (**R3**). This would be good practice in the sector. This could be undertaken by a questionnaire exercise.
33. The performance and contribution of individual Governors are also taken seriously and 76.2% of survey respondents said they have an annual conversation with the Chair about their personal development as a Governor (*see Appendix 3, Chart 11*). The Chair formally speaks to individual Governors about their contribution a year into their first term, and again in the final year of each of their three-year terms (not all Governors are aware of this pattern) and we think this is a pragmatic and good approach given the size of the Board. These meetings also allow Governors to air any concerns they have; Governors say they value this opportunity to speak to the Chair in confidence. (Members of the Board's Committees, whether Governors or co-opted members, also have annual one-to-one conversations about their contribution to their Committee with their Committee Chair.)
34. The importance of good succession planning is becoming a matter that has been receiving greater attention across a range of sectors as it is now seen as an enabler of sustainable governance. We understand the Chair periodically discusses the long-serving Vice-Chancellor's plans with him, and his succession and that of the remainder of the Executive team is considered by the Governance and Nominations Committee. Some of the Governors not involved with the Governance and Nominations Committee say they are unaware of succession plans, so we **suggest** it is a topic for discussion when face-to-face meetings resume as a routine, say at an informal session for independent Governors before or after a Board meeting (**S8**). The Board will also need to turn its attention to the Chair's succession shortly, as she has about two years of her final term to run and effective transition and handover will be important objectives (particularly if an external candidate is to be appointed Chair). We understand that Chair succession has been considered by the Governance and Nominations

Committee. A change in Chair and Vice-Chancellor at about the same time should be avoided, if possible.

35. We also noted that the issue of succession of Committee Chairs is not always undertaken consistently. There should be a transparent process for Committee Chair succession, including ensuring that there is sufficient consultation and engagement with members of the Committee as part of the process.
36. Three key relationships that support the effective functioning of the UWL are those between the Chair, the Vice-Chancellor and the University Secretary. In particular, the relationship between the Chair and Vice-Chancellor needs to be right – the Chair should provide both support and challenge to the Vice-Chancellor and the relationship should not be too close. Those we met told us a good balance is achieved and we did not observe any matters during our review that would give us cause for concern. Additionally, we note that both the Chair and the Vice-Chancellor have effective working relationships with the University Secretary who provides them with good counsel and support.

Meetings

37. The Chair leads the Board well. She is described by her fellow Governors (and others that we met) as inclusive and integrative, and they say she is considered and a calming influence. It is apparent she invests the time necessary to undertake her role effectively. She devotes the time to build good working relationships with Governors, co-opted committee members and executives. She does not dominate meetings and allows the Governors around the table to contribute, question and challenge. In the survey we undertook, 95.2% of respondents say they always or mostly feel encouraged to participate in meetings. (*See Appendix 3, Chart 34.*)
38. Much of the detailed work to support the Board is undertaken in Committee, and we noted that the Chair regularly invited contributions from the Committee Chairs during the meeting we observed. In relation to student matters, the Chair regularly invited the contribution of the Students' Union President (but see also paragraph 30.).
39. The Board meeting that we observed (as per all Board and Committee meetings for the last twelve months) was held online because of the pandemic and recent lockdowns. This makes things much harder for a chair (as we have seen with other boards) but the Chair nonetheless ran the meeting well. All the Board members we met demonstrated their engagement with their Governor role (and co-opted committee members did likewise in relation to their committee work). They perform their roles with diligence and were well prepared for the meetings we observed.
40. There is a good level of participation and challenge, though it was widely acknowledged it was often difficult to do so when meeting remotely. In some of the meetings we observed that a few Governors spoke infrequently or, in some cases, not at all. They say the questions they had were already asked, so did not feel it was necessary to speak for the sake of it. Whilst this is a sensible approach, this risks the

'louder' voices dominating discussion and new insights going missing, so we **suggest** the Chair encourages contributions from all Board members. She could do this by inviting the quieter Board members to make the first contributions from time to time (**S6**). We note this will become easier when face-to-face meetings become the norm again.

41. A return to face-to-face meetings should also help with ensuring contributions from all Board and Committee members, but it is acknowledged it will take some time for the full Board (or Committees) to meet in person with everyone present. With some of the meetings we observed, several Executives participated from the boardroom with most participants connecting from elsewhere. We noted, when observing remotely, that it was not always apparent which Executive was speaking and it was not possible to see the faces of those in the room (some were not sitting in range of the camera). Several of those we interviewed commented similarly.
42. Just under one-fifth of survey respondents say they would like to see a return to all meetings being held in person. In contrast, 77.3% of respondents look forward to a 'hybrid' model where in-person and remote meetings are combined (*see Appendix 3, Chart 35*). We **recommend** that the Board gives its early consideration to how hybrid meetings might work to best effect in practice (**R4**). Careful and deliberate chairing will be necessary. Use of laptops by those in the meeting room, so that everyone's faces can be seen, may also help.
43. The Executives make appropriate and relevant contributions to Board meetings. In the meeting we observed, they responded with transparency, and without defensiveness, to challenge from the Governors. They also appear to value the contribution of the non-executives. Although the Vice-Chancellor leads the executive team and therefore makes significant contributions to boardroom discussions, he gives other Executives space and opportunity to respond and contribute to the discussion.
44. After the initial welcome from the Chair and when routine business has been conducted, the Vice-Chancellor introduces each meeting with an extensive update of developments across the University (he gives a similar overview at Committee meetings). Board members and co-opted members of the Committees tell us they find the overview very helpful in keeping them informed about developments at UWL and providing them with context for decision making. It is apparent from the overviews that students and staff are at the forefront of the Vice-Chancellor's thinking.
45. Board away days are usually an opportunity for broader discussion and networking amongst board members, co-opted committee members and management. Despite the inability to meet in person this year, the Board proceeded with the first of its two annual away days in February. All those we interviewed welcomed this decision, even though the usual level of interaction and contribution was not possible. The half days focused on a series of presentations (with time for questions) covering a range of topics on the theme of promoting social mobility and inclusion – which underlies the ethos of UWL.

Board information and support

46. Board and Committee papers are of good quality and compare very well to those we see elsewhere. They are clearly written, easy to digest and the purpose of papers is set out clearly. Feedback from board members was also complimentary with almost all responding that the quality, timeliness and clarity of purpose was either excellent or good (see *Appendix 3, Chart 32*).
47. Several of those we interviewed suggested that management's proposals were often thoroughly formulated so they felt it was hard to add value in discussion during meetings of the Board. Their contributions, they say, are primarily by way of questions to better understand the proposals rather than to help shape them. In practice, work is undertaken at Committee level at an earlier stage, so it may be helpful to make clear a proposal's 'journey' through its development so this is apparent to Board members.
48. A number of respondents (about one-third), however, expressed some dissatisfaction with the length of the papers, describing the length of board papers as either average or poor. Those more critical of the papers say there are too many papers that are for information. The length of papers, however, is comparable to those we see at other higher education institutions, and they usefully keep board members informed of developments where no specific decisions are needed. They also provide the background necessary to obviate the need for more basic questions from Governors, and the Executive considers that greater transparency better prepares the Governors to challenge and ask the right questions. Whilst we encourage UWL's board papers to be slimmed down, if possible, we do not consider their length to be a significant issue.
49. In our interviews with them, many Governors and co-opted committee members remarked on the excellent support they receive from the University Secretary and the Assistant Clerk to the Board of Governors. They say that they are proactive in their roles, responding promptly to queries and requests for information whilst ensuring key topics are brought to the board meetings for consideration by Governors.
50. Since the start of the pandemic, the Chair, Vice-Chancellor and University Secretary have recognised the need to keep Governors updated in a fast-changing and uncertain environment. As a result, weekly Governor Bulletins were introduced. Board members tell us that these are very helpful and, though the environment in relation to the pandemic is now quite different to a year ago, the Governor Bulletins continue to be issued (but on an approximately monthly basis). These updates are good practice.
51. The Board's Committees undertake a substantial amount of work in support of the Board. Unusually, though, Committee reports feature at the end of the Board's agendas. The meeting we observed was scheduled for three hours. It overran slightly – by about fifteen minutes – and the reports from the Committee Chairs were last on the agenda. As a few Committee Chairs had other commitments, they had left the meeting by this time so there was no opportunity to hear from them. We **recommend** that reports from the Committee Chairs feature early in the Board's agendas (**R5**) as the Committees perform important work in support of the Board. For example, these

updates could be timed either before or after the update from the Vice-Chancellor. The reports should be short and focus on key matters the Committee Chairs consider that Governors need to know about in the context of the day's meeting. This will help set the context for the meeting.

52. We also **suggest** that Committee Chairs are asked to prepare a short (maximum one page) summary of their meeting, focusing on key messages (**S9**). This would obviate the need for detailed minutes to be included in Board papers; instead, they could be made available to Governors who wish to consider the work of the Committees in more detail. They also could be made available earlier rather than waiting till the next Board meeting.

The Board's focus

53. The Board gives appropriate focus to the most important matters to UWL, and that are consistent with the University's ambitions. When we spoke to the Chair and the Vice-Chancellor about the University's priorities and issues over the last pandemic-impacted year, they led with matters relating to student and staff wellbeing and emphasised the importance of maintaining student experience. Equality, diversity and inclusion also sit at the heart of the Board's work. This is good practice in the sector.
54. Key areas that typical boards focus on get good attention, including strategy, risk, finance, remuneration and projects. In the current year, particularly, pandemic-related concerns received substantial focus. In addition to staff and student-related issues, protecting academic standards was also an important focus. Unsurprisingly, so too was financial viability. Student recruitment received much attention, as did the University's financial position. A range of scenarios and possible outcomes was considered by the Board, and opportunities, as well as downside risks were considered. As already noted, (see paragraph 50), the Board was regularly kept informed about uncertainties and developments arising from the pandemic.
55. Governors particularly value briefings from UWL's Schools. The February Board away day included a presentation from the Dean of the Littner Business School and the March Board meeting included one from the Dean of the London College of Music. Though both were excellent presentations, the former involved recent and current students, staff and a representative from Ealing Council. This brought to life the aims and the achievements of the School. The latter involved only the Dean and it was more focused on background information and scene-setting.
56. Governors appreciate the contact with students and insights they bring so we **suggest** that School presentations include students, as well as staff, whenever possible (**S10**). If it is difficult to fit in during a Board meeting, this could be scheduled as a briefing for Governors to be held immediately after the conclusion of a formal meeting. Introductory presentation, whilst helpful, could be tackled differently. We **suggest** that UWL considers whether introductory material could be captured on video and viewed before a Board meeting, so that the Board meeting can focus on discussing a School's

goals, strategy, risks and challenges (**S11**). Recorded presentations have the scope to be more creative, and they would be a useful part of a library of induction material for new Governors.

57. Student experience is a key area of focus and it is evident that the Board cares particularly about the impact its decisions have on students and their future opportunities and prospects. This focus is greater than we see at many other higher education intuitions, but there are opportunities to go further and further embed the student perspective in the Board's discussions and decision making.
58. Governors recognise the importance of the student voice, and they say they would appreciate greater contact with students. Indeed, a few Governors acknowledge they do not understand well enough the challenges and struggles some students face in pursuing academic attainment. They regard this understanding as particularly important given the diverse backgrounds that students at UWL bring. We **recommend** that UWL looks for ways that can help Governors better understand the challenges faced by their students (**R6**). One option to consider is reverse mentoring – where a student mentors a Governor to help give the Governor a better understanding of what it is like to be a UWL student. Such an arrangement could initially be set up as a pilot and rolled out subsequently, after considering any lessons to be learned. Appropriate matching of student and governor and the commitment of both will underpin the success of such an initiative.
59. The views of the Students' Union President are generally sought at board meetings on matters directly affecting students, but student views could be taken on board earlier in the development of a proposal for Board approval. Ensuring systematic consultation or engagement with students earlier in the decision-making would be beneficial to both students and the Board. Given the dedication we have seen from the University to student interests, UWL should be capable of implementing this with relative ease as their priorities are already very focused on students. We therefore **recommend** that student views are considered at an earlier stage in the development of proposals that go to the Board for approval (**R7**). This is good practice in the sector.
60. Additionally, we **suggest** that the Student Governor is supported and encouraged to contribute to a broader range of issues, not just those with a direct student impact. (**S12**). For example, it was not immediately apparent that papers considered by the Finance Committee consistently considered the impact on students – though, of course, it is understood and implicit that all Board and Committee decisions are made for the benefit of students. We therefore **recommend** that student views and the impact on students is considered explicitly in key decisions (**R7**). For example, covering sheets could include a section on student views and the relevance and impact of decisions on the student body.
61. Strategy gets good focus by the Board, but strategic decisions are generally left to the Board's away days. Busy agendas and the pressures of time for normal board meetings mean that formal board meetings are not particularly conducive to discussing strategic direction. Unfortunately, as a result of the pandemic, the last 'away day' was held by video call, on MS Teams. As this is not a particularly suitable format for a large

group discussing strategy, the last away day was primarily based around presentations (as previously noted). A number of Governors we interviewed suggested the next away day should test the current strategy, established in Achievement 2023, in light of the impact of the pandemic; we understand that this is the intention. Governors also commented that they would welcome early involvement in the development of the University's strategy beyond 2023.

62. Boards are now recognised as having an important role to play in defining and setting 'target' culture for an organisation and monitoring and overseeing this culture. This expectation is set out in the CUC Code, and also in the UK Corporate Governance Code. Many regulators including the Office for Students are also giving this greater scrutiny.
63. We discussed UWL's culture with those we interviewed and sought Governors' views of what it was. Our survey also sought views on culture. With no exceptions, the words used to describe the culture were invariably very positive, and survey responses included the following words and phrases: open, transparent, student-centric, successful, champions of fair access, career-focused, inclusive and diverse, friendly and welcoming, few airs and graces, collaborative, dynamic, driven, agile, supportive, ambitious and high achieving.
64. When asked how this culture came about, some of those we interviewed suggested that culture creates itself; others give credit to the Vice-Chancellor and also to the Chair. However, there is no clear view about what more precisely shapes UWL's culture. This therefore raises questions about the sustainability of the current culture – particularly in the longer term, and what will help it persist beyond the terms of office of the Chair and Vice-Chancellor. We therefore **recommend** that the Board establishes a working group to define articulately the University's culture and what it sees as important to it thriving, establishing what needs to be done to protect and preserve this (**PR1**). This would be leading-edge practice in the sector.
65. Similarly, quality is seen as a key attribute that underpins the success of UWL. Again, this is a somewhat nebulous concept as far as the University is concerned. We **recommend** that the working group referred to above (in paragraph 64) also considers the question of quality – defining what it means to UWL, what dimensions it has, and what the quality drivers are – so that quality can be given appropriate and structured focus (**PR1**).
66. We **recommend** that the work of this 'culture and quality' working group should report to the Board, and the Board should agree necessary actions – and define any performance indicators – monitoring them going forward (**PR1**).
67. The Board also gives appropriate consideration to projects. At the meeting we observed, there was extensive discussion about UWL's student record replacement system. There was frank presentation and discussion of the project's issues by the Executive and good challenge and support from independent board members. Many board members contributed to this discussion. As an important topic, the Chair rightly

allowed discussion to run, even though this meant the time allocated on the agenda was exceeded and the meeting overran. Lessons learned were also considered.

68. Relevant current topics, such as actions required to tackle racial harassment, are also on the Board's agenda. This was due to be discussed at the March meeting but, given earlier overruns, the Chair decided to defer discussion until the following meeting, noting it was too important a topic to skate over.

Stakeholders

69. UWL gives very good focus to its stakeholders. This is apparent from our review of Board and Committee papers, and from our observation of the Board and Committee meetings. For example, a range of stakeholders is mentioned in the monthly Governors Bulletin, and also in the Vice-Chancellor's updates at the start of board and committee meetings. However, the approach to stakeholder lacks structure and a more formal approach would help the Board take stakeholder views into account more consistently when making major decisions.
70. Accordingly, we **recommend** a stakeholder map is developed by the Executive and periodically reviewed by the Board (**PR2**). We envisage this map will set out (i) the key stakeholders by category, (ii) the individual who leads the stakeholder relationship, (iii) the issues which interest the stakeholder group so that their views are considered in decision making, and (iv) the relationships (if any) in which the Board needs to become involved. In setting up the stakeholder map, the Board should be conscious that the views of stakeholder sub-groups may need to be considered, as different stakeholders in a grouping may have contrasting views (for example, two local authorities may need to be managed quite differently).

The work of the Committees

71. The UWL Board relies heavily on the work of its Committees – they do the 'heavy lifting', undertaking the more detailed work and exercising more detailed scrutiny that the Board would not have time to do given its wide-ranging responsibilities. Generally, the Committees are not decision-making bodies but, following more detailed consideration, make recommendations to the Board to consider and, if appropriate, to approve.
72. The six Board Committees are mainly made up of independent governors. None of the executives are members of the Committees. To supplement the skillsets on certain UWL Committees, independent co-opted members have been appointed. Currently, the Finance Committee and the Audit & Risk Committees each have two co-opted members who bring valuable skills to the Committees' deliberations.
73. The role of the co-opted committee member can be a difficult one. In a few higher education institutions, co-opted committee members may have a more limited

perspective and understanding of the institution (by virtue of their limited role) but, at UWL, that is not the case. Co-opted committee members are invited to the Board's away day and receive the monthly Governor Bulletins, so they have every opportunity to stay informed.

74. Generally, the Committees we considered as part of this review had suitable terms of reference. Meetings were chaired well, ran to time and committee members were well prepared for meetings. For example, we observed good discussion, encouraged by the Committee Chairs, in the Finance Committee and the Governance and Nominations Committee which we observed.
75. We did not observe a meeting of the Audit & Risk Committee but were told by those we interviewed that the committee performs well. It has a good set of terms of reference but these terms of reference are more typical of a more traditional audit committee. Given that risk is, we understand, part of its remit, we **suggest** the terms of reference are reviewed and updated to include a more descriptive explanation of the Committee's responsibilities in relation to risk (**S13**).
76. We understand the Audit & Risk Committee currently gives attention to risk topics – with UK Visas and Immigration (UKVI), General Data Protection Regulation (GDPR), health & safety and the student record project all on the most recent meeting's agenda. When the Committee's terms of reference have been reviewed and revised in relation to risk, the Committee should ensure its activities and agendas are appropriately aligned to any changes.
77. We also noted a number of general points which, whilst more appropriate to some committees than others, were a recurring theme in relation to possible improvements. We **suggest** these points are considered, ensuring a consistent approach across Committees:
 - the use of coversheets – to highlight the main points for the Committee's consideration (**S14**)
 - verbal-only updates – so that written briefing notes are available where possible to improve accessibility to student committee members (**S14**)
 - the presentation of agenda items – so that key points are introduced (rather than papers presented in detail) and time is given to discussion, which should be more widely encouraged (**S14**).
78. In addition to our interview with the Students' Union President in her capacity as a Governor, we undertook a student focus group. This was attended by three students (of the seven registered) and there was a mix of student representatives from the Students' Union and faculties. It was evident from this meeting that staff across UWL have students at the centre of their thinking and work. Student representatives commented on how well the university has supported and communicated with the student body during the pandemic. The student representatives also spoke highly of the 'champion' roles, to which the University was recruiting.

79. We heard that there is a good flow of information and feedback from student representatives up through the Students' Union to the University Executive, and likewise from the University back to students. The students reported that the University shared information on various topics and there were opportunities for students to engage in addition to regular consultation activities such as surveys. However, students did find that engagement opportunities could be less visible or difficult to 'pick up' on, as they were often communicated within other information. They suggested an online space where all student engagement and consultation activities were focused and promoted.
80. Student representatives described their experiences of attending committees and other School-level boards as largely positive. They felt able to contribute items to the business of the meeting and generally felt heard. However, they said they would welcome being asked to contribute to meeting agendas. They consider that co-chairing, sometimes seen at other Universities, would be effective at certain committees, such as Student Life Committee and other committees or boards within the faculties. Co-chairing would make visible the importance of the role of student representatives and they say that this would make them feel that their role and work are taken seriously.
81. The student representatives felt that their participation and contributions in meetings could be enhanced if they were sure about what and where to contribute. They felt that 'signposting' in papers would be useful to guide them *where* they can add value and make an impact as student representatives. When asked to expand on what 'signposting' looked like to them, they described targeted questions for consideration in relation to specific matters in an agenda item. This would give student representatives greater confidence in contributing and participating in meetings.
82. More specifically, in relation to the Student Liaison Committee, we **suggest** considering the following:
- structuring agendas so that matters, where the Student Officers can add particular value and have impact, are considered earlier (**S15**)
 - as a matter of routine, highlighting key questions or points for consideration by student representatives on cover sheets (**S15**)
 - how students and the Students' Union are involved in developing and implementing the University's initiatives which directly affect students – by continuing and further developing an effective partnership across academic and non-academic university business (**S15**)
 - creating an online space where all student engagement and consultation activities are focused and promoted (**S15**)
 - the induction of Student Union sabbatical officers sitting as Governors so they can best undertake their committee roles (see also paragraph 31) (**PR3**).

83. Governors value the work undertaken by the Committees but different Governors have different views of the Committees' work. Some of those we interviewed say they trust the work done by the Committees and it seems they accept their recommendations at face value. Committees report to the Board, and the Board should provide a final layer of scrutiny and oversight before approving recommendations from its various Committees. Accordingly, we **suggest** Governors should be reminded of the need to discuss, question and challenge the recommendations of the Committees where this is needed (**S16**).

Academic Board

84. The Academic Board provides the UWL Board with assurance over academic matters and is responsible for areas, including academic quality and standards, research and scholarship, teaching and learning, course design and curriculum content, validation and review of programmes, policy and procedure on assessments, examinations and awards, the appointment and removal of external examiners, as well as criteria for admissions. Additionally, student experience, access, participation and achievement are also key areas under the remit of the Academic Board. These responsibilities are clearly set out in the Academic Board's terms of reference. The Academic Board is chaired by the Vice-Chancellor and its membership, of up to thirty members, includes ex-officio members, elected teaching staff, elected non-teaching staff and student members.
85. The Board receives appropriate assurances from the Academic Board that academic governance – including the standard of the University's awards, the student academic experience and student outcomes – are adequate and effective. Our survey shows 91% of respondents say the Board always or mostly exercises good oversight over academic assurance and 81% say it gets good quality assurance in this area (see *Appendix 3, Charts 13 and 14*). As part of its work, the Academic Board considers internal assurances against the OfS conditions of registration before this is considered by the UWL Board. Additionally, the Quality and Standards Review Working Group was recently established to help identify risks, improve working practices, establish a presumptive evidence base and develop plans to be put in place in the event that a Quality and Standards Review is triggered by the Quality Assurance Agency for Higher Education (QAA).

Other matters

86. During our work, we noted that UWL's website was not up to date in relation to certain governance disclosures. For example, the page detailing board members' profiles does not list all board members and we noted an example of a board member's biography not being up to date. On a page listing UWL's Schools, the School of Biomedical Sciences was not listed.

87. The website is an important source of information so we **recommend** it is periodically reviewed as a matter of routine and kept up to date (**R9**). Governors should be asked to review their biographies annually, so they are kept up-to-date and relevant. Board members' starting dates should be included so their length of service is apparent. It could also include information about co-opted committee members as they contribute valuable skills and experience in support of the University's governance.
88. In our meetings, a number of suggestions were raised by board members. We set these out here but have not considered them as part of this review. These include suggestions that: (i) UWL's peer group used to benchmark performance and progress could usefully be reviewed – they suggested comparators should be higher education institutions that provided more aspirational stretch, and (ii) more could/should be done to promote and publicise the success of the University (given UWL's successful performance, under both should financial and non-financial measures).

Conclusion

89. Notwithstanding the challenging external environment faced by UWL, particularly in relation to the pandemic, our view is that the Board and its Committees perform well. Its governance practices compare well to those we see at comparable organisations. In this report, we have made a number of recommendations and suggestions to help the Board to continue to develop, but we do not consider any of these to be of high priority such that they are required to address a major weakness.
90. In Appendix 2, we have included Halpin's governance maturity matrix showing how we see UWL compares with others in the sector. The assessment is subjective as practices vary considerably, so it should be taken as indicative. It shows that, in our view, UWL generally operates at 'good' or 'leading edge' in key areas relevant to this review of UWL in relation to governance at other higher education institutions.
91. We would like to take this opportunity to thank all those who took the time to provide us with their views and insights, and to the University Secretary's team for the excellent administrative support we received.

Appendix 1: Summary of Recommendations and Suggestions

As a result of our governance review at UWL, we make a number of recommendations and suggestions (of lower priority) for consideration by the Board. This appendix sets these out, cross-referenced to the relevant paragraphs in our report. The recommendations and suggestions should be read in conjunction with the main report which sets these out in context. Some observations will have been exacerbated by the context of the pandemic so we recognise that a post-pandemic environment will in itself lead to improvements.

Note that questionnaire respondents include independent Governors, co-opted members as well as the Vice-Chancellor and University Secretary, and student, staff and professoriate representatives

Priority recommendations (PR)

Recommendations		Para.
PR1	Set up a working group to determine: <ul style="list-style-type: none"> - what UWL's 'culture' is, what the Board wants it to be, and what steps will help protect it - the key aspects of what 'quality' means to UWL and what steps should be taken to continue to enhance this The Board should discuss and approve the resulting plan of action and resulting performance indicators	64 - 66
PR2	Develop a stakeholder map so the Board can take a more structured approach to overseeing stakeholder management	70
PR3	Provide additional training and support to Student Governors (and student representatives involved in Committees and other governance bodies) to help them best undertake their role	31

Recommendations (R)

Recommendations		Para.
R1	Consider the appointment of younger governors, ideally from a recent UWL cohort	20
R2	Re-establish opportunities for Board members to socialise and build relationships as soon as this becomes practically possible	24
R3	Undertake annual self-assessments of Board and Committee effectiveness between years when external reviews are undertaken	32

R4	Give early consideration to how hybrid meetings will work, to ensure that Governors' contributions as effective as possible	42
R5	Committee reports should feature earlier on the Board's agendas to give them greater prominence	51
R6	Help Governors better understand the challenges faced by students from more diverse backgrounds	58
R7	Consider student perspectives earlier on in the formulation of proposals for the Board, and ensure explicit consideration of the student perspective in all key decisions made by the Board (not just 'student items')	59, 60
R8	Keep the governance information and disclosures on the UWL website up to date	86, 87

Suggestions (S)

Suggestions		Para.
S1	Consider the merits of appointing a Governor with biomedical and related experience	17
S2	Capture the 'lived experiences' of UWL's Governors to better understand and benefit from their perspectives	20
S3	Review and improve the induction programme for Governors and co-opted committee members	22
S4	Take stock of Governors' and co-opted committee members' wider skills and interest so that better use can be made of the skills on offer	27
S5	Disband the formal Lead Governor arrangements (but continue arrangements informally where they are working)	28
S6	The Chair should take steps to encourage a greater extent of contribution from the quieter members of the Board	40
S7	Consider the merits of appointing an additional student representative governor	31
S8	Communicate the results of succession planning more widely amongst the University's Governors, including making available UWL's skills matrix to Governors so they are aware of the expertise available to the Board	24, 34

S9	Committee Chairs should prepare a short summary of their meetings, highlighting key points	52
S10	Presentations from Schools should involve students and staff where possible	56
S11	Consider recording presentations from Schools for future use during the induction of new Governors	56
S12	Encourage the Student Governor to contribute on a wider range of topics, providing them with the support necessary to do so	60
S13	The Audit & Risk Committee should review and revise its terms of reference to provide more detail on its role in relation to risk	75
S14	In respect of UWL's committees, more consistently: <ul style="list-style-type: none"> - highlight key questions or points for consideration on cover sheets - clarify when verbal updates are used and, where possible, provide the Committee with a one-page update to help members of the Committee prepare for meetings - take papers as read, keep presentations short and encourage more discussion 	77
S15	For the Student Liaison Committee: <ul style="list-style-type: none"> - structure agendas so that matters where the Student Officers can add value and have impact are considered earlier - highlight key points for consideration or questions on cover sheets - more general updates should take the form of short written papers, with less time spent on presentation and more on discussion - seek student views earlier in the development of proposals - consider whether this and certain other committees could be co-chaired by a student representative, including aiming for great student involvement in agenda-setting - consider how UWL can make its student consultation and engagement activities more visible to the wider student community and student representatives, so as to promote opportunities for student contributions to University's business at various levels of university governance, not just at Board level 	78 - 82
S16	Remind all Governors of the need to review and challenge recommendations put forward by Committees rather than accept them on trust	83

Appendix 2: Maturity Framework

	Failing (characteristics found in some governance failures)	Improving	Good	Leading Edge (current best practice found)
University Constitution	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority - the Board or the VC.	Delegated powers are clearly set out showing what is reserved for the Board but are still not clear for Academic and Executive delegations.	Delegated powers are clearly set out showing what is reserved for the Board with further schedules setting out Academic and Executive delegations.
Board/Council Membership	Equality, diversity and inclusion (EDI) awareness does not exist. Inadequate member selection and induction processes.	Some EDI awareness. Otherwise, satisfactory recruitment and induction processes.	Good EDI processes. Good quality recruitment & induction processes.	Good EDI processes. Capable, diverse and inclusive members appointed. There are good member succession planning processes.
	No Board training or appraisal.	Some training and appraisal processes. The Chair is not appraised.	Training and Appraisal processes exist for all members including the Chair.	Good appraisal processes which are used as a learning opportunity for the Board. Senior Independent trustee appointed.

	Failing (characteristics found in some governance failures)	Improving	Good	Leading Edge (current best practice found)
Board/Council Membership	Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings	Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units.	Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students and units.	Members understand the University's culture & business and their role and responsibilities. They act accordingly. They regularly connect with University staff, students and units.
	Members do not enjoy their role which involves firefighting and much frustration. Their reputation may be very much at risk.	Members believe that the University's position is improving, and they will enjoy their role.	Members enjoy their role and believe they are making a difference.	Members and the Executive believe the Board adds value. They enjoy, learn and "give back" by being governors.
Board Relationships	Dysfunctional relations between VC, Chair and Secretary.	Satisfactory relations between VC, Chair and Secretary.	Good relations between VC, Chair and Secretary.	VC, Chair and Secretary work as an open trusting team.
	Members' level of experience and relevant skills are not satisfactory. Members do not act as a team.	Some Members have good experience and relevant skills, but they do not yet act as a team.	Most members have good experience and relevant skills. The Board is taking action to improve their ability to work as a team.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.
	Some Members question the general capability of the Executive.	Members support some of the Executives' efforts but are not convinced they have the right officers for a good Executive team.	Members see the Executive as capable and respect them but see areas for improvement.	Members & the Executive engaged in a respectful, open, trusting relationship.

	Failing (characteristics found in some governance failures)	Improving	Good	Leading Edge (current best practice found)
Board/Council Focus	There are immediate and major regulatory, quality and/or financial risks. The University reputation may be under attack.	The regulatory, quality and/or financial risks are improving but are still significant.	The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated.	Risk & Strategic decision-making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.
	The Board is firefighting and very operationally focused.	The Board tends to be too operational. However, it is involved in setting the University Strategy and monitoring its implementation.	The Board sets the University Strategy & monitors its implementation. It monitors progress against any regulator or student-driven priorities.	Significant Board time is spent on horizon scanning and understanding the market, risks and opportunities. The Board is very outcome-driven.
Board/Council Meetings	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing & secretarial support.	Improved discussions and conduct. Some decisions taken outside of meetings by senior members. Staff and student members can feel that they are "second class" members, Secretarial support needs improving.	All Members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the minutes. Good Secretarial support.	Good quality, well-chaired discussions fully involve all members. Board Secretary with senior status & experience reports directly to the Chair. Challenge & the value added by the Board is clear in the minutes.
	Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information & scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tend to pass their responsibilities to the Board by telling it everything.	Board Portal in use. Some Executives demonstrate they accept their ownership of outcomes in short risk-focused Board papers which give good assurance.	Short risk-focused Board papers (using graphs & other visual methods) are the norm along with short presentations supplemented by regular briefings. Good assurance given to the Board.

	Failing (characteristics found in some governance failures)	Improving	Good	Leading Edge (current best practice found)
Committees	Poorly operating Committee structure. There is disconnection between the Board and its Committees.	Committees function satisfactorily. Basic improvements to membership and processes having been implemented.	Committees functioning well. They seek continual improvements. The Board gets reasonable assurance from its Committees.	Committees operate to a high standard and are good at collaborating. The Board gets good risk-focused assurance from its Committees.
	Academic Board is dysfunctional.	Academic Board not on the Board's agenda and performing poorly.	Academic Board reports on academic quality but the Board does not adequately understand the risks or feel comfortable challenging.	Academic Board's governance is regularly reviewed. The Board gets good risk-focused academic assurance from Academic Board and it feels comfortable challenging it.
Stakeholder Engagement	Board felt to be remote from the staff and students. Board not focused on students or staff.	The Executive conducts staff and student surveys and reports on these to the Board.	Clear evidence that staff and student views are reflected in decision-making processes.	Regular and effective two-way communication between the Board and the staff & student.
	Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive.	Board discusses and agrees the values of University but does not monitor the culture of the University.	Board sets and takes responsibility for the corporate values & culture.	Board lives and monitors the corporate culture checking that behaviours are consistent with the University's values.
	Stakeholder information not published.	Required regulatory information published for stakeholders e.g., value for money, gender pay	Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting.	University accessible and relevant to the University's local communities. Board takes responsibility for the socio-economic impact of the University. Good stakeholder information.

	Failing (characteristics found in some governance failures)	Improving	Good	Leading Edge (current best practice found)
Board/Council Reviews	The only reviews are those commissioned by the Regulator	Occasional Board effectiveness reviews focused on compliance	Board has occasional external reviews of its effectiveness against the HE sector	Board regularly has external reviews of its effectiveness against the best in HE and other sectors

Appendix 3: Survey results

This section summarises the results of the survey we undertook. We invited 25 individuals to participate – including all Governors, all co-opted committee members, the Vice-Chancellor and the University Secretary – and we had responses from all but one.

Care needs to be taken in interpreting the survey results. Shown below are aggregate responses.

Section 1: About you

Chart 1: How many years have you been a Governor or co-opted member of a committee?

■ Less than 1 year ■ 2-5 years ■ 6-9 years ■ 10 or more years

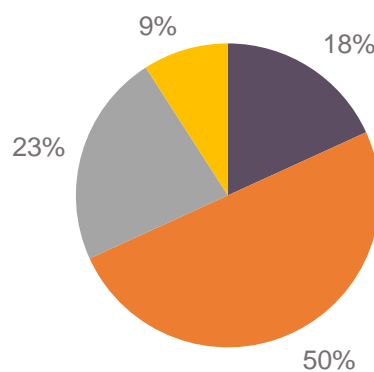
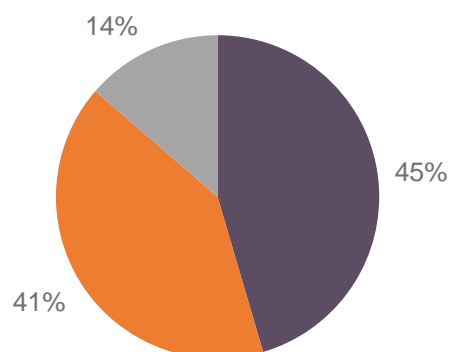


Chart 2: To what extent do you agree that the University makes good use of your skills and experience?

■ Strongly agree ■ Somewhat agree ■ Somewhat disagree ■ Strongly disagree



Section 2: Responsibilities/Accountabilities

Chart 3: How would you rate your knowledge and understanding of the CUC Code of Governance?

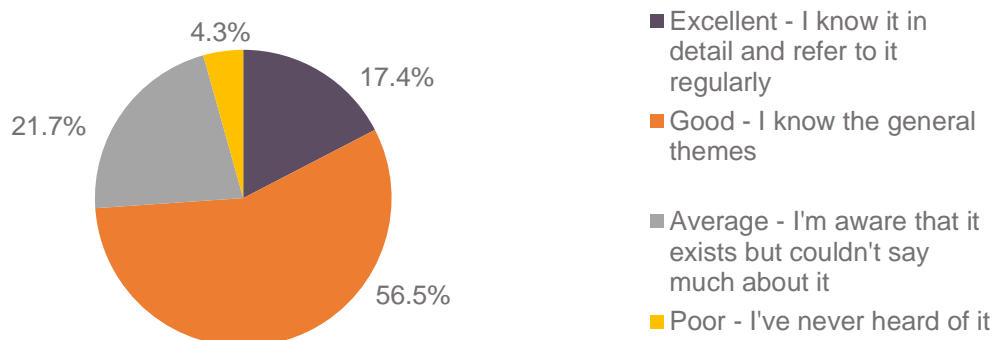


Chart 4: How would you rate your knowledge and understanding of Office for Students (OfS) guidance in relation to institutional governance?

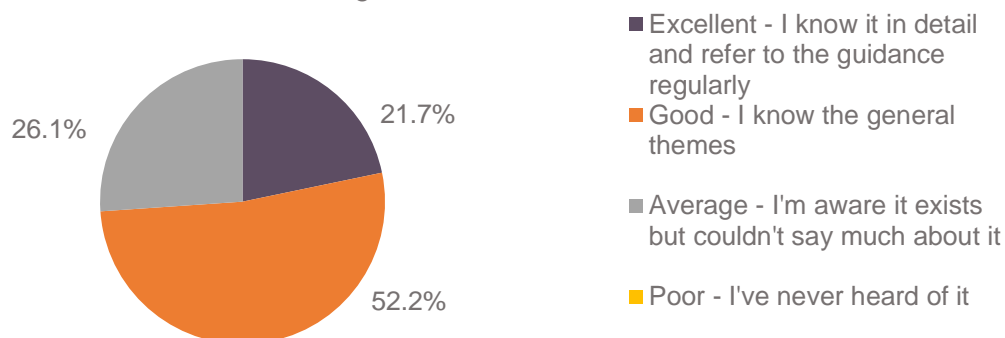


Chart 5: How would you rate your knowledge and understanding of the University's Instrument of Government, Articles of Government, Scheme of Delegation, Regulations and any Standing Orders?

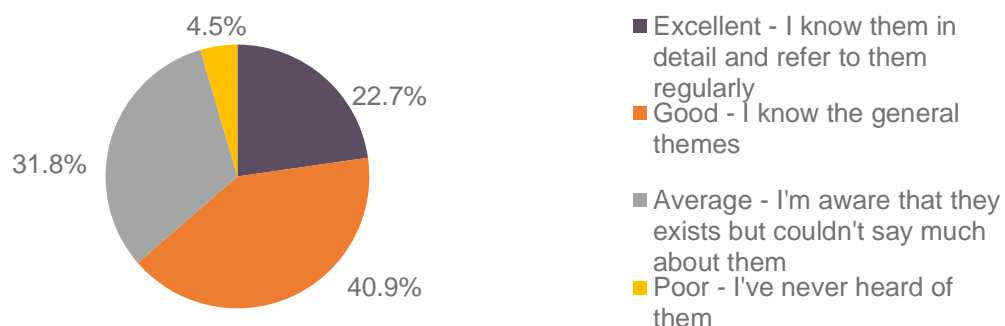


Chart 6: How confident do you feel about your knowledge and understanding of the University?

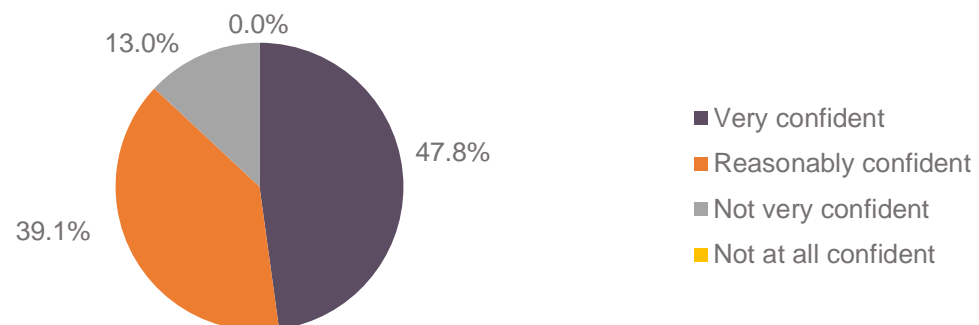


Chart 7: How confident do you feel about your knowledge and understanding of the wider higher education sector, including market trends and government policy?

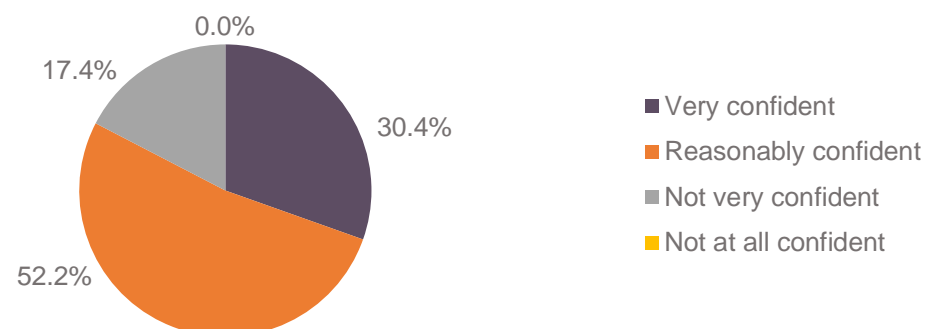
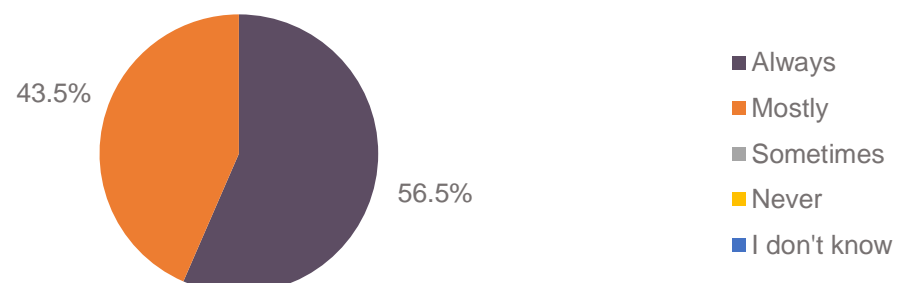


Chart 8: Do Governors understand the difference between their role and that of the Executive, and act accordingly?



Section 3: Governance Practice

Chart 9: Are you aware of previous governance effectiveness reviews at the University?

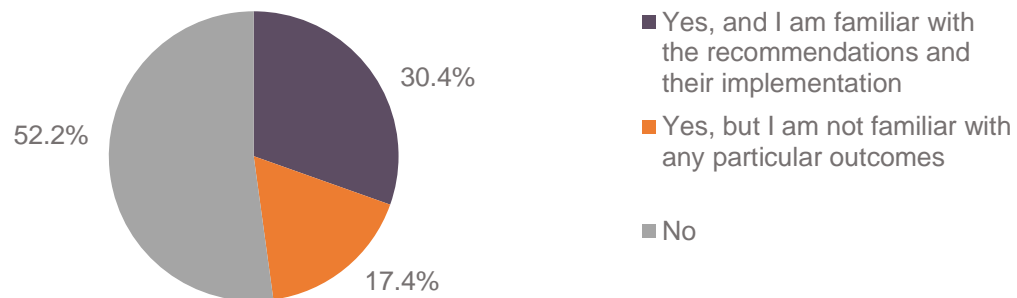


Chart 10: How would you rate the induction that you received when you were first appointed?

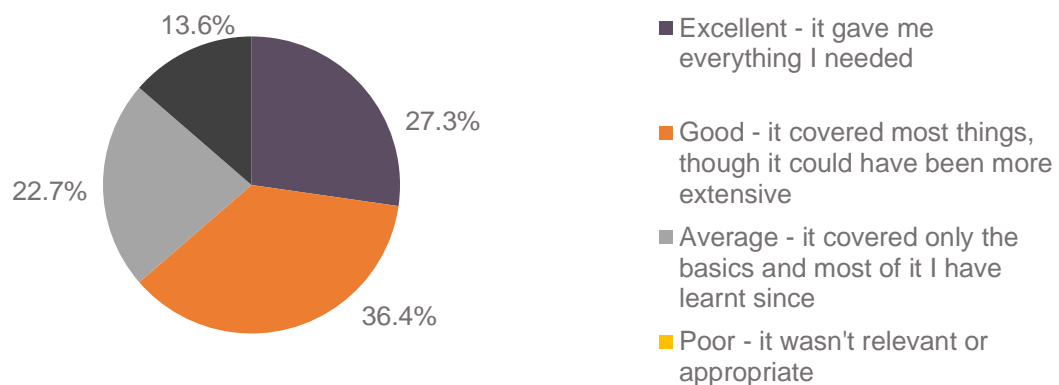


Chart 11: How regularly do you have a conversation with the Chair about your personal development as a Governor?

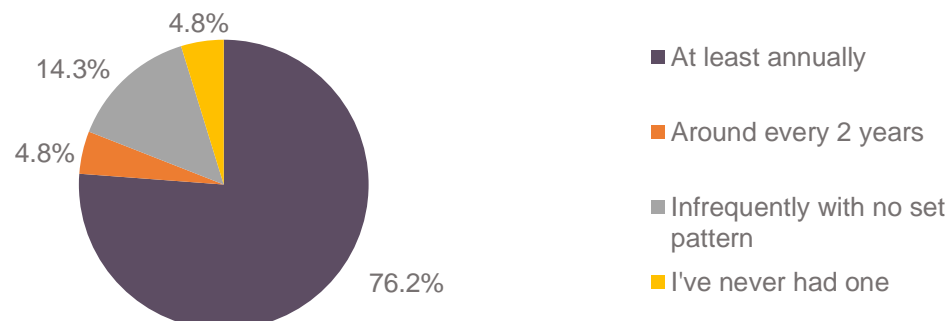
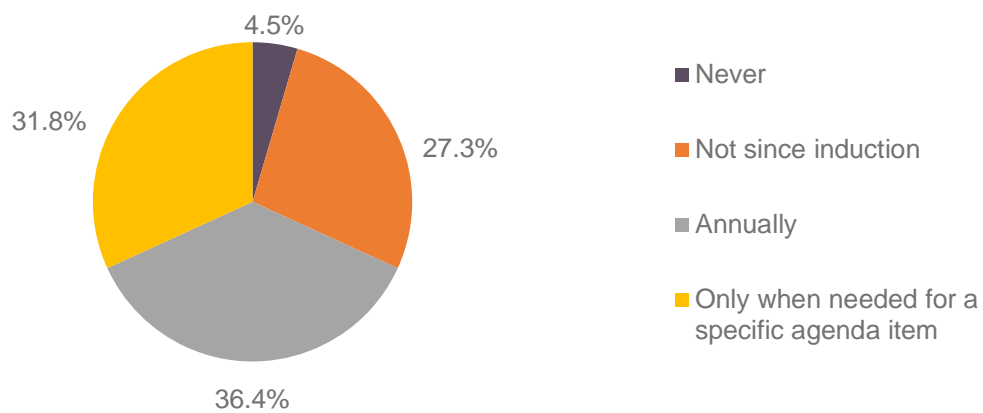


Chart 12: How regularly are you briefed on your legal obligations?



Section 4: Governance Oversight

Chart 13: Do you think the Board of Governors exercises good oversight of the following areas?

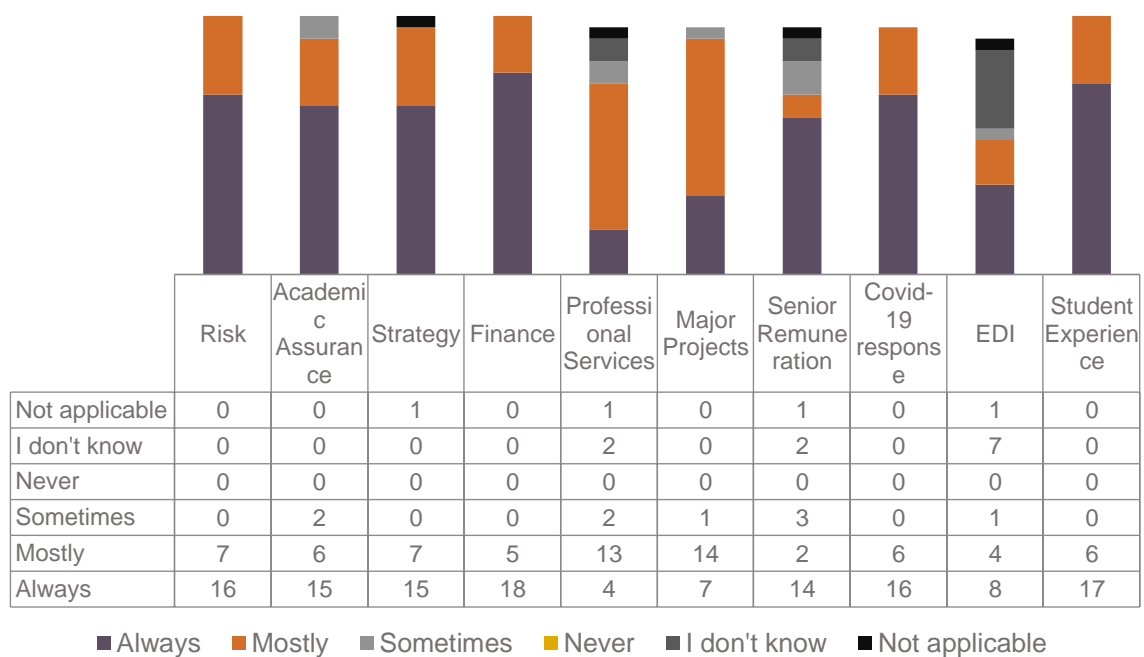


Chart 14: Do you believe the Board of Governors receives good quality assurance on the following areas?

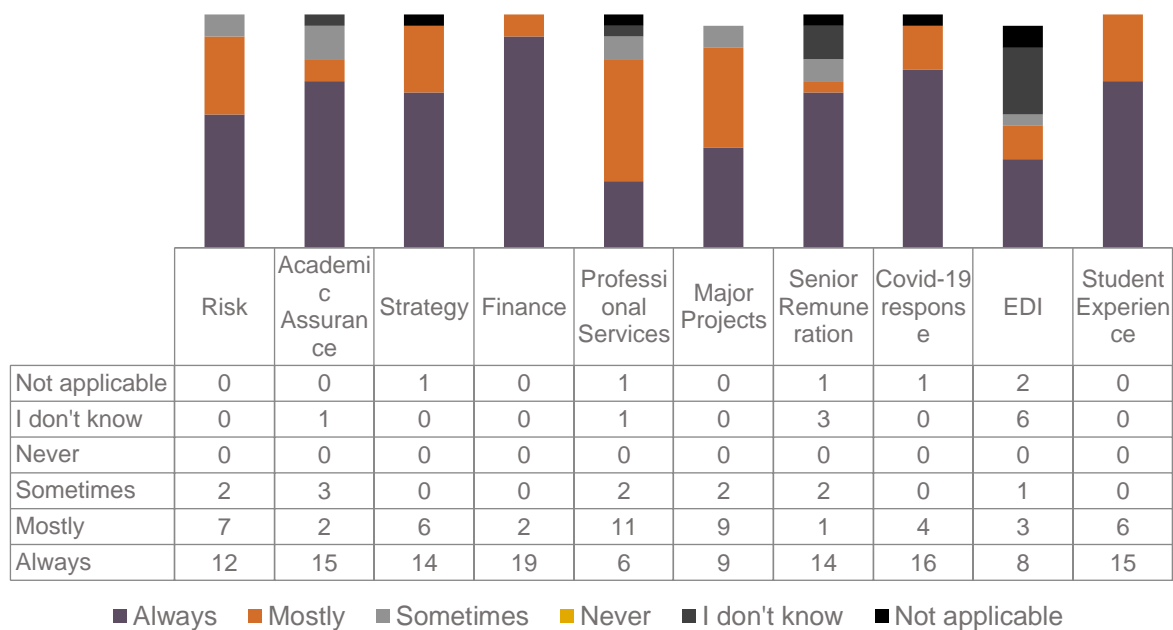
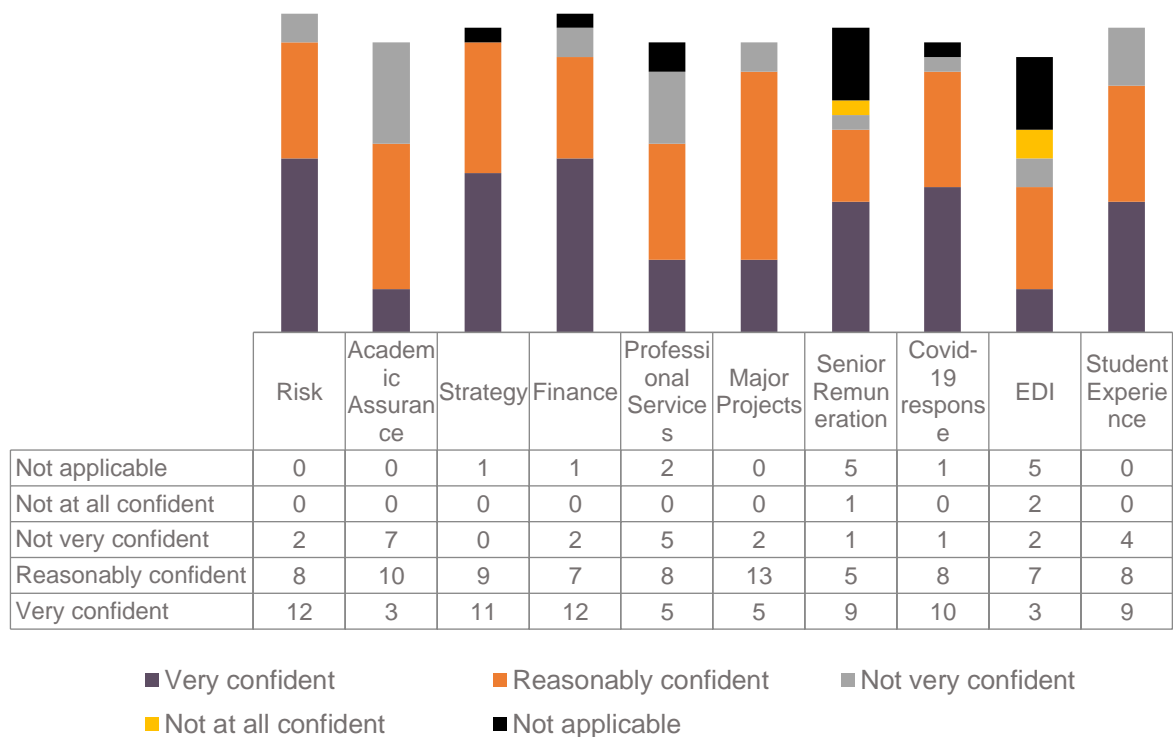


Chart 15: How confident do you feel about your personal contribution to the following areas?



Section 5: University strategy and performance

Chart 16: Do you feel you are appropriately involved in the development of the University strategy?

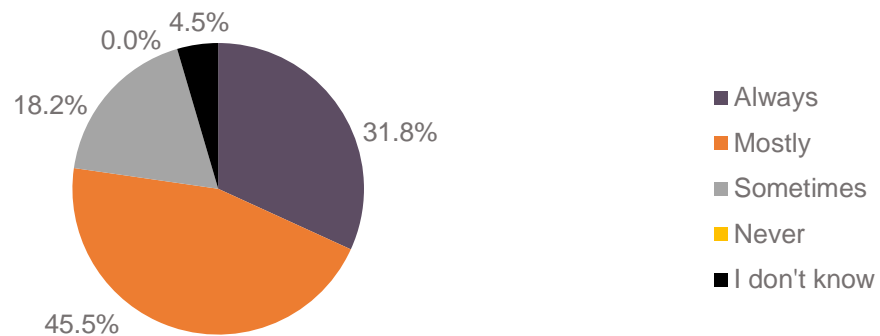


Chart 17: Do you feel you have sufficient oversight of University performance?

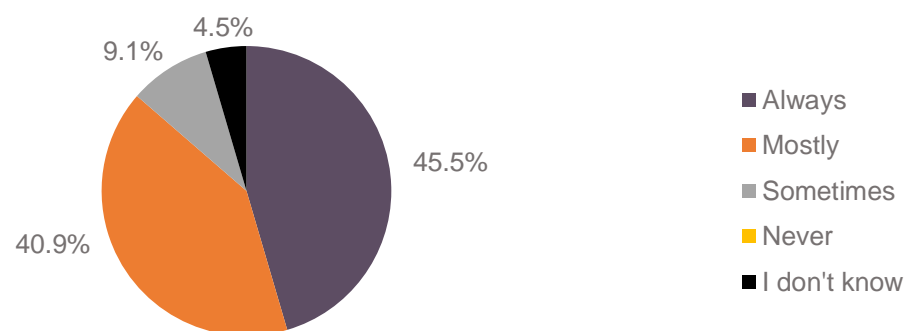


Chart 18: Do you feel you are provided with sufficient information in order to make informed decisions?

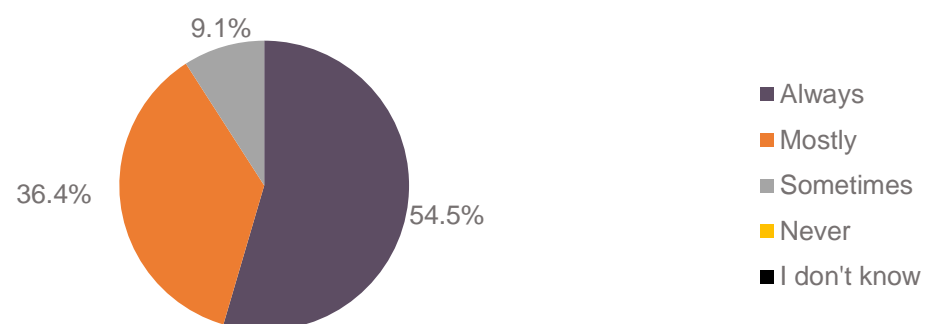
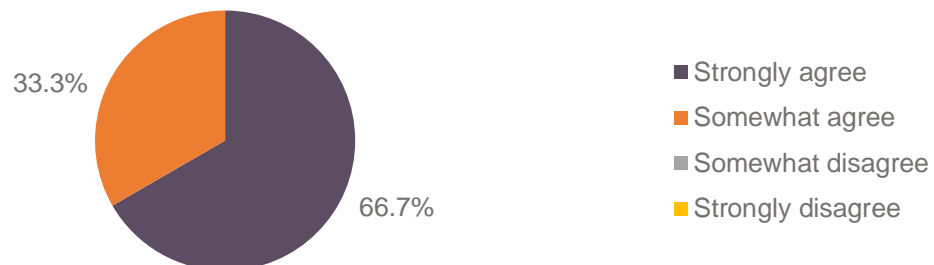


Chart 19: To what extent do you agree that the Board makes good use of sector benchmarking data, to allow you to compare the University's performance to other institutions?



Section 6: Governance Structures

Chart 20: Do you think the current structure and size of the Board presents any challenges?

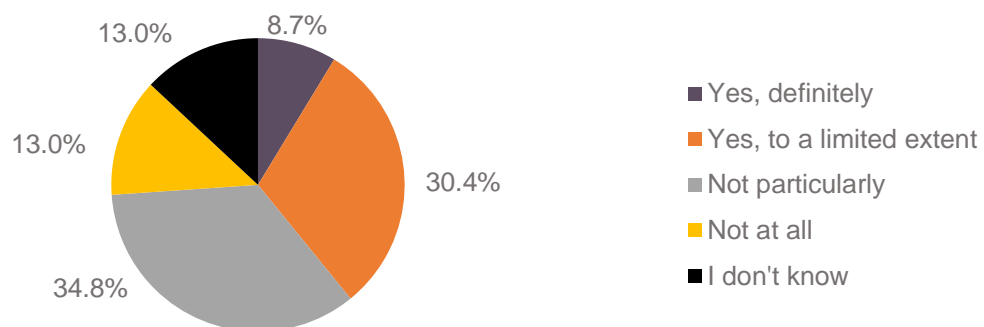


Chart 21: Do you feel the committee structure is fit for purpose?

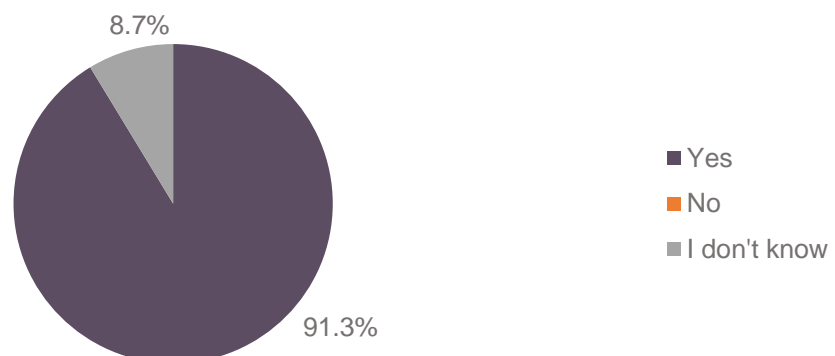
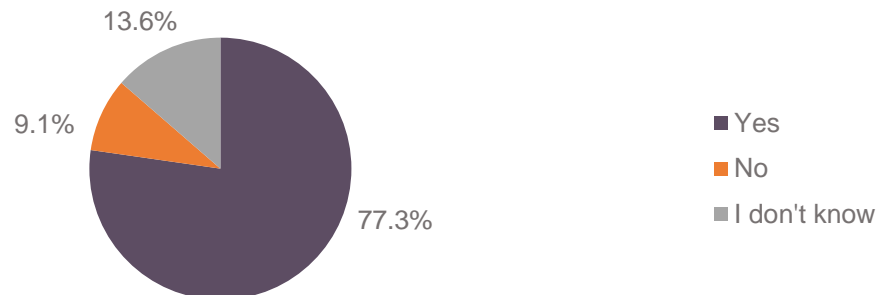


Chart 22: Are you clear as to what decisions are made in each committee and how they are communicated to the Board of Governors?



Section 7: Equality, Diversity and Inclusion

Chart 23: Does the Board give sufficient attention to equality, diversity and inclusivity issues across the University?

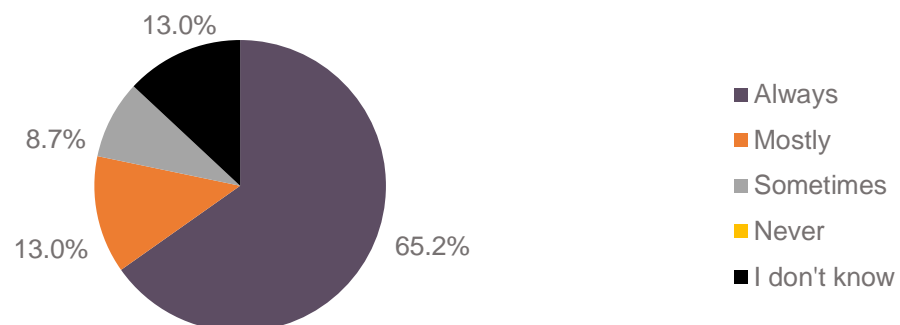


Chart 24: Does the Board give sufficient attention to equality, diversity and inclusivity issues within the governance structures (e.g. the Board and committees) and in decision making?

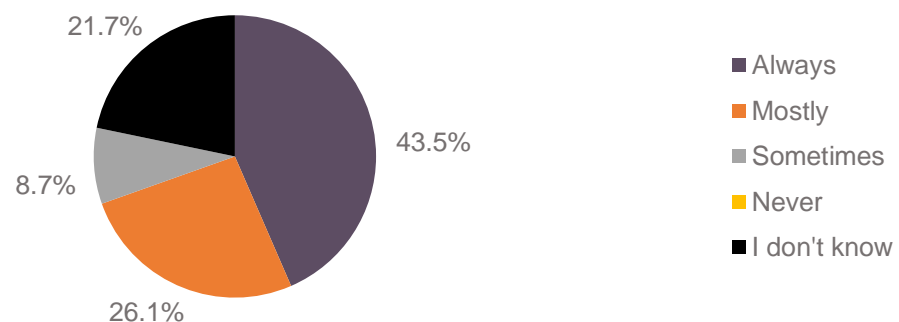


Chart 25: Do you believe the Board members are a fair representation of the communities that it serves?

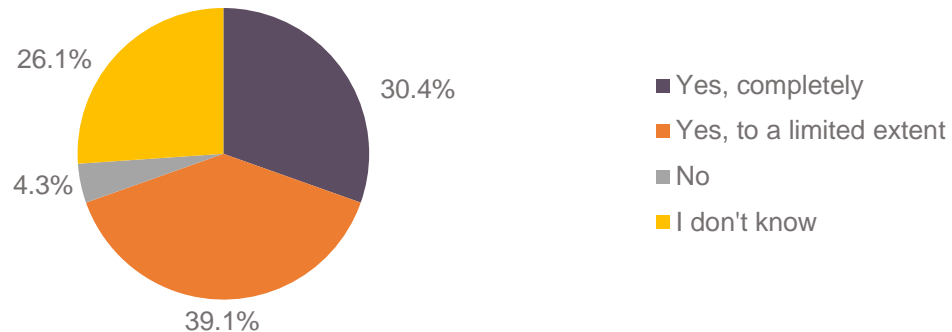
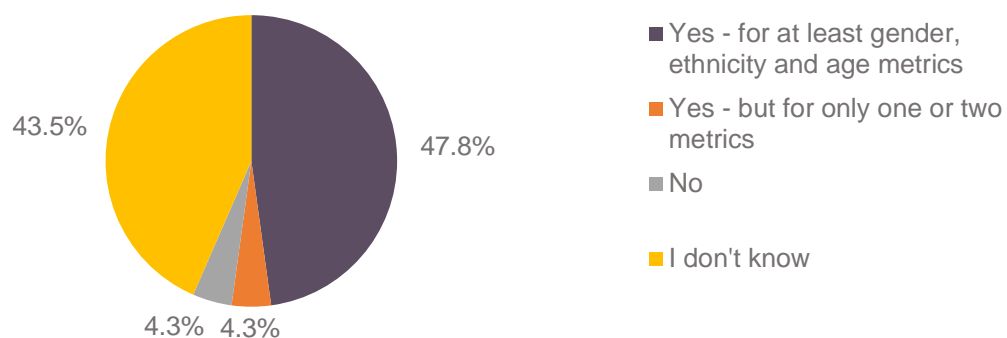


Chart 26: Does the Board of Governors have a formal process for monitoring and reporting on the diversity of its members?



Section 8: Stakeholder Engagement

Chart 27: To what extent are you able to consider the staff voice in governance at the University?

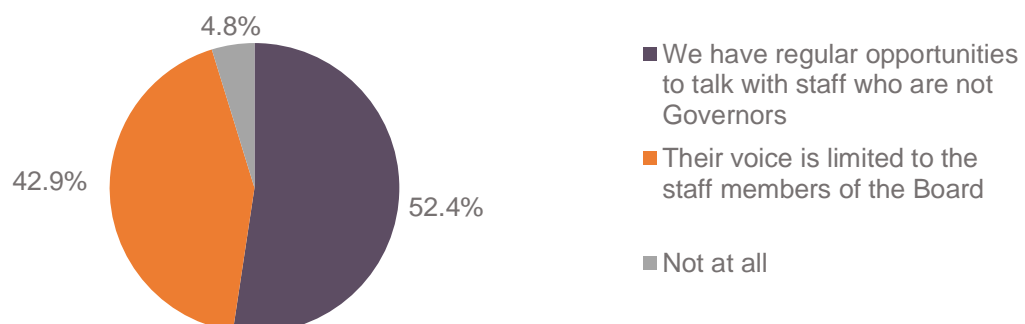


Chart 28: To what extent are you able to consider the student voice in governance at the University?

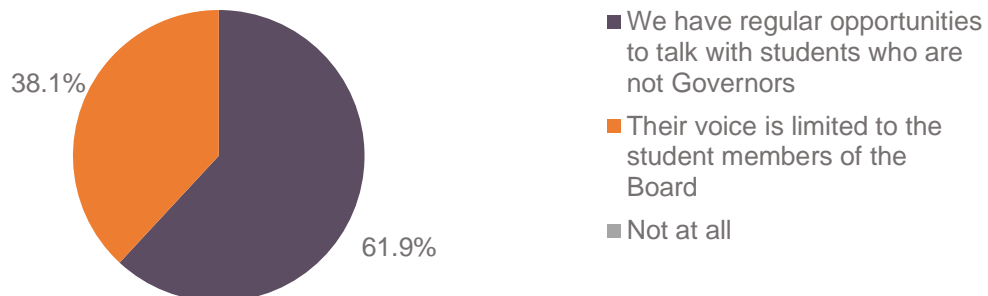


Chart 29: To what extent are you able to consider other relevant stakeholders, such as alumni, in governance at the University?

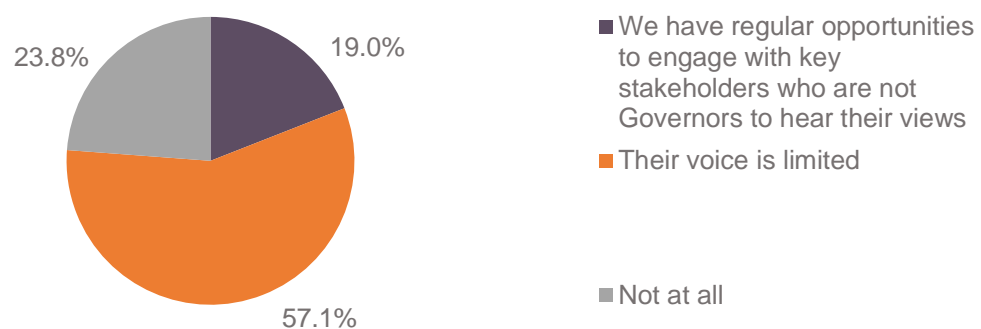


Chart 30: How confident do you feel about your insight into the culture of the University and your understanding of what it is really like to work or study there?

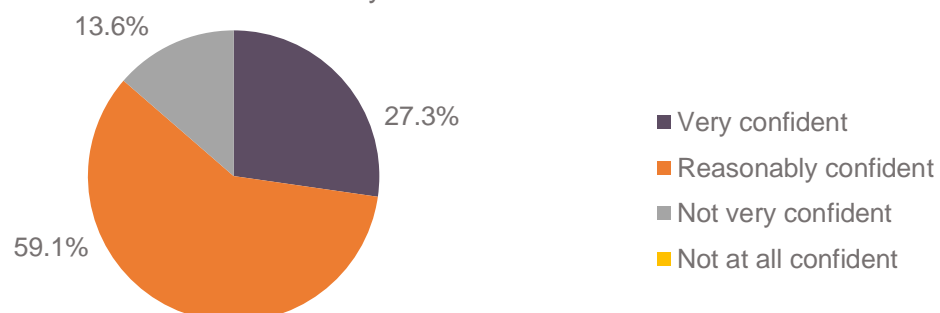
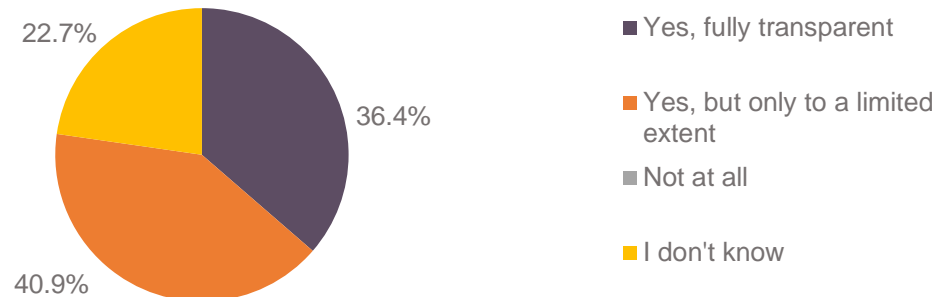


Chart 31: Is the Board of Governors transparent in communicating its work to internal and external stakeholders?



Section 9: Meetings

Chart 32: How would you rate the following aspects of the papers you receive for Board meetings?

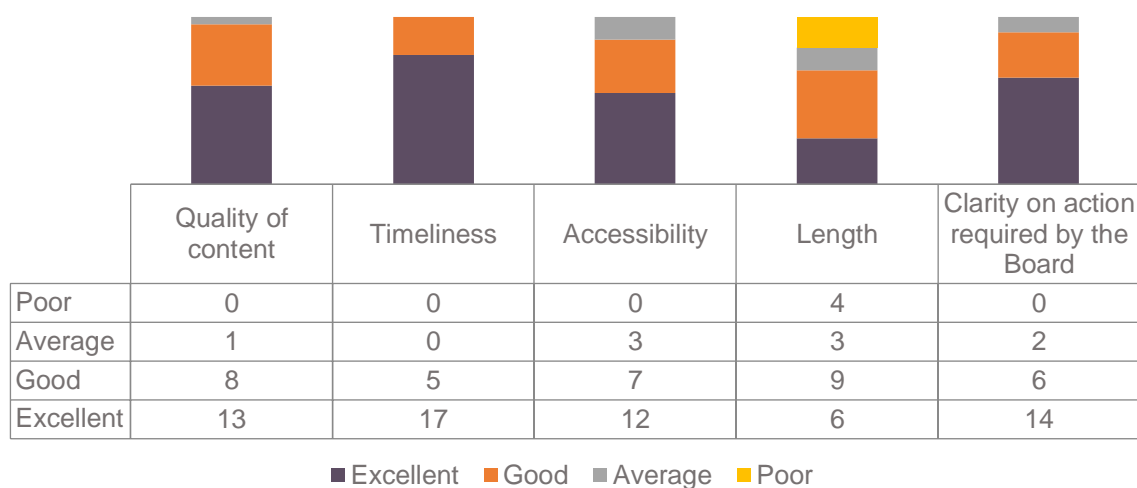


Chart 33: Do you feel able to express your views openly in meetings, to challenge colleagues, to express doubts and to question decisions?

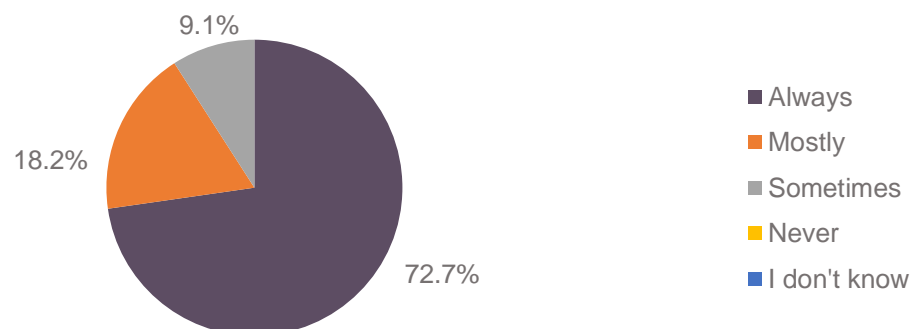


Chart 34: Do you feel encouraged to participate in meetings?

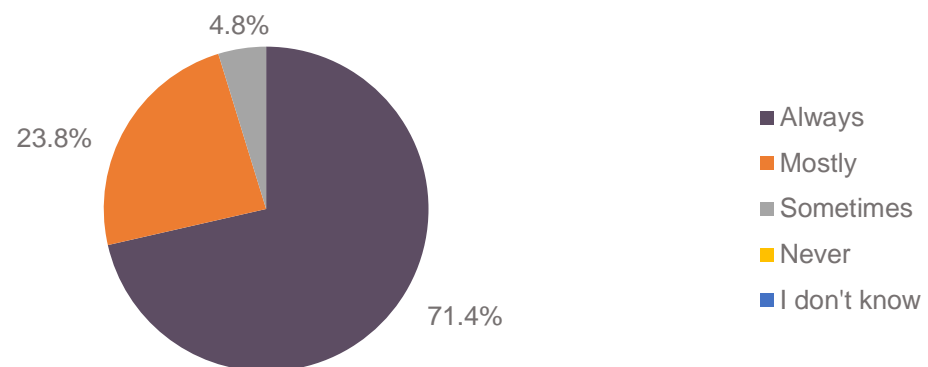
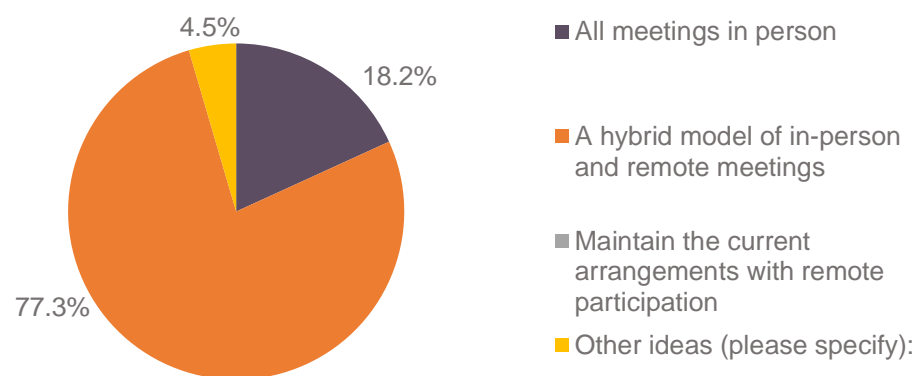


Chart 35: Post Covid-19 pandemic, what approaches to Board and Committee meetings would you prefer?



Appendix 4: List of interviewees

As part of our review, we interviewed the following individuals (listed in alphabetical order):

Governors

- Kim Ansell – Independent Governor
- Jennifer Bernard – Chair of the Board and Independent Governor
- Dermot Blastland – Independent Governor
- Sandra Botterell – Independent Governor
- Shirley Cameron – Independent Governor
- Mark Cammies – Independent Governor
- James Edmunds – Dean, London Geller College of Hospitality and Academic Board representative
- Steve Fowler – Independent Governor
- Dr Suresh Gamlath – Dean, Claude Littner Business School and staff representative
- Derek Hicks – Independent Governor
- Professor Peter John – Vice-Chancellor
- Ancha Joof – Student Union President and student representative
- Jonathan Lawrence – Independent Governor
- Christopher McLaverty – Independent Governor
- Kerry O’Callaghan – Independent Governor
- Helena Peacock – Independent Governor
- Paul Sahota – Independent Governor
- Kiran Virdee – Independent Governor
- Patrick Younge – Independent Governor

We were unable to arrange an interview with one member of the Board.

Co-opted Committee members

- Bob Atkins – Finance Committee
- Kris Murali – Finance Committee
- Neil Morris – Audit & Risk Committee
- James Southgate – Audit & Risk Committee

Co-opted Committee members

- Marion Lowe – University Secretary

The individuals listed above were in role at the time we conducted our interviews.

Appendix 5: List of meetings observed

As part of the review, we observed the following meetings:

Date	Meeting
26 January 2021	Governance and Nomination Committee
4 February 2021	Workforce Advisory Group
8 and 9 February 2021	Board Away Day
25 February 2021	Student Liaison Committee
3 March 2021	Equality & Diversity Advisory Group
16 March 2021	Board of Governors
31 March 2021	Academic Board
26 April 2021	Finance Committee

Additionally, on 9 June 2021, we held a group discussion with representatives from the Students' Union and the student representative structure to get broader student views. For ten places in the discussion group, there were seven registered. Three of those registered attended.

Appendix 6: Good practice in stakeholder engagement and communication

For information, we set out below some good practice suggestions in relation to stakeholder management which UWL may wish to consider.

Activity		Format	Audience
1	'Meet the Board' town hall ¹ -style event	Online meeting	All stakeholders
2	Termly blog on governance activities by Board member	Website blog	Staff and Students
3	Board chooses three important pieces of information to share after each Governors meeting which are passed to the communications team for dissemination	Social media, internal staff and student updates, staff meetings etc.	Staff and students
4	Biennial stakeholder survey and interviews	Online	External Stakeholders
5	Hold Board/Exec meetings in partner/key stakeholder offices and organise an informal meeting of teams	Meeting – in person	Partners/Key Stakeholders
6	Themed business breakfasts	Meeting – online/in-person hybrid	Exec, senior academics, partners, stakeholders
7	Attend partner/stakeholder events e.g., AGMs	Meetings	Partners/key stakeholders
8	Stakeholder engagement training as part of induction	Online/in-person	Board and Exec
9	Board briefings – an invitation to heads of department and other senior managers to give a briefing on their area or a key project prior to the Board meeting to allow more informal discussion.	Online/in-person	Board, Exec and staff leaders

¹ Town Hall events are used frequently in corporate settings. For example, Rolls Royce held its first 'Meet the Board' event for employees in 2017. All employees were invited to apply and 350 were selected by ballot to attend the meeting which was held on the same day as the shareholder AGM.

Appendix 7: Halpin team biographies

Hanif Barma, Consulting Fellow

Hanif has extensive experience of board and committee reviews, bringing an understanding of board culture and dynamics, board information and processes. He is a Founder-Partner of Board Alchemy, a specialist governance consultancy, and previously a Founder-Partner at Independent Audit and a Director at PwC.

He is a board member of Southwark Cathedral Enterprises Ltd and trustee and treasurer at Coram Beanstalk. Hanif is also currently a co-opted committee member at London Institute of Banking and Finance, having been invited to join after undertaking a board effectiveness review and an independent member of the Audit and Assurance Committee. He is the former Chair (and, earlier, Audit Committee Chair) of St Christopher's Fellowship and a former member of the Audit and Risk Committee at City, University of London. Hanif is an Honorary Visiting Fellow of corporate governance at the Bayes Business School (formerly Cass) at City, University of London.

Susie Hills, Joint CEO (Project Director)

Susie has worked in the charity, corporate and HE sectors, and brings her cross-sector perspective to Halpin's clients. She has worked with a number of institutions on highly customised governance reviews including Universities UK (UUK), The Quality Assurance Agency for Higher Education (QAA), Cardiff Metropolitan University, Universities of Kent and Westminster, UCL and the Royal College of Art.

Previously as CSR Manager for Tesco plc., Susie was responsible for the governance of CSR policy and practice, setting and reporting on KPIs for environmental and social impact across the international business and working with the plc Board. Susie is a Trustee of the Halpin Trust, and until recently was a member of the Board of Governors at Plymouth College of Art.

Tess Winther, Consulting Fellow

Tess is highly experienced in research, student engagement and representation within the UK and internationally, especially in relation to the effectiveness of stakeholder engagement within governance structures. She has acted as the independent analyst on the QAA UK HE transnational education consultation in 2020 and has contributed to sessions on student engagement in the QAA International Quality Assurance Programme as well as facilitated workshops at Dyson Institute of Engineering and Technology.

She is an International Reviewer on the QAA International Accreditation Review and works with Membership Services and QAA Cymru on various research projects. She has served on the Student Experience Sub-committee at Goldsmiths, University of London and served for two years on QAA's Student Strategic Advisory Committee.

