



The Halpin Governance Effectiveness Review

University of Buckingham

August 2023



Halpin

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Executive Summary

In September 2020, the Committee of University Chairs (CUC) produced the 'Higher Education Code of Governance'. The Code operates on an 'apply or explain' basis. Higher education institutions (HEIs) either apply the provisions of the Code to their governance or, where they choose to derogate from the Code, explain their reasons in their annual reports. The Code encourages HEIs to 'conduct a regular, full and robust review of governance effectiveness with some degree of independent input'. Additionally, the CUC recommends that such a review take place every 3 years.

The new Chair of Council of the University of Buckingham ('UOB', 'Buckingham', 'the University') commissioned a governance review to provide a 'stock take' and establish a reference point for the maturity of governance at UOB.

During the course of this review, we interviewed members of Council, the Executive, Senate and the Students' Union. We conducted a survey in preparation for the interviews, commissioned a desk study, arranged for our lawyers to review the University's governing documents and observed meetings of Council, the Executive, Senate, the Finance, Estates and Resources Committee and the Audit Committee, as well as both Strategic Away Days.

The previous difficulties faced by UOB were in relation to regulation. We find that the University has made excellent progress with regard to compliance.

Our recommendations focus on several key areas. That processes in relation to good governance continue to be enabled with the support of Council and the senior leadership. That the University considers how it can make full use of the gamut of methods available to promote good communication throughout the institution. That risk assurance, due diligence and accountability are embedded across all UOB's standard business processes and procedures, as part of business as usual. That the clarity of all decision making is communicated transparently, that data systems are improved to support decision making, and that Council becomes more confident in scrutinising academic risk and assurance.

We have also made a number of recommendations in terms of the committees: that an additional representative from Professional Services is placed on Council, that the vacant student representative on Council is recruited, and that a People Committee is set up.

Halpin's Maturity Framework assesses the overall effectiveness of an institution's governing bodies using a four-point scale across a number of governance areas, ranging from inadequate through to improving, good and leading-edge. In the University of Buckingham's case, we identified:

- 10 inadequate areas
- a total of 16 improving areas, with some on their way towards being good
- 5 good areas.

(Please be aware that some areas may overlap).

Under the new Chair's leadership, and with his commitment to implementing the recommendations set out in the report, we believe that governance effectiveness, the management of risk and communication will continue to improve at UOB.

While the review process needs to be informed by the wide range of views of interviewees, their inclusion in this report is not recognition that they are factually accurate in all cases.

We are happy for our report to be published in the interest of transparency, but the decision to do so lies with the University of Buckingham.



Introduction & Methodology

Introduction

In March 2023, UOB commissioned Halpin Partnership ('Halpin') to conduct an independent external review of its Governing Body effectiveness. The review scope, project plan and timescales were agreed between UOB and Halpin, at an initial scoping meeting, held on 4 April 2023.

Halpin wishes to put on record its recognition that the University has undergone much positive change in the recent past. It has produced a new Strategic Plan for 2023–28; begun to cement healthy working relationships between Council, Senate and the Executive; implemented a restructure; improved its governance processes; produced 3 years' worth of signed audited accounts in 1 year; and worked to achieve compliance with the Office for Students (OfS) and the Charity Commission. The University has much to be proud of and we acknowledge that Council, Senate and staff members have worked hard to introduce this transformation.

The background to this review can be expressed in the following way. In 2018, the University of Buckingham entered into lease arrangements as part of a joint venture with two other parties to expand the Medical School to a second campus in Crewe. This lease was for 10 years at a cost of £41.5 million. In 2019, UOB's external auditors delayed the provision of assurance in relation to the University's accounts. By failing to meet deadlines for submission of the University's signed, audited financial statements, UOB breached the OfS's ongoing conditions for registration and Charity Commission requirements, and was fined by the OfS for non-compliance. In 2020, to help save costs, UOB devised a change management plan, organised a restructuring, and made approximately 40 posts redundant. In 2021, the Charity Commission launched an investigation into UOB's governance and financial issues, in relation to the campus in Crewe. The Charity Commission then urged UOB to review its structures. In 2022, UOB produced a revamped Risk Register. Signed, audited financial accounts for 2019 were delivered in June 2022, accounts for 2020 in January 2023, accounts for 2021 in March 2023, and accounts for 2022 were submitted on time, in May 2023. Interviewees taking part in this review reported that when the crises first broke in 2019, the atmosphere at the top became poisoned by infighting. One interviewee commented that 'it was the worst Council possible to imagine'. Since 2020, UOB's absolute priority as an institution has been to achieve compliance with its regulators and to focus on the University's recovery. During this challenging time, there have been three Chairs and two acting Chairs of Council in 4 years.

Nevertheless, UOB has endured. Since 2018, it is important to recognise that Council membership has been almost entirely refreshed. In January 2023, a new Chair of Council was appointed, who appears to have won the confidence of Council.

Methodology

The scope of the review was agreed with members of the assigned Governance Effectiveness Review Steering Group and Halpin's Joint CEO, Shaun Horan.

The Steering Group was represented by the following members of the University:

- Mark Qualter, Chair of Council
- Callum Roberts, Elected Professional Services representative & Sports and SU Manager
- Mark Rushton, Chair of the Risk, Audit & Compliance Committee
- Milly Soames, Vice-Chair of Council
- Jacqueline O'Dowd, Elected Senate representative & Strategic Development and Quality Domain Lead
- Chris Payne, Registrar
- Sam Weston, Secretary to Council

- Toby Corbett, President of the Students' Union
- Maureen Hampson, Governance Secretary

The remit of the Steering Group was to oversee the governance effectiveness review process. In practice, this included commissioning, setting the review scope, agreeing the key lines of enquiry and monitoring progress in relation to the project deliverables, against the timeline set out in the Halpin Project Plan.

The Halpin review team is entirely independent from UOB and has declared no conflicts of interest in undertaking this work.

Scope of the Governing Body effectiveness review

A list of areas to consider was provided by the University of Buckingham in the consultant brief and it was agreed that the following areas would be covered in the review, as outlined below:

1. What role does Senate play in governance, especially in relation to Council?
2. What is the culture of governance at UOB?
3. What are the relationships like within Council and between Council, the Executive and Senate?
4. Is there sufficient clarity and transparency in the delegations framework and are decisions made by the right committee or more appropriately by the Executive and/or the Vice-Chancellor?
5. Is it clear which processes surround the University Constitution and how changes are made, including where delegation of power lies?
6. Are there any improvements which could be made to governance structures, to improve clarity and decision making?
7. Are stakeholder views sought, heard, understood and effectively considered throughout the governance process? How present are student voices in decision making?
8. What is the attitude to risk for committees and Council members?
9. Consider the Council composition, including any potential changes to promote diversity.
10. Where does the University of Buckingham sit on Halpin's governance maturity framework? What improvements should be made as a priority?

Team biographies are included in **Appendix 3**.

The Halpin review team followed the methodology outlined as follows:

- **Desk review:** a range of governance-related documents was reviewed, along with papers for Council and its main committees. This included a detailed consideration of UOB's Instruments of Governance, Charter, Statutes and Ordinances.
- **Council member questionnaires:** 26 completed questionnaires from members of Council, the Executive, other senior staff and the SU President.
- **Council member, Executive and staff interviews:** 28 completed interviews from members of Council, the Executive, other senior staff and the SU President.
- **Observations:** six completed observations, as follows:
 - the Strategic Away Days held on 4 & 5 May 2023
 - the Executive Meeting held on 15 May 2023
 - the Finance, Estates and Resources Committee (FERC) meeting held on 18 May 2023
 - the Council meeting held on 22 May 2023
 - the Risk, Audit and Assurance Committee (RAAC) meeting held on 26 May 2023
 - the Senate meeting held on 7 June 2023.

Key Findings & Priority Recommendations

Key findings

1. The culture of governance has evolved but further improvements can be made.
2. Communication between Council, Senate, the Executive and the wider University needs to be strengthened.
3. Risk processes are not yet embedded across all University structures.

Priority recommendations

1. All Council members and the senior leadership to support the transformation of UOB's governance practice. **(PR1)**
2. UOB to think creatively about the different mechanisms which could be used to increase communication and improve dialogue within the institution. **(PR2)**
3. Risk assurance, due diligence and accountability to be embedded across UOB, as part of business as usual. **(PR3)**

Findings

Independence

Buckingham was set up in a spirit of libertarianism, with a sense that Government had obtained too much control over higher education and that an independent university should therefore be established. The aim was for UOB to be very different from other universities.

Many interviewees stated that they were very proud of Buckingham's commitment to independence. They considered the University to be dedicated to academic freedom and to be producing graduates who were critical thinkers.

Nevertheless, some interviewees believed that Buckingham was facing financial pressures – although in fact UOB's financial metrics are generally strong. UOB's competitor universities are rapidly expanding across the country, and as a smaller university, UOB spends a large chunk of its income on its central services. Larger universities are more easily able to absorb these costs. Some interviewees suggested that Buckingham's independent status put Buckingham at a severe financial disadvantage. They noted that UOB was not able to access government funding in the same way that other universities could; they believed Buckingham's fees to be higher in comparison to its competitors, and were aware that UOB's undergraduate students could not access full loans. Some individuals perceived Buckingham as lacking endowment income dedicated to bursary provision, and thus considered that the University was even less accessible to potential candidates from lower-income backgrounds.

Other interviewees suggested that, as the University was now part of the higher education system – regulated by the OfS and the Charity Commission, in possession of a Royal Charter, and required to submit audited accounts on time – in truth, Buckingham was felt to be no more independent and autonomous than any other UK university. They felt that 'independence is a complete myth' and 'we have no more freedom of speech or independence than any other university'. Some individuals felt that the OfS operates tight control over academic provision, and as a result of this view, they considered the amount of room available for Buckingham to exercise its independence had become vanishingly small.

Some interviewees stated that Buckingham could choose to extend its foray into end-point assessment by extending this to apprenticeships, thus delivering government outcomes and receiving government funds.

Other interviewees suggested that regulatory bodies were now encroaching on Buckingham's independence and that the University should push back against regulators' requirements.

All these matters are for the University to decide.

From a governance perspective, at the beginning of this review, Buckingham's independence remained a nebulous concept. However, we are pleased to note that, during the course of this review, the University defined what is meant by 'independence' in relation to the institution. The new Strategic Plan 2023–28 states Buckingham's commitment to 'foster free speech and understanding of the importance of academic freedom amongst students and staff' and to 'promote Buckingham's status as a seat of learning that nurtures criticality and independent thinking and is committed to pluralism and the tolerance of different perspectives and viewpoints'.

This frees up the Governance team to get on with implementing governance best practice within the institution's agreed boundaries.

The Constitution and delegation of power

The question was posed: **'Are you clear on the processes surrounding the University Constitution and how changes are made, including where delegation of power lies?'**

A total of 14 interviewees (50%) stated that they were clear; 14 interviewees (50%) stated that they were unclear.

Seven interviewees (25%) stated that if they needed any information in relation to the Constitution or delegation of power, they would approach the Registrar for advice.

Shakespeare Martineau has carried out a desk review of Buckingham's governing instruments, namely the Charter, Statutes and Ordinances. The full report has been provided. We **recommend (R1)** that the Governance team may wish to delete duplications within the governing instruments and make the proposed clarifications, as outlined in Shakespeare Martineau's report.

A UOB task and finish group supported the Registrar in drafting a Scheme of Delegation. This document is a clear map for directing University business and ensuring smooth management. UOB's Scheme of Delegation was cited by Shakespeare Martineau as an excellent example of good practice, and we **commend (C1)** this work.

The question was posed: **'Are there any improvements you think could be made to governance structures to improve clarity and decision making?'**

We are aware that UOB is already busy with its own internal governance review, ensuring internal processes are up to date.

Decision making was raised as a major issue, with interviewees expressing the following concerns:

- sometimes decisions had previously been taken outside of meetings or hidden
- senior leaders were felt to consult close colleagues about decisions but not those who inhabited relevant roles
- circular conversations were believed to make it difficult to understand what was a decision and what was just a conversation

- a lack of understanding across the University surrounding who/which body was responsible for a decision could result in a lack of accountability – despite the Scheme of Delegation
- some senior leaders were viewed as strongly desiring to reach consensus decisions: this was seen as unhelpful and as slowing down the implementation of urgent action
- how the decision-making progress could be tracked
- the extent of the Chair of Senate's power to take Chair's action was not well understood.

Some interviewees wanted transparency to become an operating core principle in UOB's day-to-day operations.

Interviewees felt that, while UOB's structures relied on the VC to make decisions, other universities had moved beyond this approach, with broader Executive delegation. They wondered whether it might be worthwhile for UOB to explore the advantages and disadvantages of different decision-making models and their impact on organisational business.

It was suggested that:

- consultation and authority structures should be outlined and attached to each project paper for clarity
- who/which body was responsible for delivering any outcome should also be attached to each project paper to improve accountability
- to avoid mission drift, all meeting minutes should spell out which actions were required to implement a decision and who would take that action (we understand from the University that this is now in place)
- the University should consider recruiting a PVC role to provide further continuity and increase stability.

We **recommend (R2)** that decision-making processes are discussed at Council with a view to providing greater coherence as to how decisions are made and publicised within the University.

The role of the Executive and its decision-making powers were raised repeatedly during this review. Misunderstandings over the boundaries of the Executive's role were expressed in response to nearly every question posed by Halpin. Some interviewees expressed the following views to the effect that 'Executive are not in the lead, we, the academics, are'. Some interviewees wanted clarification to be provided within the governing instruments.

We **recommend (R3)** that the extent of the Executive's scope and powers should be documented; and that a verbal update is delivered at both Council and Senate meetings, to ensure everyone understands the Executive's role.

Because of poor communication, interviewees reported that those members of the Executive who do not attend Council meetings felt very much in the dark as to what was discussed at Council and whether any decisions had been taken. Although the minutes are published, more extensive briefings at the Executive meeting following each meeting of Council would be helpful. Although the Deans were invited to present to Council, they felt especially isolated from Council business. While acknowledging that some business will need to be dealt with confidentially, decisions made at Council need to be systematically communicated to the whole University, and especially to the Executive.

Halpin sometimes recommends that numbers attending Council are reduced, so that Council is not outnumbered by observers. However, in Buckingham's case, we **recommend (R4)** that the Deans are permitted to attend Council as observers, to improve understanding as to how Council decisions might affect their own work.

The University provides data reports around some of its performance, in areas such as student recruitment, continuation, degree performance and NSS. Nevertheless, it was considered hugely important that UOB consistently measures the University's performance. Interviewees wanted

modern metrics (dashboards, score cards) to be established for all areas of the institution's work. It was believed that the regular presentation of such data at Council would enable the leadership to understand the University's performance at a glance, and eventually to be able to compare trends over the years. We understand that the IT Steering Group is currently considering how UOB might implement such a process.

Interviewees stated that they wanted clarity to be provided with regard to UOB's entry into funding agreements and acceptance of gifts or donations. It was suggested that, currently, due diligence in these areas was inadequate.

We **recommend (R5)** that UOB sets up a Donations Advisory Panel (DAP), which includes independent Council members. The terms of reference and the members of the panel should be listed on UOB's website. The panel should meet 4–6 times per year as a matter of course. The structure and content of any reports and how to record the decision of the panel should also be set out. We appreciate that the policy may be commercially sensitive and thus redacted from any published version of our report, but we do feel that it is important to draw this matter to the attention of Council as part of an effectiveness review. Governance of philanthropy is increasingly important, not only to institutions but also to donors.

Halpin considers that there should be reasonable due diligence on all gifts over £10k, but deeper due diligence on ones over £100k, or where there is a cause for concern. There should be a definition of what 'Basic' and 'Advanced' levels of research entail.

We **recommend (R6)** that UOB's existing Gift Acceptance Policy and Donor Recognition Policy are amended so as to contain definitions of 'a potential ethical or reputational issue'.

The panel should review all gifts over £100k and – given the potential reputational risk – Council should review any donation of over £1m, with a report and commentary from the Executive and the panel.

In all cases where there is concern that a potential ethical or reputational issue may arise, this must be reported to the Vice-Chancellor and Secretary to Council, who will consult with the DAP. The panel will recommend acceptance, referral for further information, or refusal of a gift based on the principles of the Gift Acceptance and Donor Recognition policies within 14 days of escalation to the Chair of the panel.

We **suggest (S1)** that the Council, the Executive and the Director of Fundraising undertake training together to ensure that everyone is up to date with UK law and HE regulatory requirements with regard to donations; and that they gain a shared understanding of the pitfalls and regulations surrounding money laundering and bribery.

We **suggest (S2)** that Council might also wish to consider whether a wider review of the governance of philanthropy should be initiated.

UOB asks that all conflicts of interests are declared. However, at present, individuals are asked to declare what they perceive to be a conflict, rather than declaring all interests. This is inadequate. All interests should be declared to the University. However, we understand that the Secretary has already begun reviewing this policy. It will now incorporate a definition of a 'Fit and Proper Person' and will make reference to the research which will be carried out by the University on each Council member, as part of due diligence. This will lead to a published Register of Interests for trustees and relevant senior staff members. The intention is for this to be signed by Council in the near future and we **commend (C2)** this progress.

Under the CUC guidance, universities are obliged to develop a Code of Conduct for Council members. Given historical reports of past poor behaviour at the Council, we **recommend (R7)** that a Code of Conduct is devised; that all members are asked to sign that they agree to abide by the Code; and that the Code is published on UOB's website.

Under the CUC guidance, universities are also obliged to publish:

- how the institution has used public funding
- value for money
- performance information
- a register of the interests of members and Senior Executives
- an annual report on senior remuneration
- a Statement of Primary Responsibility.

Performance information was made available in UOB's latest account. We **recommend (R8)** that all data listed above is published in the annual accounts or on UOB's website.

We also **recommend (R9)** that the annual cycle of Council business is published on UOB's website.

Currently, the roles of alumni, staff and Senate representatives on Council are not well understood. Representatives are not there to represent their constituencies, but like all other Council members, to make the best decisions on behalf of the University as a whole. Representatives should be present at all Council discussions, unless there is a conflict of interest. We **recommend (R10)** that the boundaries of the role are made explicit whenever representatives' roles are advertised, elected or appointed, and during each Council member's induction. The Secretary has confirmed that this process is now in place for the election of the Professional Services Council member, due to take place in September 2023.

We **recommend (R11)** that all role descriptions for Council members – including those with specific duties – are reviewed, and that text explaining the need for Council to engage and provide constructive challenge is inserted.

At present, there is only one Professional Services staff representative on Council. To encourage parity amongst representatives, we **recommend (R12)** that this number is increased to two. There is also a vacancy for an additional student member. We **recommend (R13)** that this position is filled as soon as possible. As independent members need to be in the majority, this may necessitate the recruitment of further independent governors.

Currently, there are structural barriers to the inclusion of the alumni representative on Council. This representative is based in Tanzania. There is a 2-hour time difference between Tanzania and England. There are also different cultural structures in higher education between the countries. At present, the alumni representative is fairly isolated and needs more engagement with Council.

We **suggest (S3)** that the Secretariat consults with the alumni representative as to how best to ensure that role can participate fully.

We **recommend (R14)** that the Nominations, Performance and Remunerations Committee (NPRC) is split into two committees – the Nominations Committee and the Remunerations Committee. It is usual for the VC to be a member of the Nominations Committee, but the VC must not be a member of the Remunerations Committee. The Chair of Council may chair the Nominations Committee, but not the Remunerations Committee.

Historically, it was reported that members of Council had allegedly placed unreasonable pressure on senior staff and engaged in treatment which witnesses found uncomfortable. Some bystander interviewees reported that this situation had caused them distress, but that they could not find a way to help, as there appeared to be no structure or methods within the University for dealing with such situations. We understand from the University that there are routes in place for raising issues of concern, including Report and Support and complaints, grievances, and whistleblowing.

Nevertheless, under the CUC Code, part of Council's role is to have oversight of the University's culture and to ensure that this remains healthy. At present there is no dedicated forum to raise people issues. We **recommend (R15)** that Council discusses setting up a People Committee, where time can be dedicated to discussion of all matters related to people and culture, including equality, diversity and inclusion (EDI).

Some interviewees remained unsure as to how all the University's committees link up together. While we understand that an organogram of committee structures, data on how committees relate to one another and terms of reference are available online in the Governance Handbook, we **recommend (R16)** that this information is verbally covered in the induction for new Council, Senate and Executive members, and is also made more accessible on the website for the general public to view.

A key requirement contained within the OfS Regulatory Framework is the obligation to make publicly available the minutes of the meetings of a university's Governing Body and committees – except where such material is genuinely confidential. Currently, Council meeting minutes are published on the website, but the minutes of its committees are not. We **recommend (R17)** that the Secretary to Council scans all committee minutes and, after redacting any genuinely confidential information, ensures that they are uploaded onto the UOB website.

Some interviewees wanted to receive Council papers earlier in advance of the meeting, so that they had more time to digest information. We **suggest (S4)** that committee timescales and deadlines are reviewed by the Secretary to Council, to see whether or not this might be possible.

The format for meeting minutes has recently been revised, as they were considered overly lengthy. However, some interviewees stated that Council, committee and Executive minutes were now too sanitised and requested that they contain enough details so that the content of discussion can be properly recorded. We **suggest (S5)** that the University may wish to gather further feedback and discuss this further.

At UOB, the Students' Union is a department of the University. This is very unusual in the sector. While this may be usual in private providers, as UOB is a UUK member, it is now more of a mainstream provider. It means that the SU is not independent of the University, and this is something it would like to achieve.

There appears to be some resistance to the SU's potential independence, which arguably may be at odds with the University's stated commitment to independence. The Registrar has confirmed that a detailed list of requirements/questions (including an assessment of whether the full range of students wishes to be independent from the University) has been provided to the SU to address in order to scope out the possibilities. We understand that the Head of the SU has been briefed on the requirements for a business case for submission to the Executive, prior to consideration by Council.

We **recommend (R18)** that a task and finish group is set up, which includes independent Council members and members of the SU, to examine the implications of the SU becoming independent of the University, and to present these findings back to Council for discussion.

As many other universities do, UOB subsidises the SU. However, the SU would like to offer more services to its students and needs an increase in funds to do so. We **recommend (R19)** that this matter is also discussed by the task and finish group mentioned above.

Strategy

The question was posed: **'What impact has the Governing Body had on University strategy and performance?'**

Six interviewees (21%) stated that the Governing Body had a significant impact on strategy or performance (of these, three stated improvements had occurred since the arrival of the new Chair). Two interviewees (7%) stated that the Governing Body had a mixed impact; one interviewee (4%) stated that they did not know if the Governing Body had any impact; nine interviewees (32%) stated that the Governing Body had very little impact; eight interviewees (29%) stated that the Governing Body had no impact; two interviewees (7%) stated that the Governing Body had a negative impact.

The history of strategy development at Buckingham was described by some as very poor. Since 2015, there have been many false starts and discussions held regarding UOB's strategic direction. However, as previously stated, in the immediate past much progress has been made.

Shortly after his arrival, the new Chair set clear deadlines for completion of the strategy. Two Strategic Away Days were held on 4 & 5 May 2023, where members of Council, Senate and the Executive were invited to reinvigorate past debate and work on the strategy together. After this event, a 'You Said' presentation was drawn up for Council, the Executive and Senate, which drew together key emerging themes. Engagement sessions with staff and students and a feedback session for all those who attended the Strategic Away Days, plus the SU Executive team, took place in July. The University's Strategic Plan 2023–28 was approved at the Council meeting held on 31 July 2023. Work to further develop the coordinating plans that will sit beneath the strategy are now moving forward for Council's consideration in October 2023.

The previous VC released the 'Ten Year Plan' in 2017. However, ultimately this was not sustained. The new 2023–28 Strategic Plan can be seen as a successor to this plan. After a significant impasse, achieving an agreed strategy will be a milestone for Buckingham, and we **commend (C3)** all the progress the University has made so far towards reaching this goal.

However, it is important to recognise that over nearly a decade, the Executive team and members of Council have periodically been asked to develop a strategy, set up working groups, consult with the wider University community and discuss draft documents with Council. But, without a clear work plan or deadlines for completion, some interviewees reported that this process was repeated several times. This was experienced by some interviewees as an immensely frustrating and timewasting approach which had taken a toll on morale at the University. They experienced the University as held in suspension, while decisions were not made, funds not raised, and opportunities not taken. What was considered by some to be a vacuum of leadership was thought to have enabled some individuals to pursue their own personal agendas, at the expense of the best interests of the University.

Given this history, many interviewees were keen to stress the importance that any agreed strategy should be executed. Concerns were raised that there remained a residual tendency within the culture for decisions to be made 'on the fly', without sufficient scrutiny or accountability.

Now an agreed strategy is in place, we **recommend (R20)** that UOB fully focuses on actions which support the implementation of the strategy; and that Council continues to ensure all decisions are made in line with the Scheme of Delegation.

The question was posed: **'In the absence of an overall University strategy, how does Council achieve the balance between the discussion of strategic and compliance issues?'**

A total of 18 interviewees (64%) stated that the University does not achieve a balance, but focuses entirely on compliance; four interviewees (14%) stated that they did not know if a balance was struck; one interviewee (4%) believed that UOB had an unwritten strategy similar to the UK constitution; one interviewee (4%) stated that they did not believe strategy was important; four interviewees (14%) did not answer this question directly.

Given that the University has been busy handling a compliance crisis, it is completely understandable that, in recent times, compliance has dominated Council discussions. Members of the University are also aware that this focus has also made it challenging for the institution to fully communicate all Council business to the whole University.

We understand that Council and sub-committee agendas are now formatted in such a way that strategic discussion is prioritised, with items being the first substantives on the agenda, and we **commend (C4)** this development. This will facilitate the University's leadership to concentrate on achieving UOB's strategic aims.

Meeting observations

All meeting observations are set out in full in **Appendix 1**.

Overall, observations showed strong chairing and good functionality. However, compared to other universities, some of UOB's meetings lack rigour and need more structure. We **recommend (R21)** that systematic meeting planning needs to be understood and adhered to by all Chairs, minute takers and meeting organisers.

- The University needs to ensure that all meetings have action plan logs – we understand that since our observation of the Senate meeting, Senate and all other committee meetings now have action plan logs in place.
- The University needs to provide project evaluation plan templates, to enable structured consideration of projects.
- Prior to the start of the meeting, early clarification should be provided of who will/will not be attending a meeting – at some meetings we observed, individuals were telephoned during the meeting to find out whether they would be attending.
- A few days before each meeting, we suggest that the meeting organiser checks with all presenters that they are ready to present, understand how much time has been allotted to them, and are clear on which points should be covered.
- To get the most out of the meeting, we suggest that Chairs may find it useful to prepare for the meeting rather than appearing to rely on their ability to improvise as they go along.
- As part of their duties, we suggest that all Chairs need to verbally guide attendees through the agenda, clearly setting out which action is required from those attending in response to each item – to note, discuss or decide.
- All attendees need to understand the obligation laid upon them to read their meeting papers beforehand, so as to fully contribute to the meeting.

Culture of governance

The question was posed: **'How would you describe/rate the culture of governance at the University?'**

Two interviewees (7%) rated the culture of governance as excellent; seven interviewees (25%) rated the culture of governance as good; 11 interviewees (39%) rated the culture of governance as average; eight interviewees (29%) rated the culture of governance as fair.

A total of 11 interviewees (39%) stated that in the past, the culture of governance had been very poor. Relationships had been low trust, which made for very unhappy and unpleasant Council meetings, resulting in poor decision making. The University was described as having been perilously close to catastrophe, with the University held to ransom by the malfeasance of one or perhaps two senior members of staff. Therefore, while the failure to file audited accounts was described by one interviewee as 'inexcusable', Halpin recognises that delays were borne out of a complex audit designed to redress past failings/issues.

A total of 10 interviewees (36%) stated that due to exceptional hard work, the culture of governance had definitely improved. However, interviewees were also mindful that a real slog still lay ahead to transform UOB's governance. The change in Council's membership was seen as a real step forward. Since the new Chair had come on board, interviewees considered the trajectory of governance to be ascending.

It was reported by some that individual autonomy was enabled at UOB. This could be experienced as very liberating. However, on the flipside, some interviewees observed that some individuals with an inbuilt resistance to rule taking refused to comply with due process. Some interviewees believed that this behaviour remained unchallenged because some senior leaders avoided difficult conversations.

A total of 12 interviewees (43%) observed that significant governance gaps remained, and wanted UOB to focus on the provision of clear structures/frameworks; to ensure outstanding actions from the external audit were completed; to develop a raft of policies, procedures and practices, including a policy on bonus payments; to streamline the Council recruitment process; and to encourage UOB to focus on evidence rather than opinion. It was recognised that a culture of good governance needs to be firmly in place to enable the University to pursue its ambitions. Even with the introduction of the Scheme of Delegation, not all Council members are clear about committee reporting lines. We **suggest (S6)** that some time is dedicated to discuss this at Council and openly invite questions of clarification.

Our conclusion is that Council has made a strong start under its new Chair to modernise the culture of governance. The culture of governance is improving. **This is a key finding.**

It will be important for all Council members and senior leadership to support recent improvements and move on in the light of our report. Therefore, we **recommend (PR1)** that all Council members and senior leadership support the transformation of UOB's governance practice. **This is a priority recommendation.**

The question was posed: **'How would you describe support/relationships internally with senior management?'**

One interviewee (3.5%) described these relationships as excellent; 10 interviewees (36%) described these relationships as good; 14 interviewees (50%) described these relationships as fair; three interviewees (11%) described these relationships as poor.

Some interviewees reported that in the past, they would have described these relationships as 'abysmal'. The three previous permanent Chairs of Council were viewed as having a very poor relationship with the Executive, and this had caused a lot of turmoil.

However, in the last 12 months, matters were reported to have improved considerably. From autumn until December 2022, an interim Chair was appointed who brought much-needed stability to the organisation and who was able to help the University positively focus on the future. She remains as the Deputy Chair.

Seven interviewees (25%) reported that the members of the Executive now 'got on well'. They stated that there was a good atmosphere at meetings. The Executive was now able to have passionate, open and healthy debates. A good range of interviewees stated that, individually, the Executive team was skilled and respected by Council. The CFO was considered to be an excellent appointment and as having made a massive difference to the management of finances at the University. The Registrar was also described as a very strong performer.

However, it was suggested that competition over scant resources could undermine collaboration within the Executive, as members believed they had to focus on fighting their own corner. Some interviewees considered the team was not yet galvanised or operating at a high-performance level. We **suggest (S7)** that the University may wish to consider a professionally facilitated team-building programme.

Three years ago, in order to save funds, an organisational restructure took place. The University has confirmed that there was widespread consultation on the proposal. Nevertheless, some interviewees voiced dissatisfaction with the restructure, and considered that the Schools were denied a voice. Others expressed frustration that restructuring continued to be brought up as an issue after the decision had been implemented for several years. We **suggest (S8)** that the University makes it clear to all members of Senate, Council and the Executive that decisions regarding the restructure are in the past and not necessarily material to decisions the University will make in the future.

The relationships between the Executive and Council were seen as having improved. Some interviewees who were also members of Council stated that they would also be keen to hear the views of the Executive as well as those of the VC.

The Chair of Council also intends to attend a small number of Executive Group meetings throughout the year, as a means of improving collaboration and transparency, and we **commend (C5)** this initiative.

The question was posed: **‘How do you create an effective relationship between the Executive and the Board?’**

Interviewees identified that the improvement of communication between Council, Senate, the Executive and the wider University was the top priority for creating effective relationships across the University. **This is a key finding.**

The following suggestions were received for improving communication:

- the Away Days to be an annual event
- members of the University to be invited to meet Council informally, immediately before each Council meeting
- a Council dinner to be held the evening before each Council meeting
- Council members to be invited to observe a meeting of the Executive
- Council members to visit and tour the campuses.

The alignment of the strategy right across the institution was seen as crucial. It was anticipated that coalescence around the strategy would also strengthen institutional relationships.

We **recommend (PR2)** that the University thinks creatively about the different mechanisms that could be used to increase communication and improve dialogue between the Executive and the Board. **This is a priority recommendation.**

The question was posed: **‘How would you describe support/relationships internally with the Secretariat?’**

Seven interviewees (25%) described this relationship as excellent; 14 interviewees (50%) described this relationship as good; six interviewees (21%) described this relationship as fair; two interviewees (7%) did not know how the Secretariat related to their role.

-Please note, in response to this question, interviewees offered more than one comment-

Very warm feelings were expressed towards members of the Secretariat team, who were described as ‘fantastic people’, excellent at relationship building, and as having ‘looked after us tremendously’.

Interviewees noted that even when the University had been in turmoil, the Governance Secretary had been a complete stalwart.

The Registrar, who manages the Secretariat team, was also praised for having developed good working relationships with colleagues. This team was seen as ‘good to work with’ and prompt in responding to queries. The Secretariat was viewed as competent and particularly skilled at event organising.

The question was posed: **‘How do you view the role of the Secretary to Council in contributing to an effective boardroom culture?’**

-Please note, in response to this question, interviewees offered more than one answer-

A total of 10 interviewees (36%) viewed this role as critical and responsible for providing independent, private advice to the Chair; eight interviewees (29%) viewed this role as responsible for overseeing the effective operations and mechanics of Council (including agenda setting and the provision of papers); six interviewees (21%) viewed this role as responsible for providing support and advice to individual members of Council; five interviewees (18%) viewed this role as

responsible for relationship building and acting as a bridge between the different components of the University's leadership; five interviewees (18%) did not answer this question; two interviewees (7%) viewed this role as responsible for being a fount of governance knowledge related to the University; two interviewees (7%) stated that they were unsure of the role's purpose; one interviewee (3.5%) viewed this role as responsible for ensuring there were no conflicts of interest; one interviewee (3.5%) stated this role should not be political or direct Council; one interviewee (3.5%) stated that this role should have a presence; one interviewee (3.5%) thought the Governance Secretary was Secretary to Council.

Historically, the Secretary to Council role at UOB has been taken on by individual staff, in addition to their existing role. Interviewees revealed that in the past, previous Secretaries to Council have sometimes been viewed as overstepping the boundaries of their role and becoming overly directive. In more recent times, the Registrar was asked to temporarily take on the role of Board Secretary, while UOB sought a permanent recruit. Interviewees recognised the potential for conflicting boundaries for reporting to the VC and providing independent advice to the Chair of Council, which had placed undue pressure on the post holders.

In November 2022, a Secretary to Council was recruited as a standalone role. This development was warmly welcomed by many interviewees. The majority of interviewees stated that the post holder had already developed good relationships and had introduced improvements to governance.

The purpose of the Secretary to Council role is not yet well understood by everyone. We **recommend (R22)** that the scope of this role is made clear to Council, Senate and the Executive by means of a verbal update and brief discussion at the meetings of Council, Senate and the Executive; and that a description of the Board Secretary role is contained within the Governance Handbook.

Some interviewees suggested that now the Secretary to Council had settled in, when appropriate, he should be called upon to contribute his governance expertise at Council meetings, to enable Council to make decisions in accordance with UOB's procedures (i.e. the Scheme of Delegation), regulations and the law. We **suggest (S9)** that the Chair may periodically wish to do this.

In order to perform this role to the best of his ability, it is vital that the Secretary to Council meets jointly with the VC, Registrar and the Chair of Council at a minimum of every two weeks, and we **recommend (R23)** that these dates are made firm in the University's annual calendar.

The Secretary to Council needs a very good oversight of what is happening at the University, to plan future Council and committee discussions. We **recommend (R24)** that his attendance at Senate meetings continues and that his attendance at the Executive meetings is resumed.

Support for Council

The question was posed: **'Does Council have the information it needs? Is any additional support needed by governors in order to fulfil their role?'**

A total of 11 interviewees (40%) stated that Council did have all the information it needs; 11 interviewees (40%) stated that Council did not have all the information it needs; three interviewees (11%) stated that the information provided was improving; two interviewees (7%) stated they did not know if Council had all the information it needs; one interviewee (3.5%) did not answer.

Suggestions for additional support were made, as outlined below:

- Some interviewees suggested that Council was sometimes presented with too 'rosy' a picture of events and wanted senior leadership to default to being transparent and presenting a balanced view: 'give us the good, the bad and the ugly'.

- The development of the Risk Register was seen as a positive step forward. It was suggested that perhaps Council could receive a simplified presentation on the Register to enable interviewees to more easily grasp the major risks facing the University.
- A number of guidance documents for trustees are presently made available on the Council SharePoint site repository, to support trustees in their roles, in addition to a number of further documents being made available in the Governance Handbook (available on the University's website). However, interviewees wanted more guidelines. The Secretary to Council could decide which data the institution needs Council members to know; he could then survey Council members to find out what information they think would have been/would be of most use to them. We **recommend (R25)** that the SharePoint repository is revised in the light of survey findings.

The question was posed: **‘What has been valuable when preparing new governors for taking on the role of board member?’**

While some interviewees were happy with the induction process, many expressed dissatisfaction. Some stated that they felt they had been ‘thrown in at the deep end’ and expected to pick up the role of Council member as they went along. Interviewees were aware that as trustees, they are legally liable for the institution in a way that other members of the University are not, and they wanted to understand these liabilities. A few interviewees considered that they had not been sufficiently briefed regarding the crises UOB was facing, before they accepted the role.

In the light of this feedback, we **recommend (R26)** that the induction programme is reviewed so that all members of Council have a shared understanding of their Council responsibilities. This might include information regarding their legal duties in upholding EDI and freedom of speech; responsibilities in relation to the OfS and the Charity Commission; and the importance of Council members being fully engaged. Student, alumni, staff and Senate representatives are full members of Council and so should receive the same induction as any other member.

As well as offering an initial meeting with the Secretary to Council, some universities deliver a mixture of sessions online, or in person before Council meetings. Induction often includes a tour of campus. It is useful to meet key staff and student representatives and the university may wish to review who outside the Governance team should be involved in the induction. To ensure consistency of content between inductions, we **suggest (S10)** that brief guidance might be drawn up, which stresses which points must be covered by induction. Some universities deliver their induction in stages, over a longer time span, to enable the information to be more easily absorbed.

The question was posed: **‘What are the key ingredients for an effective board?’**

Interviewees’ answers are laid out in the table below.

A diverse Council	Council to contain a breadth of knowledge, expertise, experience and backgrounds.
An engaged Council	Council to be fully engaged; read meeting papers before meetings; and visit the University.
A good Chair	The Chair is a key role and sets the culture. The Chair should be able to bring disparate people together; maintain control of the Council meeting agenda; ensure the right things are discussed at the right time by the right people; be confident enough to allow all voices to be heard, yet find a unified way through; and have an excellent grasp of the boundaries between the Executive and Council roles.

Council should demonstrate key values	Council should demonstrate the values of trust, integrity, and inclusivity; and, most importantly, act respectfully towards one another and other members of the University.
Council should work as a team	Council should listen, then act; all pull in the same direction; offer constructive challenge to the Executive; commit to doing the best for the University; and respect the boundaries between their role and that of the Executive.
Council should be business-minded	Council needs to be able to think strategically; seek out opportunities; and set clear, measurable objectives for the Executive.
Council should communicate	Council needs to spend time together; engage in robust discussion and debate; and demonstrate excellence in communication, both between themselves and the rest of the University.

Senate

The question was posed: **‘What is your view of Senate and its relationship with Council?’**

One interviewee (3.5%) stated that the relationship between Senate and Council was functioning well; one interviewee (3.5%) stated that the relationship between Senate and Council was improving; 15 interviewees (53.5%) stated that the relationship between Council and Senate was poor; six interviewees (21%) stated that the relationship was non-existent; five interviewees (18%) stated that they had received no exposure to Senate.

The history of the relationship between Senate and Council was variously described as ‘tumultuous’, ‘confrontational’ and ‘oppositional’. Past communication between both bodies was viewed as neither clear nor effective. Lack of contact during the pandemic and the absence of a strategy were perceived to have widened this gap.

Nevertheless, it is important to state that matters have recently improved. Early this year, the new Chair initiated the first joint meeting between Senate and Council. It was reported that this meeting went very well. Such meetings are good practice, and we **recommend (R27)** that a joint meeting between Senate and Council is firmly embedded into UOB’s annual schedule.

As previously stated, the recent Strategic Away Days had also offered an opportunity for Senate, Council and the Executive to work productively together.

UOB needs to work hard at significantly improving communication between Senate and Council, to restore trust between both bodies, with the ultimate aim that both groups come to identify as ‘one organisation’. Some interviewees suggested that members of both groups meet periodically during the year to conduct a deep dive into a particular issue and share thinking; or revisit progress against the strategy to celebrate achievements and remind everyone of the shared vision. We **recommend (R28)** that a task and finish group is set up, consisting of both Council and Senate members, to consider how communication can be reformed, and that this group returns to Council with proposals for action.

Currently, updates from Senate to Council are verbally delivered by the VC in his role as Chair of Senate. We **recommend (R29)** that the working group mentioned above discusses which information needs to be exchanged, and identifies a standard format for these reports. This group may also wish to consider suitable opportunities for members of Senate to present directly to Council on Senate’s work.

Difficulties in the Senate–Council relationship seem to cluster around two misunderstandings, the first of which concerns which body is ultimately ‘in charge’. One interviewee mistakenly believed that in the past, Council and the VC had reported to Senate. Uncertainty about power and authority creates tensions between the two bodies.

Council is the University’s principal body and has overall responsibility for the governance of the University, including defining its mission, planning its work and the ownership and oversight of all its resources. It has the power to take such action as is necessary to discharge these responsibilities. Senate is the University’s supreme academic body and is accountable to Council. Senate has delegated authority from Council to ensure the University provides academic excellence, academic assurance, and high-quality academic standards; and promotes research.

We **recommend (R30)** that, as part of both Council and Senate members’ induction, members of both bodies are informed about the role, responsibilities and powers of each group, and the relationship between them.

The second misunderstanding concerns the different roles played by Senate and Council and how they interlink.

In the past, university councils relied on their academic board or senate for academic assurance, supplemented by regular external review from the Quality Assurance Agency (QAA), external examiners’ reports and, where applicable, oversight from the former Higher Education Funding Council for England (HEFCE). However, the QAA is no longer recognised for this purpose by the OfS and its conditions of registration state the requirement that ‘the governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)’. Academic quality and standards are fundamental to the mission and reputation of any university. Therefore, UOB’s Council must both receive academic assurance from Senate, and be confident in its ability to challenge the governance and management of academic quality and standards. However, many interviewees revealed that Council members do not currently understand their role in scrutinising Senate’s academic assurance.

We **recommend (R31)** that:

- a series of Senate-led presentations is delivered to Council on academic assurance, followed by discussion. This will enable Council to build up its knowledge of academic quality, the importance of maintaining standards, the processes involved and Council’s own responsibilities with regard to oversight of academic assurance.
- Senate reviews its reports from the perspective of Council and Council’s need for assurance that risk is being managed, to enable Council to become more confident in scrutinising academic risk and assurance.
- Council’s knowledge and understanding of HE regulatory and policy issues continues to be increased through engagement and additional briefing, as required.

We understand that the University has already agreed to review the annual summary it provides to Council, which outlines how UOB has discharged its OfS duty for that year.

The Chair and some Council members have previously attended a Senate session. We **suggest (S11)** that all members of Council are offered the opportunity to attend one session of Senate as an observer, and that this is routinely offered as part of Council’s induction.

Halpin has not been asked to carry out a review of Senate. However, the following issues were raised during our research, and so we have included them for completeness. Interviewees reported the following:

- Senate meetings were perceived to be occasionally hijacked by individuals who used them as an opportunity to grandstand and dominate proceedings.

- Some Senate members did not always focus on the University's best interests, but could become overly preoccupied with lobbying for arrangements which would most benefit them.
- Too much time could be spent at Senate meetings discussing matters outside Senate's remit.
- Senate lacks impact. Interviewees wanted Senate to consider hard evidence rather than anecdote, and to focus on implementing actions to deliver outcomes.

We **suggest (S12)** that the University may wish to carry out its own review of the effectiveness of Senate, including its composition, structure and the quality of its debate.

EDI

Interviewees were asked: **'What actions has the Governing Body taken to improve EDI performance?'**

Four interviewees (14%) stated that no action had been taken; 15 interviewees (54%) stated that not enough action had been taken; four interviewees (14%) did not answer the question directly; two interviewees (7%) did not know what action had been taken; two interviewees (7%) stated that EDI was put first and foremost by the University; one interviewee (3.5%) stated that diversity was not a worthy goal.

In terms of actions taken to support EDI, the introduction of the cover sheet was mentioned three times; the Inclusion Committee was mentioned three times; and the gender pay gap report was mentioned once.

Some interviewees expressed frustration with the prevailing culture at UOB, which was seen as lacking insight into equality, diversity and inclusion. Feedback from interviewees revealed it could appear that the University considered it sufficient for a few women to be added to male-dominated groups, rather than working to make these groups more gender-balanced. Additionally, some interviewees felt that EDI was seen as a low-priority issue at the University, rather than a structural and cultural problem that affects the core of Buckingham business and its stakeholder relations.

Interviewees also recounted several incidents at the University which they felt indicated that, while some individuals might be well-meaning, they displayed a lack of insight into the experience of people from different backgrounds to themselves, or made comments which could be perceived as offensive.

In comparison to other universities (and indeed other industries), we conclude that UOB is less well developed in its equality and diversity practices.

Council has legal responsibility for ensuring that the University complies with equality and diversity law. Some interviewees are highly knowledgeable about EDI and familiar with implementing best practice in their own work. Others expressed anxiety about complying with equality law.

We **recommend (R32)** that Council and the Executive undertake face-to-face equality and diversity training together, and that content focuses on unconscious bias and Council's legal responsibilities in relation to EDI. We **suggest (S13)** that Council then considers rolling out experiential EDI training across the whole staff team.

We **recommend (R33)** that UOB develops an inclusion strategy which analyses how to:

- embed EDI as 'business as usual' in all of UOB's core work
- develop KPIs to enable Council to hold senior leadership to account for EDI progress.

UOB has an Inclusion Committee which reports to both Senate and Council. As is now common at other universities, we **recommend (R34)** that a Pro-Vice-Chancellor (PVC) for EDI is appointed,

with responsibility for driving forward EDI improvements. It would be sensible for the new PVC to chair the Inclusion Committee.

We also **suggest (S14)** that the Inclusion Committee considers whether there would be any merit in encouraging staff to set up networks to support and engage with others who share a similar background, characteristic or common cause. These groups could then feed in their views to the Inclusion Committee.

To help embed real change, we **suggest (S15)** that the University may wish to consider joining the Athena Swan, Race Equality and Disability Confident Leaders charters, to systematically embed inclusive practice across the University.

The gender pay gap at UOB is 41%. Interviewees were concerned that not enough action had been taken to rectify this. We **recommend (R35)** that the University prioritises reducing gender pay gap inequalities.

The University is well aware that its data collection systems are very poor. Consequently, EDI data is not comprehensively collected or monitored. We **recommend (R36)** that the University sets up systems to monitor all the protected characteristics of its staff under the 2010 Equality Act, namely: age, disability, gender reassignment, marriage & civil partnership, pregnancy & maternity, race, religion or belief, sex and sexual orientation. This will enable the University to monitor EDI in relation to trends in staff recruitment, retention, promotion, complaints and exit. We understand that UOB's current EDI practice for students means the University already monitors EDI in relation to trends in student admissions, programmes, retention, attainment, complaints and employability.

A report on trends should then be presented annually to Council for discussion.

Nine interviewees (32%) raised concerns about the lack of diversity on Council. There are currently 17 members of Council (plus 2 posts which lie vacant). Of these, 14 are male and 3 are female. With regard to the gender split at Council level, UOB is performing significantly below the average among the comparator institutions used for benchmarking, where the average ratio of women to men is 6:7. Comparator institutions show a trend towards a more equal gender split on their Councils, and we **suggest (S16)** that Buckingham follows suit.

Council membership appears to be overwhelmingly white; however, as the University does not collect Council's diversity data, we are unable to verify this.

Some interviewees suggested that Council would benefit from recruiting younger members who were more in touch with the University system as experienced today.

We **recommend (R37)** that Council members' own diversity data is collected and stored confidentially by HR. HR can then provide an anonymised report back to Council on the results, redacting any information where identification would be obvious. The University can then use this information to work towards Council reflecting the true diversity of its students and society.

We **suggest (S17)** that the Nominations Committee may wish to set up a task and finish group to advise on Council recruitment.

We **suggest (S18)** that RAAC may wish to consider auditing the most poorly performing EDI areas, with a view to recommending remedial action.

The equal opportunities statement on UOB's website is out of date and does not mention all the protected characteristics in law. We **recommend (R38)** that this document is removed and replaced by more comprehensive information on UOB's equality stance, policies and procedures.

Risk

We note that Council membership has been almost entirely reconfigured since 2022.

Two interviewees (7%) stated that they were members of Council when the decision was made to acquire Crewe. To them, the question was posed: **‘Were you a member of Council when the decision was made to acquire the Crewe campus? If so, in hindsight, do you have views on Council’s scrutiny of the proposal and handling of the risks involved?’**

A total of 26 interviewees (93%) stated that they were not members of Council when the decision was made to acquire Crewe. To them, the question was posed: **‘If you were not involved with the decision, do you think Council has learnt lessons from its handling of the proposal?’**

Answers to both these questions were combined.

A total of 12 interviewees (43%) stated that they thought that Council had learnt lessons; three interviewees (11%) stated that they thought that Council had learnt partial lessons; three interviewees (11%) stated that they hoped that Council had learnt lessons; two interviewees (7%) stated that they did not know whether Council had learnt any lessons; eight interviewees (29%) stated that Council had not learnt any lessons.

Some interviewees considered that there was a tendency for some individuals at UOB to blame difficulties with the Crewe contract entirely on forces outside of the University’s control. These interviewees were therefore concerned that should the University suddenly be offered a lot of money, there might be a rush to accept these funds without exercising reasonable care. Instead, it was proposed that the University needed to accept that its previously poor governance practices had also contributed to this mistake. The following factors were viewed as having contributed to UOB’s previous failure to carry out due diligence on the Crewe proposal:

- A former senior staff officer placed themselves in a position of conflict of interest with that of the University.
- Little time was made available at Council meetings to ask questions.
- Previous Council members had been passive and lacked either the agency or the knowledge to scrutinise the proposal.
- Some senior leaders had been unable to respond positively to constructive criticism without feeling that their personal authority or competence was being undermined.
- Infighting between factions of Council and the Executive had created a toxic environment, deleterious to properly managing the Crewe proposal.

We **recommend (R39)** that an external facilitator is engaged to present to Council and the Executive on the benefits of positive challenge, and that exercises are run which define and explore constructive challenge, so everyone has a shared understanding of its benefits.

We **recommend (R40)** that, as part of induction, Council members are fully briefed about their role and responsibilities as senior leaders of the University, including the duty to provide constructive challenge.

Nevertheless, it is important to recognise that in the past 2 years, the University has made great strides in managing ongoing risk in relation to the Crewe project:

- All Council members were brought together to discuss Crewe lease arrangements and the Executive produced detailed financial forecasting to support this discussion.
- A separate risk register was devised for Crewe.
- A Crewe steering group was then set up to carve a way forward and selected governors were invited to join.
- Interviewees described the steering group’s decisions as thorough and measured.

The University has worked diligently on the Crewe project, and we **commend** the excellent progress made so far. **(C6)**

The question was posed: **‘How confident are you in how the University/Board manages the varying risks and potential risks facing the institution?’**

A total of 14 interviewees (50%) stated that they were relatively confident; six interviewees (21%) stated that they were neutral; six interviewees (21%) stated that they were not very confident; and two interviewees (7%) stated that their confidence depended on which areas of the University were under discussion.

Eight interviewees (29%) applauded the introduction of the Risk Register. In 2020, when UOB's revamped Risk Register was drawn up, every risk was assessed as very high, with risks to governance rated highest. Significant progress has been made, with the University reporting that all risks were now under control. We **commend** this achievement. **(C7)**

Since 2019, the University has undertaken a huge amount of work in order to meet regulators' demands, and has successfully submitted its accounts for 2019, 2020, 2021 and 2022. We **commend** **(C8)** this feat.

The Registrar has already successfully delivered a series of briefing sessions on Regulation and the Risk Register to Council and the Executive. It is planned that a further session on trustees' legal responsibilities will be delivered in early October 2023. The Executive have also been invited to attend this session to improve their collective understanding of trustees' roles and legal responsibilities.

We **recommend** **(R41)** that these joint sessions are continued, to establish a joint understanding of risk approaches, and to promote the relationship between Council and the Executive.

The University plans to set its risk appetite, map risk across the institution, and link risk to the internal audit; and we **commend** **(C9)** these ambitions.

However, seven interviewees (25%) raised concerns about attitudes demonstrated towards risk. It was proposed that some members of the University viewed discussion of risk as depressing and only wanted 'good news stories'; or minimised and ignored risk until it became a serious problem. Such attitudes act as a block to UOB's ability to deal competently with risk.

Additionally, interviewees felt that the University could take too long to respond to known risks. Two perspectives were provided:

i) UOB was aware that the Government planned to prevent international students from bringing dependants to the UK; and that, because of the UOB's reliance on international students, the institution would be disproportionately affected. Yet interviewees stated that this known risk was not discussed, and no risk mitigation was put in place.

However, the University has subsequently clarified that it researched the views of its current international students and prepared a report which showed that this change would demonstrate a low risk for the University. This again points to the need for better communication and dialogue within the University as a whole.

ii) The interest in some courses is declining. Some interviewees suggested a discussion should be had as to whether or not courses should be closed; but reported an institutional reluctance to deal with this issue head on and think about potential options.

We **recommend** **(R42)** that Council sets aside time during the year to consider which issues may need to be discussed at a deep dive session where risk is a concern.

Some universities choose to co-opt individuals very experienced in risk onto RAAC or a task and finish group, to help the institution think more creatively about risk. We **suggest** **(S19)** that UOB may wish to consider this option.

Overall, interviewees considered that, while lessons had been learned, these had yet to be translated into concrete action. **This is a key finding.** An institution cannot solely rely on

individuals to act ethically: solid assurance and accountability must be woven into the fabric of the university. Robust structures are needed to enable UOB to focus on growth and potential projects.

We **recommend (PR3)** that the University sets up a framework of policies, procedures and practice to support due diligence and manage risk; and that all due diligence and risk assessment processes are fully documented to provide an evidence-based trail. **This is a priority recommendation.**

Stakeholders

The question was posed: **‘Sometimes the Board’s work is not visible to staff and students. To what extent is visibility to these groups important?’**

A total of 17 interviewees (61%) stated that visibility was very important; six interviewees (21%) stated that visibility was quite important; two interviewees (7%) stated that visibility was important for some issues only; one interviewee (3.5%) stated that visibility should be known via the University’s outcomes; one interviewee (3.5%) stated that they were not sure if visibility was important; and one interviewee (3.5%) stated that visibility was not important.

Internal stakeholders

Many interviewees considered that Council’s visibility was particularly important for staff. It was reported that Council was seen by some staff as an enclave within the University and that staff were unsure how Council members added value. From our experience, this is common within the sector. Increasing Council’s visibility as UOB’s governing body will help build institutional confidence that the University is being well managed. Interviewees did not consider that Council’s visibility was as important for students. However, it was stressed that all students should know where to find information related to Council.

We **recommend (R43)** that the University carries out a deep dive examining the different ways in which Council could increase its visibility to both staff and students, and then decide which actions would be most appropriate for UOB to implement. Buy-in from both groups would be extremely helpful while the University implements its new strategy.

The question was posed: **‘How could governors better support stakeholder engagement?’**

Section 6.2 of the CUC Code states: ‘The governing body needs assurance of regular, effective two-way communication with students, staff and other stakeholders’.

Staff receive the ‘University Update’ once a month, which includes a communication from the VC, and we **commend (C10)** this action.

However, overall, communication between staff and students and Council is presently lacking. UOB needs to develop more rigour in communicating with its internal stakeholders and to provide opportunities to hear their views too. We have outlined suggestions below, to help increase Council’s engagement with internal stakeholders.

While members of Council are listed on UOB’s website in the interests of transparency, we **recommend (R44)** that the biographies and photos of every member of Council are uploaded onto the website.

We **recommend (R45)** that, shortly after the Council meeting, the Secretary to Council (after consultation with the Chair) emails all staff and governors with an update of key decisions made at the meeting. The SU President can then forward this information to all students.

Some universities also ask Council members to write a termly blog on governance, which is then disseminated to all staff and students. We **suggest (S20)** that Council may wish to consider this option.

We also **suggest (S21)** that Council receives an annual briefing from the Secretary to Council, regarding which events may provide opportunities for Council members to meet staff and students over the forthcoming year; and that a written calendar of these dates is provided to Council.

Between Council meetings, some universities also provide a digest of topical higher education issues to Council members. We **suggest (S22)** that the Governance team may wish to consider this option.

Town Hall meetings are held once a month for an hour, with all staff invited to attend, and we **commend (C11)** this action. We **recommend (R46)** that Council members take turns in attending this meeting as observers.

Section 6 ('Engagement') of the CUC Code also requires that 'meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes'.

Many requests were received from interviewees that members of Council should be seen around campus. Prior to Council meetings, some university councils carry out planned faculty visits. This involves the whole of Council visiting a particular faculty on campus, where they are shown around by faculty staff. Council views facilities and resources; drops in on students being taught; and receives brief presentations on the key work of the faculty from staff on site. This enables Council to have a deeper understanding of each faculty, while also providing an opportunity for staff and students to engage with Council.

In addition, these universities invite staff members from a department to present a longer session at Council on current research, challenges and successes, and to explain how Council might help unlock further transformation.

We **recommend (R47)** that Council discusses both these options for engagement.

UOB has introduced an internally run Pulse survey. Many universities now commission an external organisation to conduct a staff survey every 1 or 2 years. Data collected independently may elicit more candid answers. Such surveys build up an independent body of evidence, which constructs a comprehensive picture of the staff experience. Staff such as canteen and cleaning staff should also be included. This enables universities to spot trends, including EDI progress.

We **recommend (R48)** that Buckingham introduces an externally facilitated staff survey, and that the full results are reported and discussed at Council.

At present, Council does not have enough opportunities to engage with students. In partnership with the Students' Union, many universities now invite a group of students to present on specific topics at a Council meeting once a year. Content can be tailored to give senior leadership an insight into issues which affect the student experience at UOB. We **recommend (R49)** that the University instigates this process.

Some institutions have also set up regular 'listening groups' each term, which are facilitated by two governors. These aim to put Council in touch with the concerns of staff and students at the university. Meetings consist of an informal chat over coffee. Numbers are kept deliberately small to promote dialogue. Individuals invited to participate are deliberately chosen at random, to ensure fresh voices are heard. Staff and students are divided into separate groups, as they are affected by different issues. Governors can use these meetings to ask specific questions on behalf of the Council and report back their findings to the Board to stimulate debate. We **suggest (S23)** that UOB considers this option.

The SU President provides a helpful report on student activities to Council.

External stakeholders

The Registrar plans to carry out a stakeholder mapping exercise across all departments. We **commend (C12)** this initiative, and further **recommend (R50)** that the University defines the full range of its stakeholders and allocates specific responsibilities to individuals for engagement.

In the past, previous governors at UOB sometimes overstepped their role and ventured into the Executive's territory. Therefore, the University is somewhat cautious about governors playing any role in engagement with external stakeholders. Some existing governors would like to apply leverage to their networks on behalf of the University. Other governors, who have already donated extensive time to the University, have no space to take on extra commitments. We **suggest (S24)** that Council carries out a deep dive and carefully considers:

- whether or not it is appropriate for Council to engage with external stakeholders
- if so, when this might be, and how such engagement should be decided
- the role boundaries between Executive/Council's participation in stakeholder engagement.

Some institutions ask Council members to use their own social media outlets to promote key messages about the university. We **suggest (S25)** that this option is considered.

Some universities carry out a biennial survey of stakeholder views, as well as a survey of public opinion. Findings are then reported to Council, so the institution can understand how the University is viewed externally and whether any improvements to that perception might need to be made. We **recommend (R51)** that the Council considers this option.

At some institutions, the VC gives an annual online overview of the institution's achievements over the past year, and the challenges which lie ahead. Both internal and external stakeholders are invited to view this presentation, as a way of encouraging everyone to feel part of the institution. We **suggest (S26)** that the University may wish to consider this option in the future.

We **recommend (R52)** that Council's engagement work is formally supported by an individual with communications expertise on an ongoing basis.

Future challenges

The question was posed: **'What will be the big challenges for the University that governors/Board will need to grip over the next 3–5 years?'**

We observe that when this question is posed at other universities, there is usually a unanimity of response, compared to the answers provided by UOB's interviewees. This may be due to the University operating without a strategy for a number of years. Nevertheless, priorities were identified by respondents and are set out below.

Devising and implementing a strategy was recognised as the top priority for the University. Interviewees considered that, for Buckingham to make significant progress, the University must align itself with unified, strategic goals. Respondents also wanted the strategy to be underpinned by an action plan containing clearly identified targets.

The second identified priority was finance. It was considered that working without a strategy had delayed key decisions, which in turn had impacted on the raising of funds. Generating a surplus for investment in the infrastructure and securing major donations were both seen as important. There was an expressed desire for the University to remain firmly focused on finances.

Growth was identified as the third priority. It was considered essential that senior leadership develop SMART goals in relation to areas of growth, amount of growth, and timeframes for achieving growth.

Equal third priority was the need for Buckingham to understand the existential threat posed by AI and its impact on the delivery of higher education. The University has a positive mindset towards AI. Nevertheless, it was seen as crucial that the institution position itself so as to be able to respond effectively to future innovations.

Individuals stated that institutional decisions and direction were hampered by the lack of high-quality data. It was suggested that UOB urgently needed to improve data capture and reporting, and would need to upgrade its technology to do this. This was seen as the fourth priority. The University's existing data systems also need to be streamlined, to enable them to 'talk' to one another.

Other topics raised by participants are set out below.

Branding and communication	Increasing student numbers, including home students
Marketing the University to the world	Student fees
Accommodation for Crewe students	Students as customers and student satisfaction targets
Consideration of degree apprenticeships	Developing a research strategy
UOB's academic reputation	Competition with expanding universities
Identifying UOB league table targets	Responding to regulatory changes
Implementing spine points for staff pay and grading	The need for leadership
Improving decision making	Developing a Board succession plan
Strengthening Board oversight of progress	Responding to inflation
Talent supply	Improving infrastructure and facilities
Stakeholder management	The dangers of becoming non-compliant again
Responding to another pandemic	Maintaining the University's reputation
The geopolitical effect on universities	The changing nature of HE provision
The impact of a change of government	The need to set goals
Consideration of hybrid delivery	The Crewe lease
The need for all Council members to agree what is meant by strategy	The future of international students

Providing a stable culture	
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Conclusion

We are aware that implementing the recommendations outlined in this review will involve further hard work. However, the recent results, which the University has achieved in a relatively short space of time, speak for themselves.

After the trials of the past, the University's intense focus on compliance has revealed that it contains many talented people who are committed to Buckingham, determined to make it better, and able to deliver transformation.

By implementing its agreed strategic aims, the University can harness all the energy, talent and innovative thinking contained within its ranks, towards achieving shared goals.

UOB has undergone significant challenge in recent years. The opportunity has now arisen for it to put the past behind it, having learned painful lessons. In this way, the University can go from strength to strength, through a process of partnership working and continuous improvement.

Recommendations & Suggestions

Priority recommendations

PR1	All Council members and the senior leadership to support the transformation of UOB's governance practice. (PR1)
PR2	UOB to think creatively about the different mechanisms which could be used to increase communication and improve dialogue within the institution. (PR2)
PR3	Risk assurance, due diligence and accountability to be embedded across UOB, as part of business as usual. (PR3)

Recommendations

R1	We recommend (R1) that the Governance team may wish to delete duplications within the governing instruments and make the proposed clarifications, as outlined in Shakespeare Martineau's report.
R2	We recommend (R2) that decision-making processes are discussed at Council with a view to providing greater coherence as to how decisions are made and publicised within the University.
R3	We recommend (R3) that the extent of the Executive's scope and powers should be documented; and that a verbal update is delivered at both Council and Senate meetings, to ensure everyone understands the Executive's role.
R4	We recommend (R4) that the Deans are permitted to attend Council as observers, to improve understanding as to how Council decisions might affect their own work.
R5	We recommend (R5) that UOB sets up a Donations Advisory Panel (DAP), which includes independent Council members.
R6	We recommend (R6) that UOB's existing Gift Acceptance Policy and Donor Recognition Policy are amended so as to contain definitions of 'a potential ethical or reputational issue'.
R7	We recommend (R7) that a Code of Conduct is devised; that all members are asked to sign that they agree to abide by the Code; and that the Code is published on UOB's website.
R8	Performance information was made available in UOB's latest account. We recommend (R8) that all data listed above is published in the annual accounts or on UOB's website.
R9	We also recommend (R9) that the annual cycle of Council business is published on UOB's website.
R10	Currently, the roles of alumni, staff and Senate representatives on Council are not well understood. Representatives are not there to represent their constituencies, but like all other Council members, to make the best decisions on behalf of the University as a whole. Representatives should be present at all Council discussions, unless there is a conflict of interest. We recommend (R10) that the boundaries of the role are made explicit whenever representatives' roles are advertised, elected or appointed, and during each Council member's induction.
R11	We recommend (R11) that all role descriptions for Council members – including those with specific duties – are reviewed, and that text explaining the need for Council to engage and provide constructive challenge is inserted.
R12	At present, there is only one Professional Services staff representative on Council. To encourage parity amongst representatives, we recommend (R12) that this number is increased to two.
R13	There is also a vacancy for an additional student member. We recommend (R13) that this position is filled as soon as possible. As independent members need to be in the majority, this may necessitate the recruitment of further independent governors.
R14	We recommend (R14) that the Nominations, Performance and Remunerations Committee (NPRC) is split into two committees – the Nominations Committee and the Remunerations Committee.

R15	We recommend (R15) that Council discusses setting up a People Committee, where time can be dedicated to discussion of all matters related to people and culture, including equality, diversity and inclusion (EDI).
R16	While we understand that an organogram of committee structures, data on how committees relate to one another and terms of reference are available online in the Governance Handbook, we recommend (R16) that this information is verbally covered in the induction for new Council, Senate and Executive members, and is also made more accessible on the website for the general public to view.
R17	We recommend (R17) that the Secretary to Council scans all committee minutes and, after redacting any genuinely confidential information, ensures that they are uploaded onto the UOB website.
R18	We recommend (R18) that a task and finish group is set up, which includes independent Council members and members of the SU, to examine the implications of the SU becoming independent of the University, and to present these findings back to Council for discussion.
R19	As many other universities do, UOB subsidises the SU. However, the SU would like to offer more services to its students, and needs an increase in funds to do so. We recommend (R19) that this matter is also discussed by the task and finish group mentioned above.
R20	Now an agreed strategy is in place, we recommend (R20) that UOB fully focuses on actions which support the implementation of the strategy; and that Council continues to ensure all decisions are made in line with the Scheme of Delegation.
R21	Overall, observations showed strong chairing and good functionality. However, compared to other universities, some of UOB's meetings lack rigour and need more structure. We recommend (R21) that systematic meeting planning needs to be understood and adhered to by all Chairs, minute takers and meeting organisers.
R22	The purpose of the Secretary to Council role is not yet well understood by everyone. We recommend (R22) that the scope of this role is made clear to Council, Senate and the Executive by means of a verbal update and brief discussion at the meetings of Council, Senate and the Executive; and that a description of the Board Secretary role is contained within the Governance Handbook.
R23	In order to perform this role to the best of his ability, it is vital that the Secretary to Council meets jointly with the VC, Registrar and the Chair of Council at a minimum of every two weeks, and we recommend (R23) that these dates are made firm in the University's annual calendar.
R24	The Secretary to Council needs a very good oversight of what is happening at the University, to plan future Council and committee discussions. We recommend (R24) that his attendance at Senate meetings continues and that his attendance at the Executive meetings is resumed.
R25	The Secretary to Council could decide which data the institution needs Council members to know, and then survey Council members to find out what information they think would have been/would be of most use to them. We recommend (R25) that the SharePoint repository is revised in the light of survey findings.
R26	In the light of this feedback, we recommend (R26) that the induction programme is reviewed, so that all members of Council have a shared understanding of their Council responsibilities.
R27	Early this year, the new Chair initiated the first joint meeting between Senate and Council. It was reported that this meeting went very well. Such meetings are good practice, and we recommend (R27) that a joint meeting between Senate and Council is firmly embedded into UOB's annual schedule.
R28	We recommend (R28) that a task and finish group is set up, consisting of both Council and Senate members, to consider how communication can be reformed; and that this group returns to Council with proposals for action.
R29	Currently, updates from Senate to Council are verbally delivered by the VC in his role as Chair of Senate. We recommend (R29) that the working group mentioned above discusses which information needs to be exchanged, and identifies a standard format for these reports.

R30	We recommend (R30) that, as part of both Council and Senate members' induction, members of both bodies are informed about the role, responsibilities and powers of each group, and the relationship between them.
R31	We recommend (R31) that: <ul style="list-style-type: none"> • a series of Senate-led presentations is delivered to Council on academic assurance, followed by discussion. This will enable Council to build up its knowledge of academic quality, the importance of maintaining standards, the processes involved, and Council's own responsibilities with regard to oversight of academic assurance. • Senate reviews its reports from the perspective of Council and Council's need for assurance that risk is being managed, to enable Council to become more confident in scrutinising academic risk and assurance. • Council's knowledge and understanding of HE regulatory and policy issues continue to be increased through engagement and additional briefing, as required.
R32	We recommend (R32) that Council and the Executive undertake face-to-face equality and diversity training together, and that content focuses on unconscious bias and Council's legal responsibilities in relation to EDI.
R33	We recommend (R33) that UOB develops an inclusion strategy which analyses how to: <ul style="list-style-type: none"> • embed EDI as 'business as usual' in all of UOB's core work • develop KPIs to enable Council to hold senior leadership to account for EDI progress.
R34	UOB has an Inclusion Committee which reports to both Senate and Council. As is now common at other universities, we recommend (R34) that a Pro-Vice-Chancellor (PVC) for EDI is appointed, with responsibility for driving forward EDI improvements. It would be sensible for the new PVC to chair the Inclusion Committee.
R35	The gender pay gap at UOB is 41%. Interviewees were concerned that not enough action had been taken to rectify this. We recommend (R35) that the University prioritises reducing gender pay gap inequalities.
R36	The University is well aware that its data collection systems are very poor. Consequently, EDI data is not comprehensively collected or monitored. We recommend (R36) that the University sets up systems to monitor all the protected characteristics of its staff under the 2010 Equality Act, namely: age, disability, gender reassignment, marriage & civil partnership, pregnancy & maternity, race, religion or belief, sex and sexual orientation.
R37	We recommend (R37) that Council members' own diversity data is collected and stored confidentially by HR.
R38	The equal opportunities statement on UOB's website is out of date and does not mention all the protected characteristics in law. We recommend (R38) that this document is removed and replaced by more comprehensive information on UOB's equality stance, policies and procedures.
R39	We recommend (R39) that an external facilitator is engaged to present to Council and the Executive on the benefits of positive challenge, and that exercises are run which define and explore constructive challenge, so everyone has a shared understanding of its benefits.
R40	We recommend (R40) that, as part of induction, Council members are fully briefed about their role and responsibilities as senior leaders of the University, including the duty to provide constructive challenge.
R41	We recommend (R41) that these joint sessions are continued, to establish a joint understanding of risk approaches, and to promote the relationship between Council and the Executive.
R42	We recommend (R42) that Council sets aside time during the year to consider which issues may need to be discussed at a deep dive session where risk is a concern.
R43	We recommend (R43) that the University carries out a deep dive examining the different ways in which Council could increase its visibility to both staff and students, and then decide which actions would be most appropriate for UOB to implement. Buy-in from both groups would be extremely helpful while the University implements its new strategy.

R44	While members of Council are listed on UOB's website in the interests of transparency, we recommend (R44) that the biographies and photos of every member of Council are uploaded onto the website.
R45	We recommend (R45) that, shortly after the Council meeting, the Secretary to Council (after consultation with the Chair) emails all staff and governors with an update of key decisions made at the meeting. The SU President can then forward this information to all students.
R46	Town Hall meetings are held once a month for an hour, with all staff invited to attend, and we commend this action. We recommend (R46) that Council members take turns in attending this meeting as observers.
R47	In addition, these universities invite staff members from a department to present a longer session at Council on current research, challenges and successes, and to explain how Council might help unlock further transformation. We recommend (R47) that Council discusses both these options for engagement.
R48	Staff such as canteen and cleaning staff should also be included. This enables universities to spot trends, including EDI progress. We recommend (R48) that Buckingham introduces an externally facilitated staff survey, and that the full results are reported and discussed at Council.
R49	Content can be tailored to give senior leadership an insight into issues which affect the student experience at UOB. We recommend (R49) that the University instigates this process.
R50	The Registrar plans to carry out a stakeholder mapping exercise across all departments. We commend this initiative and further recommend (R50) that the University defines the full range of its stakeholders and allocates specific responsibilities to individuals for engagement.
R51	Some universities carry out a biennial survey of stakeholder views, as well as a survey of public opinion. Findings are then reported to Council, so the institution can understand how the University is viewed externally and whether any improvements to that perception might need to be made. We recommend (R51) that the Council considers this option.
R52	We recommend (R52) that Council's engagement work is formally supported by an individual with communications expertise on an ongoing basis.

Suggestions

S1	We suggest (S1) that the Council, the Executive and the Director of Fundraising undertake training together to ensure that everyone is up to date with UK law and HE regulatory requirements with regard to donations; and that they gain a shared understanding of the pitfalls and regulations surrounding money laundering and bribery.
S2	We suggest (S2) that Council might also wish to consider whether a wider review of the governance of philanthropy should be initiated.
S3	We suggest (S3) that the Secretariat consults with the alumni representative as to how best to ensure that role can participate fully.
S4	Some interviewees wanted to receive Council papers earlier in advance of the meeting, so that they had more time to digest information. We suggest (S4) that committee timescales and deadlines are reviewed by the Secretary to Council, to see whether or not this might be possible.
S5	The format for meeting minutes has recently been revised, as they were considered overly lengthy. However, some interviewees stated that Council, committee and the Executive minutes were now too sanitised, and requested that they contain enough details so that the content of discussion can be properly recorded. We suggest (S5) that the University may wish to gather further feedback and discuss this further.
S6	Even with the introduction of the Scheme of Delegation, not all Council members are clear about committee reporting lines. We suggest (S6) that some time is dedicated to discuss this at Council and openly invite questions of clarification.
S7	Some interviewees considered that the team was not yet galvanised or operating at a high-performance level. We suggest (S7) that the University may wish to consider a professionally facilitated team-building programme.

S8	We suggest (S8) that the University makes it clear to all members of Senate, Council and the Executive that decisions regarding the restructure are in the past and not necessarily material to decisions the University will make in the future.
S9	Some interviewees suggested that now the Secretary to Council had settled in, when appropriate, he should be called upon to contribute his governance expertise at Council meetings, to enable Council to make decisions in accordance with UOB's procedures (i.e. the Scheme of Delegation), regulations and the law. We suggest (S9) that the Chair may periodically wish to do this.
S10	To ensure consistency of content between inductions, we suggest (S10) that brief guidance might be drawn up, which stresses which points must be covered by induction. Some universities deliver their induction in stages, over a longer time span, to enable the information to be more easily absorbed.
S11	The Chair and some Council members have previously attended a Senate session. We suggest (S11) that all members of Council are offered the opportunity to attend one session of Senate as an observer, and that this is routinely offered as part of Council's induction.
S12	We suggest (S12) that the University may wish to carry out its own review of the effectiveness of Senate, including its composition, structure and the quality of its debate.
S13	We suggest (S13) that Council then considers rolling out experiential EDI training across the whole staff team.
S14	We also suggest (S14) that the Inclusion Committee considers whether there would be any merit in encouraging staff to set up networks to support and engage with others who share a similar background, characteristic or common cause. These groups could then feed in their views to the Inclusion Committee.
S15	To help embed real change, we suggest (S15) that the University may wish to consider joining the Athena Swan, Race Equality and Disability Confident Leaders charters, to systematically embed inclusive practice across the University.
S16	With regard to the gender split at Council level, UOB is performing significantly below the average among the comparator institutions used for benchmarking, where the average ratio of women to men is 6:7. Comparator institutions show a trend towards a more equal gender split on their Councils, and we suggest (S16) that Buckingham follows suit.
S17	We suggest (S17) that the Nominations Committee may wish to set up a task and finish group to advise on Council recruitment.
S18	We suggest (S18) that RAAC may wish to consider auditing the most poorly performing EDI areas, with a view to recommending remedial action.
S19	Some universities choose to co-opt individuals very experienced in risk onto RAAC or a task and finish group, to help the institution think more creatively about risk. We suggest (S19) that UOB may wish to consider this option.
S20	Some universities also ask Council members to write a termly blog on governance, which is then disseminated to all staff and students. We suggest (S20) that Council may wish to consider this option.
S21	We also suggest (S21) that Council receives an annual briefing from the Secretary to Council, regarding which events may provide opportunities for Council members to meet staff and students over the forthcoming year; and that a written calendar of these dates is provided to Council.
S22	Between Council meetings, some universities also provide a digest of topical higher education issues to Council members. We suggest (S22) that the Governance team may wish to consider this option.
S23	Governors can use these meetings to ask specific questions on behalf of the Council and report back their findings to the Board to stimulate debate. We suggest (S23) that UOB considers this option.
S24	In the past, previous governors at UOB sometimes overstepped their role and ventured into the Executive's territory. Therefore, the University is somewhat cautious about governors playing any role in engagement with external stakeholders. Some existing governors would like to apply leverage to their networks on behalf of the University. Other governors, who have already donated extensive time to the University, have no space to take on extra commitments. We suggest (S24) that Council carries out a deep dive and carefully considers:

	<ul style="list-style-type: none"> • whether or not it is appropriate for Council to engage with external stakeholders • if so, when this might be, and how such engagement should be decided • the role boundaries between Executive/Council's participation in stakeholder engagement.
S25	Some institutions ask Council members to use their own social media outlets to promote key messages about the university. We suggest (S25) that this option is considered.
S26	At some institutions, the VC gives an annual online overview of the institution's achievements over the past year, and the challenges which lie ahead. Both internal and external stakeholders are invited to view this presentation, as a way of encouraging everyone to feel part of the institution. We suggest (S26) that the University may wish to consider this option in the future.

Commendations

C1	A UOB task and finish group supported the Registrar in drafting a Scheme of Delegation. This document is a clear map for directing University business and ensuring smooth management. UOB's Scheme of Delegation was cited by Shakespeare Martineau as an excellent example of good practice, and we commend (C1) this work.
C2	It will now incorporate a definition of a 'Fit and Proper Person' and make reference to the research which will be carried out by the University on each Council member, as part of due diligence. This will lead to a published Register of Interests for trustees and relevant senior staff members. The intention is for this to be signed by Council in the near future, and we commend (C2) this progress.
C3	After a significant impasse, achieving an agreed strategy will be a milestone for Buckingham, and we commend (C3) all the progress the University has made so far towards reaching this goal.
C4	We understand that Council and sub-committee agendas are now formatted in such a way that strategic discussion is prioritised, with items being the first substantives on the agenda, and we commend (C4) this development. This will facilitate the University's leadership to concentrate on achieving UOB's strategic aims.
C5	The Chair of Council also intends to attend a small number of Executive Group meetings throughout the year, as a means of improving collaboration and transparency, and we commend (C5) this initiative.
C6	The University has worked diligently on the Crewe project, and we commend (C6) the excellent progress made so far.
C7	Significant progress has been made, with the University reporting that all risks were now under control. We commend (C7) this achievement.
C8	Since 2019, the University has undertaken a huge amount of work in order to meet regulators' demands, and has successfully submitted its accounts for 2019, 2020, 2021 and 2022. We commend (C8) this feat.
C9	The University plans to set its risk appetite, map risk across the institution, and link risk to the internal audit; and we commend (C9) these ambitions.
C10	Staff receive the 'University Update' once a month, which includes a communication from the VC, and we commend (C10) this action.
C11	Town Hall meetings are held once a month for an hour, with all staff invited to attend, and we commend (C11) this action.
C12	The Registrar plans to carry out a stakeholder mapping exercise across all departments. We commend (C12) this initiative, and further recommend that the University defines the full range of its stakeholders and allocates specific responsibilities to individuals for engagement.

Appendix 1: Meeting Observations

List of meeting observations:

Meeting	Observation Date
The Strategic Away Days	4 & 5 May 2023
The Executive meeting	15 May 2023
The Finance, Estates and Resources Committee (FERC) meeting	18 May 2023
The Council meeting	22 May 2023
The Risk, Audit and Assurance Committee (RAAC) meeting	26 May 2023
The Senate meeting	7 June 2023

Strategic Away Days

These were the first Strategic Away Days that UOB had held since 2018. Due to Covid restrictions, many participants were meeting each other for the first time. These days were exceptionally well organised. The event was held overlooking the Milton Keynes Stadium and excellent travel directions were provided. There was a deliberate mix of Council, Senate and Executive members on each of the seven tables and a written plan was provided to direct participants to their seats. Three screens were arranged around the room so that everyone could view presentation documents. Perhaps next time, presenters could be asked to provide documents in a similar-sized font so that all papers are easy to read. Roving mics were provided to enable questions from the floor. Refreshments and food were freely available in adjoining rooms. Secretariat staff were observed to be extremely solicitous of participants' welfare, and made sure everyone was settled in. From a visitor's point of view, the administrative side of the event ran like clockwork, and we appreciate that this is very hard to achieve.

Before the event began, participants were observed talking amiably in small groups. There was a distinct lack of tension in the room. The Registrar acted as a convenor. He introduced each item, announced each speaker, summed up discussion and took care of housekeeping. The Registrar shone in this role. He was excellent at holding the room and skilfully mixed formality with humorous observations. Succinct, well-planned presentations were delivered by the Chair, the VC, the Deans, members of the Executive, other staff and Universities UK's CEO. Topics included: the emotional cost for Buckingham over the last few years and the commitment to now move beyond this; UOB's history; the future of higher education; feedback from the faculties; inclusion; and research. All discussions were forward-looking.

Work was divided into 90-minute slots, followed by a break. Group exercises were held on each table, with participants asked to comment on various matters, such as UOB's mission, vision, values, challenges and opportunities. Staff periodically visited the tables to check all was proceeding well. All groups were observed as working hard and collegially. Energy levels were sustained throughout both days. There was no drift in the planned day. Unusually, both days kept to time. UOB did not have to chase any participants to come back to sessions: everyone arrived in good time and went straight back to work. Participants continued to listen well throughout the day and clapped at the end of each presentation. This was a very well-behaved group.

All data produced by participants was collected after each slot. The Governance team also typed up large group discussions as they went along. This demonstrated the University's commitment to taking on board feedback.

There was a slightly quieter start to Day 2. However, participants were observed frequently smiling together, networking and engaging in deep conversations. Several participants commented how much they had enjoyed getting to know one another over the previous evening's dinner.

Topics covered on Day 2 included: strategy alignment; regulation related to freedom of speech; marketing; fundraising; collaboration; HR; technology; attracting talent; stakeholder communication; strategic partnerships; Crewe; leadership; and student services.

Again, participants demonstrated good engagement in discussion exercises and were attentive to the presentations. Even during the last session, participants appeared immersed in the work.

These were exceptionally successful Away Days. Even more so, given Buckingham's past difficulties. During the second day, several participants approached the Halpin consultant with enthusiasm, stating how valuable they had found the days, describing them as 'fantastic', 'wonderful' and emphasising how much they had enjoyed the whole experience. Two of the aims of the Strategic Away Days were to promote joint work and connectivity. By these markers, the Strategic Away Days were a triumph. This bodes very well for future collaboration. We commend UOB for this excellent work.

Executive meeting

This was a hybrid meeting with three members online and the rest seated around a table on site. Prior to the meeting, individuals chatted cordially to one another about matters unrelated to the University. However, as the camera was static and placed on a table, only two members in the room were visible to the observer, as well as the three online. Therefore, observation of the group dynamics was limited. Sound was generally good, with very occasional fading out. The room appeared clean, tidy and airy.

The Chair was very good-humoured and welcoming. Although the Chair provided a fairly relaxed atmosphere, and encouraged people to speak, there was a perception that the Executive team was slightly held back. It may be that more silence or space is needed for the Executive team to feel confident and contribute.

A very clear agenda had been produced, with timings for each item. The Chair stuck to the agenda and introduced each item. However, at times the meeting became a little too slack in terms of structure. This led to occasional woolliness as to the purpose of discussion. It might be helpful if the Chair reminded those present why each paper had been requested and the response required from the Executive. Similarly, some of those presenting might consider which were the salient points that the Executive needed to know.

Topics for discussion included: marking quotas; managing workloads; how feedback from the Away Days should be incorporated; the Pulse survey; a fundraising brochure; the hindrance caused by lack of data; accounts; a governance plan; defining planned growth; marketing; and UOB's website. It was good to see a commitment to introducing a regular pattern for financial planning and reporting.

It was agreed by all that the recent Away Days had been very successful. The Chair reiterated the need for a final draft strategy to be produced as soon as possible. However, it was interesting to see that a discussion took place on what constitutes a strategy. This replicated discussion which had already taken place between Council members on the Strategic Away Days.

A paper was presented on potential properties in London which could be used for teaching. This paper was well written, but there was a sense that due to a lack of time, important points were not properly discussed, such as which building options were available to the University; whether UOB wanted to run London-based programmes; and what it wished to do with these buildings. Related matters appeared not to have been considered prior to scouting locations, such as if provisions might be needed to safeguard lone workers. We understand that deep dive meetings are held 8–

10 times per year. It may be that more agenda planning is needed, to consider if some issues require more time for deeper examination.

There was a need for more rigorous housekeeping at this meeting. For example, there was some last-minute confusion as to whether certain individuals would or would not be attending the meeting.

A plea made for the Executive to endorse a specific management decision also revealed that there is some anxiety within the institution about individuals ignoring management requests.

There is a love of debate, which is very positive within a structure. However, it can also take decision making off track as one idea leads to another. Sometimes there appeared to be pressure to make decisions quickly without proper evaluation. It may be helpful to devise a template for how to evaluate a project, or bring in external experts to present the Executive with hard evidence and options for them to consider. The Chair raised good questions for the Executive, but if these questions were posed in advance, the Executive team might have more time to think and examine relevant data.

There was some good discussion at this meeting. It could be useful to confirm next steps after discussion is finished for each item.

It was good to see the emphasis was on looking forward. Occasionally, it might be a good idea if more attention was paid to what UOB has learnt from the more immediate past projects – such as the Steering Group management of the Crewe project – in order to inform its future. It might also be helpful for Buckingham to conduct research into how other universities deal with similar issues, to see what UOB might learn from these approaches.

Various levels of experience and expertise were contained within the room. Executives are skilled in their own areas but not yet working at the top of their game as a team. Nevertheless, there is a sense that far greater potential is waiting to be unlocked.

Finance, Estates and Resources Committee meeting

This was a good meeting. The Chair was excellent and obviously very experienced. He introduced agenda items very well and all matters were dealt with briskly. He checked regularly to see whether all attendees understood the discussion and offered clarification as needed. He was good at time management, asking for AOBs at the beginning of the meeting, so that he could ensure these could be squeezed into discussion.

The Chair was good at getting under the skin of each item. He was keen to drive action forward by asking attendees to clarify next steps, and he made sure all relevant matters were dealt with before moving on to the next agenda item. He observed when individuals wanted to speak and brought them into discussion. Attendees at the meeting were observed to be courteous and listened respectfully to one another.

The Chair was excellent at planning what should come to the next meeting. He also encouraged the committee to keep an eye on all financial and compliance deadlines coming up. This Chair sees administrative systems as enabling rather than confining.

The VC gave an update on discussions with the OfS and the feedback he had received that Buckingham was known for its freedom of speech even without a written policy. He also reported the encouraging news that 300 visitors had attended UOB's recent Open Day, and of these, 100 were potential applicants and their families and supporters.

There was wide-ranging discussion. Matters included: capital investment; the drawing-up of a prioritisation matrix of actions to be achieved; a reserves policy; the location of UOB's medical school; OfS compliance progress; beginning a planning cycle; insurance proposals; offering purely online courses; attracting ambassadors for capital programmes; potential funders for UOB's IT; clarification that charities can be run as a good business; fraud spotting; the standardised

prevention of cyber attacks; banking updates; returns; and the collection of student fees. It was confirmed that all audits had been submitted to a satisfactory timescale.

While acknowledging that there was much work to do, the CFO provided reassurance to the rest of the attendees ('it's all fixable') and re-stated his commitment to promoting complete transparency throughout the institution. There was an excellent explanation of VAT matters and the CFO was very good at laying out a sequence of events. This triggered a deep discussion of related issues at UOB.

The CFO was praised for introducing a very good invoice system for tracking unpaid fees. He demonstrated a willingness to examine what other universities had done and to learn from them.

This meeting was focused on looking after UOB's best interests by scanning ahead, being prepared, and conducting scenario planning. Attention was paid to meeting external deadlines on time. The Chair was keen to ensure there was no duplication of work between FERC and RAAC.

The VC recognised that UOB was not yet strong on attracting students from lower socioeconomic backgrounds, but was very good at attracting disabled students, mature students and students of different ethnicities. He wanted to consider the ethics of charging differential fees for international students and whether UOB could provide some support to students in difficult circumstances.

Several attendees asked excellent, pertinent questions. The Chair also read out questions posed in the chat. It was observed that some attendees spoke only once and perhaps could be encouraged to speak more. This meeting was fast-moving and productive, but relaxed and occasionally jokey, with one individual congratulating the Chair for finishing the meeting 30 seconds before the allotted time.

Council meeting

This was a calm and measured meeting, with a well-organised agenda. Concentration was excellent and those present appeared dedicated to working together for the good of the University. However, at times Council appeared a little tentative and held back. Throughout the meeting, the Chair and VC were very respectful to one another. Participants were courteous and did not speak over one another, apart from one individual who kept interrupting when a particular issue was discussed and did not seem to notice that other participants also wished to speak. Sensible and well-reasoned decisions were made throughout this meeting. Council members demonstrated that they were good at spotting and grasping opportunities. The Governance Secretary was immediately on hand to support presenters with technical difficulties when equipment failed. The Secretary to Council also answered questions in the chat.

The Chair was extremely observant and had a quietly authoritative presence. He listened attentively to discussion and kept good time. He was quick to give praise when praise was due. The Chair facilitated discussion and kept the conversation focused and balanced throughout the meeting. He asked questions to obtain clarity. He reiterated the importance of a data-driven approach. He was skilled at intervening when necessary to remind attendees of action already agreed.

Topics for discussion included: the Staff Gateway; the Hardship Fund; Prevent return; Data Futures; communications plan; reserves policy; donation strategy; and Council's tour of the Crewe campus.

The VC gave a buoyant verbal update on activities. Once an HE Free Speech Tsar is appointed, UOB plans to ask the Students' Union for help in devising its own Free Speech Policy. Student applications were reported to be increasing. The VC re-stated Buckingham's commitment to being welcoming and inclusive to international students. The government restrictions on visas for the dependants of international students and the implications for UOB were discussed, and participants offered good and helpful thinking around this topic. It was acknowledged that fundraising for UOB had been very difficult after the events of 2019. However, the VC had recently

been approached by big donors. It could be useful if a written report from the VC was provided to Council with the other meeting papers.

Council members fed back that the Strategic Away Days had offered terrific opportunities for them to meet new members of the University. Council also wanted to get to know more students. It was suggested that a tactical Strategic Away Day might be held next. The Chair reminded everyone that the agreed strategy will drive the annual timetable of strategic discussions throughout the year. The Secretary to Council pulled up a summary of feedback from the Away Days for Council to view. Items included the definition of independence, tensions between Senate and Council, inclusivity, and governance.

Council was made aware that, due to a lack of agreed processes, it was possible that students might be treated differently across the University. It was agreed that parity was important. It was further reported that some courses had few students, and this prompted further discussion where different opinions were expressed.

The Chair noted that Finance had made excellent progress, with four audits approved in 1 year. Buckingham was now back in compliance with the OfS. A total of 22 accounts had also recently been signed off. The CFO demonstrated prudence in holding back funds which might be called upon in the future. There was good, open and transparent discussion about finances at this meeting. The SU would like to produce its own accounts and needed to purchase software to do this. However, the Finance team wished to wait, as they would like to purchase software for the whole University.

The Chair of RAAC was commended by the Chair for producing an extremely structured plan for the future of the medical school at the Crewe campus. It was acknowledged that this work had been completed in a very short space of time.

Currently, it appears that Council representatives do not understand the boundaries of their role, as they attempted to speak on behalf of their constituents. The Professional Services rep and the Senate rep both requested that extra representatives should be appointed. It was agreed that Halpin would consider this as part of their review.

An important discussion was held regarding UOB's relationship with its regulators. It was agreed that UOB was committed to complete transparency; would follow all regulations; would indulge in no glossing; and would provide comfort to the regulator that financial probity was taken very seriously by the University. UOB would also proactively offer action plans to demonstrate to regulators that it had confidence in its own work. It was recognised that the Finance team had been incredibly busy and productive.

Reiterations of the Risk Register could now be produced quarterly rather than monthly. Safeguarding for under-18 apprenticeships had been added to the Risk Register and the Vice-Chair had joined related discussion to provide oversight. The Chair acknowledged that the revamp of the Risk Register had taken an enormous amount of work and that huge progress had been made since last year. Planned next steps were to create a risk mapping exercise and delegate some risk management to the faculties. It was suggested that People should also be added to the Register. However, we understand that this is already in place. The Student Recruitment Report was described by the Chair as very comprehensive.

Audit meeting

This meeting was also run by a very experienced Chair, who was both authoritative and warm. He outlined what needed to happen at the meeting. Throughout the meeting, the Chair checked for agreement and whether anyone had any questions. The Chair was unobtrusive but firm. He encouraged participants to focus on priorities: 'of the many things which are important, this is crucial'. The meeting was kept to time.

Much trust was demonstrated at this meeting. Attendees were attentive, listened well and asked very good questions. It was obvious from the participants' responses that everyone was on top of the paperwork. The CFO and Chair were observed to work well together.

Topics discussed included: the Risk Register; IT; safeguarding; communication around finances; pension provision; and turning the accounts into a marketing tool.

The internal auditors attended this meeting and there appeared to be a healthy professional relationship between them and UOB. Much of the meeting centred on commercially sensitive information. The CFO gave an overview of excellent progress made by the Finance team and re-stated UOB's commitment to transparency. The Chair thanked the CFO for 'a magnificent explanation of all this'.

Plenty of space was provided for participants to talk and think together. This was a very well-run meeting with a functioning team.

Senate meeting

This was a lively meeting. However, due to the position of the camera, it was not possible to see all participants, and the sound was occasionally muffled.

The Chair was very much in his element in this meeting. He was ebullient, helpful, good at judging the mood of the room and good at spotting when people needed to speak.

Participants listened carefully. Good questions were asked in the chat. Participants were also very supportive of each other in the chat ('thanks for bringing that up – I agree'). It became obvious that some participants had not read or were not sufficiently familiar with their papers.

Topics for discussion included: data protection; analytics and dashboard for attendance; Fitness to Practice; admissions code of practice; difficulties facing students who commute; grant tracker; and antiquated IT systems.

The report from a visit to the Global Banking School and discussion of what learning could be brought back to UOB was a good example of looking outwards.

A good mini update was delivered on AI. Some decisions had been taken by correspondence in between meetings. The CFO attended to provide updates on Finance's progress and take questions. One Senate member stated his thanks to the CFO for how approachable and friendly the Finance team had become.

The Chair reported that the recent Strategic Away Days were excellent. He celebrated the huge difference to UOB's prospects since last year. UOB was finally compliant with its regulators.

One academic's retirement party was announced, and he was asked to leave the room for a short while. In his absence, he was unanimously voted as an Emeritus Professor and was warmly applauded on his re-entry into the room.

There was a very good, long discussion on the pros and cons of UOB joining the REF, including how much time it might take to do this, should this be agreed. This item was very well introduced, with various options concisely laid out. It was unanimously agreed that there should be a commitment to producing and funding research strategy. It was suggested that more work needed to be done to remove barriers to researchers promoting their work and getting published.

There was a discussion on the criteria for promotions applications which morphed into job descriptions. The Chair was good at placing a boundary regarding the discussion of individual cases. It became obvious that individuals had brought this to Senate because, correctly or not, they felt they had nowhere else they could take this issue.

However, this meeting could be even better with the introduction of supportive administrative systems. There was a little confusion regarding who was attending this meeting and which papers were due to be brought to the meeting. Reasons for any changes to the agenda were not always clear to the observer, and it might sometimes be helpful if updates/explanations were more mindfully delivered.

For example, discussion of Freedom of Speech was pushed back to the next meeting, but no reason was provided as to why. The agenda needs to be checked prior to the meeting with enough time to make adjustments and ensure all supporting documentation is ready. Some individuals appeared a bit surprised at being called on to speak. During the meeting, the VC suggested that a cumulative action tracker was needed for the Senate. We understand that this is now in place. There needs to be a more systematic approach to driving change and action. At one stage, this meeting was running 28 minutes behind, and so the Chair asked if people would stay for a further 15 minutes. This was agreed. Nevertheless, despite these suggestions, this was a very good meeting, in which members demonstrated they could work well together as a team.

Appendix 2: List of Interviewees

Interviewee	Role
Mr Mark Qualter	Chair of Council
Mrs Milly Soames	Vice-Chair of Council
Mr Toby Corbett	President of the Students' Union
Professor Hongbo Du	Senate representative
Sir Francis Habgood	Chair of FERC
Mr Nick Hillman	Independent member
Mr Chris Hollis	Independent member
Ms Josephine Mbuya	Alumni representative
Dr Jaqueline O'Dowd	Senate representative
Professor Adolfo Paolini	Senate representative
Mr Callum Roberts	Elected Professional Services representative
Mr Mark Rushton	Chair of RAAC
Professor Alan Smithers	Independent member
Professor James Tooley	Vice-Chancellor
Mr David Cole	Chief Financial Officer
Mr Chris Payne	Registrar and Director of Professional Services
Professor Deba Bardhan Correia	Dean, Faculty of Business, Humanities and Social Science
Professor Joanne Harris	Dean, Faculty of Medicine and Health Sciences
Dr Barnaby Lenon	Dean of Education
Professor John Drew	Dean of Academic Affairs
Professor Harin Sellahewa	Dean, Faculty of Computing, Law and Psychology
Ms Diane Jackson-Gould	Director of HR
Ms Alison Sealey	Interim Director of Student Support
Mr Sam Weston	Secretary to Council
Professor Nigel Adams	Director of Enterprise and Innovation Unit
Mr Martyn Smith	Head of IT
Dr Keith Bothongo	Independent member
Professor Tim Evans	Independent member

Appendix 3: Team Biographies

David Allen OBE, Project Director

David is a former university Registrar, passionate about students and their experience at university, now highly sought-after for consultancy work. He has led governance reviews for Halpin at the University of Bath, University of Sussex, and many other high-profile institutions.

David worked in higher education for 37 years, retiring in 2013 as Registrar and Deputy Chief Executive of the University of Exeter. David has since built a wide portfolio of activity. He was a Principal Consultant at Perrett Laver, executive search consultants, from 2013 to 2014. He currently chairs the boards of the Higher Education Funding Council for Wales (HEFCW), Exeter College (an Ofsted 'outstanding' 16–18/apprenticeship/adult education college) and Torbay Pharmaceuticals. He is Vice-Chair of Torbay and South Devon NHS Foundation Trust.

In addition, he has undertaken consultancy projects for a range of clients, including the universities of Kent, Suffolk, Nottingham and Lancaster, as well as the Russell Group. He has been an external adviser on senior appointments to numerous universities, including Cambridge, UCL, LSE, Trinity College, Dublin, Liverpool, Leicester, Luxembourg, Bangor and Swansea.

David is the only person to have chaired both the Association of University Administrators (AUA) and the Association of Heads of University Administration (AHUA). He was the inaugural Chair of the Russell Group Registrars. He is a former Board member of the Leadership Foundation for Higher Education (LFHE) and of the Heart of the South West Local Enterprise Partnership. He jointly chaired the companies responsible for developing and operating Exeter and Falmouth University's shared campus in Penryn, Cornwall. He also chaired a steering group of partners that led to the development of Exeter Science Park.

Kea Horvers, Lead Consultant

Kea has 25 years of senior-level experience working across the higher education, health and charity sectors. She is skilled in problem-solving, managing change and building collaborative relationships.

Recent projects include:

- drafting a business plan for the establishment of a transnational partnership, including scoping all governance and due diligence requirements: this met the Singaporean Government's extremely stringent education guidelines and enabled the University to offer its first degree-level programme to be taught entirely outside of the UK (for SOAS, University of London)
- developing guidance on how to accommodate religious requirements of students within the medical and healthcare fields: this was subsequently adopted by the Medical Schools Council on behalf of all medical schools, and was commended by NHS England (for St George's, University of London)
- reviewing current governance and audit practice against the Committee of University Chairs' Higher Education Codes and making recommendations for change (for Newman University).

She is also a trained risk assessor of domestic abuse, stalking and honour-based violence, and, working in partnership with the Foreign Office and the Metropolitan Police, dealt with many such cases in higher education.

Kea has advised on 'live' ethical dilemmas for an NHS hospital as a member of the Clinical Ethics Committee. She has overseen the delivery of national services for a variety of health-based charities related to cancer, HIV and stillbirth. She has an MA in Human Rights from Birkbeck University.

Lenrick Greaves, Consultant

Lenrick is experienced in working in the youth and education sectors. He previously served 2 years as the Vice-President for Education at the Bournemouth University Students' Union (SUBU), where he led successful initiatives to deliver change and develop the organisational culture around diversity, inclusion, participation and student engagement, at both the University and the Students' Union.

At Bournemouth University, he created the first BME Summit – an initiative aiming to empower students from disadvantaged BAME backgrounds. The summit led to the development of 20 student-led businesses, and an event attended by prominent UK influencers and businesses.

An experienced researcher (both in qualitative and quantitative methods) with specialist insight into user behaviours and psychology, Lenrick has secured and managed an institution-wide assessment that contributed to the closure of gaps in the University data pool and to the dismantling of disparities for underrepresented student groups. He has also worked in consultation with SU stakeholders for the review, development, and approval of the SU strategic plan.

In addition to his experience of higher education, Lenrick brings to his consultancy work at Halpin knowledge gained as the Community Engagement Officer at Dorset Race Equality Council and as a Team Leader with the National Citizen Service Trust, where he developed his skills and interests in research, community relations, project management and facilitation.

He holds an MA in Political Psychology from Bournemouth University.

Pooja Jain, Project Manager

Pooja has more than a decade of experience working in different roles across a variety of sectors. She brings to Halpin a culturally diverse outlook and a flexible, efficient working style acquired throughout her distinctive career.

After graduating from Mumbai University in 2008 with a BSc in Chemistry, Pooja completed an MBA in Marketing and began her career as a Lecturer in Management. She then worked as a Project Coordinator for a not-for-profit organisation, before moving to the UK in January 2016 to take up a role as a Cyber Security Analyst.

Pooja has worked in India and the UK across various sectors and industries, including secondary, further and higher education, healthcare, not-for-profit, cyber security, sustainability, and consultancy.

As a Project Manager, Pooja is accomplished in setting timelines and objectives, and in working at the centre of teams to maintain focus on the key objectives. She is delivery- and deadline-focused; has meticulous attention to detail; and inspires a sense of team accomplishment in all her projects.

Pooja is passionate about education and believes in 'doing well by doing good'.

Appendix 4: Halpin Governance Maturity Framework

Note: The characteristics shown under each column category are not intended to be comprehensive, only indicative. Universities will normally display characteristics in several of these column categories at any one time. The term 'Board' includes 'Council', and the term 'Senate' includes 'Academic Board'. We will adapt the framework to reflect the structure and corresponding titles at the University of Buckingham.

	Inadequate ¹	Improving	Good	Leading-edge ²
University Constitution³	Poor governance documentation and processes which are not accessible to staff and students. The Constitution has not been modernised and in the case of Chartered Universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are in order but would benefit from simplification and being easily accessible. The Constitution has not been modernised and in the case of Chartered Universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are easily understood and accessible internally to staff and students. The Constitution has been modernised and in the case of Chartered Universities, Privy Council permission is required only for major changes.	Governance documentation and processes are easily understood and accessible internally to staff and students and externally to stakeholders. The Constitution has been modernised and in the case of Chartered Universities, Privy Council permission is required only for major changes.
	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Board or the VC/CEO.	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 and 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 or

¹ Characteristics found in some governance failures.

² Current best practice found.

³ Universities which are Higher Education Corporations or Companies Limited by Guarantee can make changes to their constitutions without Privy Council permission. Chartered Universities must obtain Privy Council permission.

	Inadequate ¹	Improving	Good	Leading-edge ²
				alternative safeguards/ arrangements in place.
	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 and 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 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.
Key relationships	Dysfunctional relations between VC/CEO, Chair and Secretary.	Satisfactory relations between VC/CEO, Chair and Secretary.	Good relations between VC/CEO, Chair and Secretary.	VC/CEO, 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 Executive's 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 and the Executive engage in a respectful, open, trusting relationship. Executive capacity, capability and succession planning regularly reviewed.
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 and strategic decision making are 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 and 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 and 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'	All members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the	Good-quality, well-chaired discussions fully involve all members. Board Secretary with senior status, relevant experience and appropriate

	Inadequate ¹	Improving	Good	Leading-edge ²
		members. Secretarial support needs improving.	minutes. Good secretarial support.	independence in place. Challenge and the value added by the Board are clear in the minutes.
	Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information and scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tends to pass its 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 and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance given to the Board.
Senate/ Academic Board	The separate but inter-related roles of the Board, Senate and the Executive are not clear and not widely understood. There is a lack of trust, respect and transparency between the three bodies.	The separate roles of the Board, Senate and the Executive are clear and understood. Trust, respect and transparency between the three needs to be improved. The flow of business between the three also needs to be improved.	The Board, Senate and the Executive understand and carry out their individual roles well with mutual trust, respect and transparency. However, there is still a need to improve the integration of their individual efforts.	The Board, Senate and the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Board has the confidence to know what assurance it requires from Senate and where it can add value. Effective and appropriate consultation takes place between Senate and the Board.
	There is a lack of respect between the members of Senate and a lack of understanding of the role of Senate and its members. Members often have conflicting views as to the role and purpose of Senate. Sometimes, one group of members – whether elected or <i>ex officio</i> – becomes too dominant.	There is a simple written guide or regulation setting out the role of Senate and the role of its members. Members have induction training. Progress still needs to be made in developing mutual respect among members, allowing all voices to be heard and getting all to buy into the roles defined for Senate and its members.	Members of Senate understand their role and that of Senate. The Chair encourages contributions from all members of Senate and members recognise the importance of letting all members have a voice. Progress still needs to be made in working efficiently together in a shared endeavour.	Members of Senate understand their role and that of Senate. They respect the value of diverse voices. All members of Senate – <i>ex officio</i> or elected – work together efficiently to improve the quality of research, students' experience and education.
	Senate has a poorly performing committee structure with ill-defined roles. Senate has too many committees to operate efficiently. Senate does not have an easily accessible delegation framework.	Senate has reviewed the number of its committees and defined clear roles for them and has an easily accessible delegation framework. Progress still needs to be made in improving committee discussions and the committee	Senate has defined clear roles for its committees and has an easily accessible delegation framework. The committee discussions are of reasonable quality and their scrutiny and impact are good. The relationship between	Senate has an efficient committee structure with clearly defined roles for its committees and Senate. The committees have a strong, involved membership, including elected members of Senate.

	Inadequate ¹	Improving	Good	Leading-edge ²
		scrutiny of their areas of business. Senate's role in relation to its committees still needs to be clarified and be more efficient.	the committees and Senate itself needs to become clearer and more efficient. The assurance Senate receives needs to be improved.	They provide high-quality assurance to Senate for their areas of responsibility. Senate has confidence in the quality of the assurance provided by its committees and is able to maintain a strategic oversight role.
	The Board does not receive adequate assurance of academic quality and standards from Senate. Senate does not have the structures/processes in place to evaluate academic quality and standards and give such assurance.	Senate has quality assurance structures/processes in place, but these can be improved significantly. Systems are not in place to monitor the University's academic quality against agreed KPIs or to regularly monitor against best practice in the sector. Senate reports on its quality structures/processes but does not give an opinion on the adequacy of these to the Board.	Senate has the structure and processes to assure itself on academic quality, including KPI and sector best practice reporting. It gives an opinion on the adequacy of these to the Board. Its report is not risk-focused and not tailored to meet the needs of the Board. The Board does not adequately understand the risks or feel comfortable challenging the report.	The Board gets good risk-focused academic assurance from Senate tailored to its needs and feels comfortable challenging it. Senate's academic governance is regularly reviewed. The Board is assured that the governance of Senate and its committees is working well.
Other 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 with each other. The Board gets good risk-focused assurance from its committees.
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 and students.
	Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive.	Board discusses and agrees the values of the University but does not monitor the culture of the University.	Board sets and takes responsibility for the corporate values and 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 socioeconomic impact of the

	Inadequate ¹	Improving	Good	Leading-edge ²
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.	University. Good stakeholder information. Board regularly has external reviews of its effectiveness against the best in HE and other sectors.



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