Halpin

THE HALPIN REVIEW:

UCL
COUNCIL EFFECTIVENESS

JUNE 2020

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EXECUTIVE SUMMARY

Susie Hills – Project Director
Joint CEO, Halpin

Undertaking a review of governance effectiveness during a pandemic enabled us to see UCL's governance processes, systems and culture at work under immense pressure. Throughout our work with UCL we witnessed a very agile and resilient institution with highly committed leadership and governors.

Our Review team spoke with all members of the Council and senior management team and other members of the UCL community. All regarded good governance as an issue of high importance. All wished to resolve the tensions between academic and institutional governance which UCL has experienced in recent years. All demonstrated their commitment to ensuring UCL has more effective, inclusive and transparent governance.

We were commissioned to undertake an independent review and encouraged to adopt an open and inclusive approach. Our Review team heard the views of over 60 stakeholders, through one-to-one discussions and focus groups. Members of the UCL community were able to request discussions with us, and all information was received in confidence. Our team observed Council, Academic Board, Academic, Education, Audit and Finance committees and we were given open access to all information we requested.

We also undertook a benchmarking study to compare UCL's governance structure against global comparators. We carefully considered the 2019 Report by the Visitor and the Report of a Commission of Inquiry set up by the Academic Board. As a result of this extensive review we believe that this report presents a full and detailed analysis of the effectiveness of UCL's high-level governance.

Whilst the university can be considered compliant in terms of the current sector guidance there are a significant number of areas in which the university can increase the effectiveness of governance, particularly in relation to academic governance. Our report sets out 19 recommendations and 10 suggestions to strengthen UCLs governance, listed in section 12.

Many of these recommendations and suggestions are evolutionary rather than far-reaching for UCL; they aim to improve on existing good practice and move UCL towards sector best practice. A number of our recommendations are common to reviews across the sector such as diversity of Council membership, the duration of meetings and the quality of paperwork and transparency of decision-making from Executive to Council Committee to Council.

One of our recommendations, **R18**, is more far-reaching and sets out a substantial change to academic governance at UCL. This question was at the heart of our review and has been a high-profile issue for UCL in recent years. Section 8 of our report explores the Visitor's Report and Academic Board Commission of Inquiry report in some detail. We explore options for changes in academic governance and offer a set of criteria by which we believe academic governance arrangements can be assessed (Table 8, Section 8). This recommendation is that "Council should consider and consult widely on the possibility of creating a representative Academic Board with a majority of elected members to replace the current Academic Board, Academic Committee and Education Committee'. We invite UCL to consider this option alongside those set out by the CoI.

Above all, we hope that our Review will help UCL to fully explore and address the governance issues it has faced recently and to achieve more effective, inclusive, transparent governance. We encourage all parties to seek opportunities to take a collaborative approach to exploring our findings, determining if and how UCL wishes to take them forward and then adopting a phased approach to implementation.

"Given the tremendous sincerity and commitment to UCL demonstrated by all of those we spoke to we have great confidence in UCL's ability to become an example of governance best practice in the sector."

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INTRODUCTION

1. Following a competitive procurement process, Halpin Partnership (Halpin) was appointed by University College London (UCL) to conduct an independent external review of the effectiveness of the university's Council and governance. The terms of reference, which are in Section 3 below, are comprehensive, embracing not only the composition and operation of Council and its Committees and UCL subsidiaries, but also the critical area of academic governance and the Academic Board and its related Committees.
2. There had not been an independent review since 2010 which had been conducted by the higher education consultancy Ranmore Associates. The most recent review completed in 2016 had been led internally by the then recently appointed Vice-Chair of Council, Dame DeAnne Julius. Because of the significance of history in this review, our background investigations included conversations with a representative of Ranmore and (at her request) with DeAnne Julius.
3. We are extremely grateful for the support given to us by Wendy Appleby, Secretary to the Council, Anne Marie O'Mullane, Assistant Secretary to Council, and other members of the Secretariat team in setting up meetings (face-to-face and online), locating documents and ensuring we found our way round the complexities of UCL.

A unique context

4. The combination of historical and current controversy about governance, the appointment of a new Provost due to take up office at the beginning of 2021, and the upheaval and uncertainty arising from Covid-19 provide a unique context for this review.
5. In the ten-year period since the last external review, institutional and academic governance has been the topic of intense scrutiny, debate and, in more recent times, deep-seated differences of opinion on the part of certain individuals.
6. A year before this review started, a Report had been completed on behalf of the Visitor, the Master of

the Rolls. This had been prompted by a Petition by a member of the Academic Board inviting the Visitor to investigate alleged acts of improper governance and breaches of the Statutes of UCL by the Council and senior management.

7. In the week that our Review commenced, the Academic Board and the Council received a first draft of a Report of a Commission of Inquiry, set up by the Academic Board separately from, but on related issues to, the Visitor's Report. This was critical of UCL decision-making processes, the position of the senior management team in relation to UCL committees and the structure and composition of key UCL governance-level Committees.
8. In the same week, Council approved the appointment of a new President and Provost, following an open and international recruitment process undertaken by a Joint Committee of Council and the Academic Board established by Council. The Provost-elect, Dr Michael Spence, Vice-Chancellor and Principal of the University of Sydney, was not able to start in post until January 2021, so the Council also authorised an extension of the contract of the current Provost, Professor Michael Arthur.
9. As we began this review, the impact of the Covid-19 pandemic was rapidly becoming apparent and UCL was moving into crisis management mode like every organisation in the country. UCL was proving to be one of the main contributors to research and development innovation in the fight to contain, control and eradicate the effects of the virus. The Halpin team moved from face-to-face mode to video link style of operation as the lockdown descended, although we did have the opportunity, prior to the lockdown on 23 March, to conduct a number of face-to-face discussions and to observe a number of meetings, including the Academic Board and Council.
10. Throughout our work with UCL we have witnessed a very agile and resilient institution operating at the top of its game in research, teaching and enterprise both in the UK and globally. UCL brands itself as "London's global university" and this status is borne out in both domestic and international rankings. We spoke with all members of the Council and senior management team, and other members of the academic and professional services community. Without exception, they gave us quality time to talk through the issues despite the pressures of the pandemic. All regarded the question of good governance an issue of high importance, wished to resolve the tensions between academic and institutional governance and demonstrated their commitment to ensuring that UCL has more effective, inclusive and transparent governance.

Culture, relationships & transition

11. This review has demonstrated the truism of good university governance. Although it is built around structures, systems, and statutes, the path to addressing long-term fractures is through engaging with issues of leadership, relationships, behaviours and trust. In certain respects, we witnessed a low-trust environment with mutual suspicion between some academic and senior management staff. While the Council has great strengths there is sometimes a failure to recognise the skills and experience that various categories of Council members bring to the table, and a tendency to focus on the gaps in their armoury.
12. In our conversations we regularly encountered a dynamic tension

All those we spoke to demonstrated their commitment to ensuring that UCL has more effective, inclusive and transparent governance.

between the historical values and structures of an academically inspired and driven institution and the demands of a £1.4bn-turnover global organisation with 42,000 students and 13,000 staff. The fact that UCL would claim to be the first English university established after Oxford and Cambridge itself was quoted more than once to us as a reason for rejecting any standard, contemporary models of academic governance. The inheritance of 1826, when it was founded as the first university in London, was quoted by a number of interviewees and by members of the Academic Board when they discussed the newly tabled Report of the Commission of Inquiry.

13. It is impossible to undertake a review of an institution such as UCL without paying due regard to history, both distant and recent, and the values that have shaped its narrative and culture. History plays an important part in arguments that UCL is undeniably a hugely respected, values-led institution. A proportion of the Academic Board believe that the principle of an academically led community has not been upheld in recent years. Equally, there is a view among senior managers and external Council members that an institution of the size and complexity of UCL has to operate within a context of regulatory accountability and with the requisite "business" disciplines and framework.
14. So, whilst this Review has a lot to say about structures, systems, and compliance, the theme of building a new culture and sense of engagement between the main constituencies and players in institutional and academic governance is a constant refrain. Another key theme is taking advantage of transitions - the major task of finding a sustainable path through the impact of Covid-19, handling the transition to a new President and Provost, and moving forward positively.
15. We believe that there is likely to be a high level of consensus with regards to many of the changes needed to resolve tensions between academic and institutional governance. But there are some issues where our conversations demonstrated quite entrenched positions over the possibilities for change. The aim of this review is to offer a set of recommendations which will take UCL forward. Where we offer options, we have set out what is, in our view, the best route for UCL. Our recommendations are informed by benchmarking evidence, the experience and insight of the Halpin team and UCL's unique requirements.
16. There are no singular answers to some key issues, and for that reason it is not simply a question of handing over a set of recommendations without guidance on their implementation. We are committed to supporting UCL colleagues during what will be a lengthy period of transition and implementation. We have enjoyed all the conversations we have had and look forward having more - particularly to facilitate the process of transition.
17. We genuinely believe that the analysis and recommendations in this report offer the opportunity to create a new positive narrative of governance and leadership.
18. Every Halpin review includes an Impact Review, six months after our work is complete, to assess implementation and progress of activity against recommendations. Given the current complex process of change due to the Covid-19 challenges, as well as the transition to a new President and Provost in January 2021, this review point may be nearer nine months.

REVIEW REMIT

19. The remit of our review was set by Council at its meeting on 21 November 2019 (Minute 29c). Our Review team have reported to the Council Effectiveness Review Group (CEROG), chaired by the Vice-Chair of the UCL Council.

Table 1: Terms of Reference

1. To undertake a review of the effectiveness of UCL's Council, taking account of its standing committees, overarching governance framework, external accountability obligations and wider remit around academic governance, making recommendations for improvement.
2. To report on sector-best practice and, in the light of this, recommend ways in which UCL might improve its governance.
3. To consider timely inputs from the Academic Board, Academic Committee and in particular, the report of the Academic Board Commission of Inquiry on Governance (expected spring term 2020).
4. To consider UCL's adherence to the CUC Code of Governance and other relevant codes, recommending action as required.
5. To consider benchmark information on the composition of Council and other aspects of its operation, drawing on comparator institutions (typically from the Chartered, English Russell Group universities) and consider whether the UCL Council composition remains effective and appropriate to UCL's future needs, making recommendations as appropriate.
6. To consider the interplay between the various elements of UCL's governance framework: institutional governance, academic governance, executive and management functions, and between formal and informal governance, making recommendations to address any shortcomings which impinge on effectiveness.

7. To consider the formal committee structure and make recommendations for improvements both in general and specifically in relation to individual committees, with a view to improving effectiveness and ensuring adherence to requirements of funding and regulatory bodies.
8. To consider the instruments of governance (Charter, Statutes, and Regulations for Management), making any recommendations for improvements.
9. To consider the effectiveness of Council's oversight of subsidiary companies and partnership activity in the light of the expectations of the HE Code of Governance, making recommendations as appropriate.
10. To review arrangements for the induction of Council members and their ongoing support to ensure that members are able to be effective in the discharge of their duties, making recommendations as appropriate.
11. To consider any other matters referred by Council relevant to the effectiveness of UCL's governance.
12. To report to the Council on the review findings, making specific recommendations for change as appropriate along with recommendations for an approach to change, informed by Council's discussion of how it wishes to evolve its governance arrangements.

20. We have addressed all components of the Remit. Academic governance is a key issue in the review, and we have worked with the findings of the Commission of Inquiry Report relevant to governance. We know that there have been challenges to the assumptions and data in that report, but we are not in a position to verify that kind of detail. There are issues in that Report, such as HR policy and appeals, that go beyond a review of governance. On the issue of Partnerships, we believe that there is a separate piece of work to be done, outside the scope of our governance review, about clarity and purpose, particularly in relation to UCLP.
21. Before the restrictions of lockdown were imposed, we were able to conduct the observations of Council, Academic Board, Academic Committee and Education Committee in the room, and properly experience the dynamics of the meetings. It also meant we were able to meet a lot of the key players under review face-to-face before we entered virtual meeting mode. We have also attended online meetings of the Audit and Finance Committees.
22. The data from our Benchmarking review is in **Appendix 1** and our commentary on the Charter, Statutes and Regulations for Management is in **Appendix 2**. The context of the Codes and standards of the Committee for University Chairs (CUC), the Office for Students (OFS), the Charity Commission and the Financial Reporting Council has been a backcloth to all our conversations, and there is a separate section of this Report which reflects on the implications of the various regulatory frameworks. The CUC is in the process of finalising a new Higher Education Code of Governance and related Governance Handbook, so generally we have used the final drafts of those new documents for our comparisons in **Appendix 3.**

METHODOLOGY

23. UCL commissioned Halpin to conduct an independent review and encouraged us to adopt an open and inclusive approach. Our review website [1] and other communications provided opportunities for stakeholders to engage with the review. We fully respected the requests for confidentiality and gave absolute assurances that all comments were nonattributable. We were very pleased at the numbers who sought in-depth discussions with us.
24. We interviewed around 60 individuals, and in one or two cases, followed up where it was mutually agreed to have a second conversation for clarifying and cross-checking.

Table 2: Review Meetings

- One-to-one interviews face-to-face, by video link or phone with the Chair of Council, Council members, members of Academic Board (including those closely associated with the Committee of Inquiry), Vice-Provosts, Deans, Professional Services Directors, other members of academic and professional services staff and Students' Union representatives.
- Conversations with the immediate past Chair and Provost, and the President and Provost elect.
- Focus Groups with a cross section of academic and professional staff and managers, with a separate one for student representatives.
- Other interviews with representatives of UCL subsidiaries and linked partnerships such as UCL Partners (UCLP) and UCL Business (UCLB), key stakeholders such as UCL Hospital (UCLH), Great Ormond Street Hospital (GOSH), and the Royal Free Hospital.
- Observation of Council, Academic Board, Academic Committee, Education Committee, Audit Committee and Finance Committee.

25. Background reading included the minutes of Council and Committees, the Report of the Visitor issued in March 2019 and the draft Report of the Academic Board Commission of Inquiry tabled at the Academic Board meeting on 12 February 2020.

[1] https://www.halpinpartnership.com/debate/ucl-halpin-governance-review

26. We undertook a benchmarking study of comparable universities in the UK and internationally, covering size, staff numbers, Council size and composition, student involvement, gender balance, academic governance and assurance, Committees, and quality of website information about governance.
27. When conducting our interviews, we followed a flexible framework of topics.

Table 3: Halpin Interview Topics

- Council composition, structure framework and processes
- Council roles, relationships, and dynamics
- Functioning of Committees and their relationship to Council
- Academic Governance
- Strategy, culture, change and transition

28. We were primarily concerned to let those with whom we spoke 'tell their stories' so that we could properly absorb the multiplicity of narratives. This Report has followed that framework. At the same time, we had placed before CEROG when we first met them a set of 'lines of enquiry' as follows:
    - What are the main issues of concern being raised with regards to governance and to what extent are these consistent among different groups?
    - How can UCL's governance be developed in order for it to build the confidence of stakeholders and the ability to deliver its strategy with agility and purpose?
    - Are UCL's governance framework and processes sufficiently robust in order to enable UCL to manage the complex risks it faces?
29. In the final section of this report, we have reviewed our core findings against these lines of enquiry, to help identify how all concerned can develop a context and culture in which the recommended changes can happen.
30. Our report is commissioned by and for the Council of UCL. While we would welcome any decision to publish it as a contribution to transparency, the report is for UCL and not to be relied on by third parties.

COUNCIL COMPOSITION AND STRUCTURES

Overall size

31. The current Council at UCL has 20 members. In addition to the President and Provost, who sits on Council in an ex-officio capacity, they are as follows:

Table 4: Composition of UCL Council

Appointed
11 independent members, one of whom is the Chair.
Elected
3 professorial members of staff on the Academic Board (AB) elected by and from the professorial members of the Academic Board.
3 non-professorial members of staff on the AB elected by and from the academic non-professorial members of AB.
Ex-Officio
2 *ex-officio* representatives of the UCL Students' Union

32. Our benchmarking survey of other research-intensive pre-1992 institutions shows that the average overall size of Councils is just under 23, and during the last 10 years the size of Councils across the sector has been declining from around 25 to around 20 or fewer in a number of cases. Virtually all our interviewees were content with the current size, though a small number suggested that it might be slightly reduced to reflect the wider trend across the sector. An equal number were relaxed about it rising slightly if it helped to embrace a wider group of interests.

Composition

33. No issues were raised with us about the numbers of independent members and students respectively and the ways of appointing them, but there was considerable debate about the composition of the academic staff group.
34. We understand that up until 2014 when the Institute of Education (IOE) was integrated into UCL, the members elected from the Academic Board were drawn from the three constituencies based on the three Schools, on the basis of two each from:
    - School of Life and Medical Sciences (SLMS)

No issues were raised with us about the numbers of independent members and students respectively and the ways of appointing them, but there was considerable debate about the composition of the academic staff group.

- School of the Built Environment, Engineering & Mathematical & Physical Sciences (BEAMS)
- School of Laws, Arts and Humanities, and Social and Historical Sciences (SLASH)

35. Since the IOE was integrated as the equivalent of a School, we understand this pro-rata formula was no longer applied, and thereafter the elections have been on the basis that Academic Board is one constituency. That has resulted since 2017 in the overwhelming proportion of AB representatives coming from one School - SLMS. A number of the Academic Board members to whom we talked were not concerned about this, reminding us that SLMS was the largest School anyway. They argued that elected academic members of Council were not representatives of particular constituencies but of UCL as a whole. In fact, they were concerned that if a mathematical formula was reintroduced, there was a danger that it would become 'divisive and political'.
36. However, our wider conversations urged us to explore a more balanced and inclusive formula. There are many ways of creating a more balanced representation across the four Schools, one of which might involve adapting the system that operated prior to the merger with the IOE:

Year A	IOE and BEAMS (two Professors)
Year B	SLASH and SLMS (two non-Professors)
Year C	IOE (non-Professor), SLASH (Professor)
Year D	BEAMS and SLMS (two Professors)
Year E	BEAMS and SLASH (two non-Professors)

37. The nominations would be sought on a rotational basis from the two constituency schools each year. This could be flexed to allow existing members of Council, entitled to be re-elected for a further period of office, to stand again. The rotation would need to be extended over a fairly lengthy period of time before all the combinations had been exhausted.
38. There are other variants which would involve the Nominations Committee, prior to the elections, establishing criteria which combine the better balance of representation across UCL with the opportunity to encourage diversity and/or optimise the range of required skills and experience on the Council.
39. We **recommend (R1)** that a formula should be devised in order to ensure that the academic members of Council currently elected from Academic Board more evenly reflect the constituent parts of UCL.
40. It has also been drawn to our attention that the current Statutes can permit re-election after a one-year break, so that potentially an elected member could serve 12 years in a 13-year period (or potentially 18 years in a 20-year period). A similar situation could arise with appointed members.
41. We **suggest (S1)** that, in the interests of maintaining a suitably refreshed and diverse Council, this concern about the potential for multiple periods of re-election and reappointment should be one of the points considered when the Statutes are reviewed.

Professional services representation

42. We noted, in our benchmarking survey, the well-established practice of having one or more members of the professional services staff on the Council. Elsewhere we write about how the partnership between professional services and academic staff is recognised as crucial to the

delivery of academic endeavour in research, education, enterprise and innovation. We would urge Council to consider the possibility of professional services representation.

43. We realise this has implications for the overall balance across the various groups. It could be facilitated by opening up the non-professorial category of elected Council members to all non-professorial staff, thereby retaining the current majority of appointed external members. Otherwise it would require an overall increase in the numbers on Council.
44. We **recommend (R2)** that opportunity should be given to a member of the professional services staff to be elected or apply through a selection process run by the Nominations Committee, to become a full voting member of the Council.

Students' Union representation

45. There has been universally positive feedback about the contribution of the two Students' Union representatives currently on Council in terms of their time commitment and quality of engagement, and we do not recommend any changes in this area.
46. They are appointed for one year and there are issues about the time it can take for student members to get up-to-speed with the complexity of issues. However, we understand the opportunity to be reappointed for a second term has been taken up by one of the SU members this year, and arrangements are under discussion to arrange briefing for new student members by their predecessor representative.
47. The Chief Executive or equivalent of Students' Union also has a key role in our experience to provide briefing, support and continuity for student members.
48. We **suggest (S2)** that Students' Union representatives, where practicable, are encouraged to seek election for a second one-year term.

Skills matrix

49. We examined the Skills Matrix of Council members produced by the Secretariat in December 2019. This demonstrated a comprehensive range of skills and a great richness of professional expertise in areas vital to the governance of such a large and complex institution.
50. Whilst the staff members bring a thorough knowledge and understanding of the workings of the institution, there was some suggestion in our conversations, and from practice elsewhere in the sector, that there was room for more emphasis on knowledge and experience of the leadership and operation of higher education more widely. The view was also put to us that experience and expertise in Human Resources might also be given greater priority in view of the scale of future challenges in culture and organisational change.
51. We **suggest (S3)** that the issue of understanding and/or experience of the higher education sector and of Human Resources management should be examined when the Nominations Committee and Council next review the skills and experience matrix for recruitment of independent external members.

Council Diversity

52. Board diversity is an important element of constructing a balanced board, reflecting the communities it serves. From observation of its minutes of meetings we are satisfied that the Nominations Committee of Council keeps the position regularly under review against equality and diversity criteria and a soundly constructed skills and experience matrix.

There has been universally positive feedback about the contribution of the two Students' Union representatives currently on Council in terms of their time commitment and quality of engagement

53. It is important to recognise that diversity can be both visible and invisible, and also relates to diverse thinking and experience, given the risk for boards to refresh themselves in their own image with "people like us".
54. The background and diversity of nine of the 20 UCL Council members is out of the control of the Council since three are *ex officio* (the Provost and the Students' Union members) and six are elected by the Academic Board. Of the 11 lay members, three are female and, as befits a global institution, some members have an international background. Although we have not observed the Nominations Committee, we think its constitution and membership are appropriate and we commend it for including staff members.
55. We were pleased to note that a year ago a BAME-only Council recruitment process was undertaken, and were encouraged to see that the UCL Diversity Action Plan for appointment of external members of Council was prefaced with the following quote:

"Any board, any governing body or court should recognise diversity in all its guises, from age to ethnicity, to gender and disability, because it is diversity of thought and experience that really adds to the richness of discussions" [2]

56. UCL's location in one of the most diverse cities in the world and its obvious attraction to potential Council members place it in a good position, in our view, to be a role model for a sector which continues, despite good intentions, to struggle with diversity. Council also has a statutory duty under equalities legislation to promote equality and diversity.
57. We **recommend (R3)** that in the Council's future recruitment processes it should aim to achieve a more balanced profile in relation to gender and BAME criteria among external members.

Table 5: Halpin Equality, Diversity & Inclusion Recruitment Checklist

1. Collect and report equality/diversity data when recruiting members.
2. Target advertising in publications/websites/social media aimed at particular sectors of the population.
3. Build relationships for example with ethnic minority communities.
4. Use role models on the basis of "you have to see it to be it".
5. Equality statements should not be generic but designed on a bespoke basis to target applicants who are particularly sought.
6. Avoid all male or all-white shortlists. Re-advertise if that is the outcome.
7. If using executive search firms be specific in the brief about the need for diversity and make sure you are clear as the client about its importance. Take account of an executive search company's prior success in gathering diverse fields in their selection process.
8. Use diverse selection panels which have received unconscious bias training.
9. Provide development opportunities for Council giving them exposure to the lived experience of those with different characteristics to them.
10. Invite bodies electing members (Academic Board and Students' Union in UCL's case) to reflect on their own processes to the extent that they encourage a diverse outcome, or otherwise.
11. Reflect on Council membership and its composition over say the past 5-10 years. What are the trends?
12. Investigate contemporary developments in other sectors to experiment with Apprentice non-Executive Directors. This involves placing individuals

Diversity can be both visible and invisible, and also relates to diverse thinking and experience, given the risk for boards to refresh themselves in their own image with "people like us".

[2] https://www.advance-he.ac.uk/guidance/governance/governance-and-edi/edi-challenges-higher-education/value-diverse-governing-body.

from diverse backgrounds for one year to gain first-hand experience of governance.

13. Monitor research into the impact of remuneration on diversity and inclusion in governance and consider whether this might be appropriate in the future.

Senior Leadership engagement with Council

58. Currently, the only member of the Senior Management Team who is a member of Council is the Provost. The Vice-Provosts, the Director of Finance and the Chief Operating Officer are invited to be observers in attendance and can contribute to the meeting when an issue relating to their area of responsibility is under discussion.
59. Some Academic Board members of Council are concerned that it is difficult for them to challenge, disagree with or scrutinise positions adopted by senior managers and leaders present at Council meetings. It is also argued that either Vice-Provosts should not be in attendance when Council debates and decides upon their proposals, or that they should not attend Council at all.
60. We would hope that the culture of Council was such that staff members should be encouraged to test, challenge, scrutinise and question the executive without fear or favour. Such challenge should be in a supportive, collegial context and received as such by the executive. We also note that there are opportunities for Council members to raise issues when they meet without executives in attendance prior to Council meetings.
61. Some Vice-Provosts feel they would be more engaged with Council if they were members, although it is recognised that all six could not sit on Council. Many universities have at least one more senior academic leader on their Councils other than the Vice-Chancellor, especially where there is a nominated deputy.
62. Some universities (e.g. Imperial) have separated the President and Provost roles on the basis that the President, as the most senior executive, focuses on external engagement and fundraising, and representing the university at home and overseas. The Provost has more of an internal focus, particularly in relation to the academic side of the institution. This suggestion was made in a number of our conversations as something that could take some pressure off the top role and could strengthen the academic voice on Council.
63. We note that the incoming head of institution has been appointed as President and Provost. If these roles were split in future, we believe that it would be important for both President and Provost to sit on Council in an ex-officio capacity.
64. Given that all our interviewees feel Council is about the right size, on balance we feel that Vice-Provosts need not be members of Council but should still attend if they wish to do so or if topics discussed warrant their attendance.
65. It is important that Vice-Provosts are able to contribute to Council and to listen to its debates. The proposed addition of a professional services member would narrow the lay majority to one, unless reduced elsewhere (which we would not recommend). Vice-Provost membership could therefore only be accommodated by increasing the lay membership to preserve the lay majority. UCL's Council is commendably small and we detect little appetite to grow it in size other than marginally.

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COUNCIL ROLES, RELATIONSHIPS, AND DYNAMICS

Working culture

66. Without exception, Council members are passionate about UCL and deeply invested in its success. In this sense there is more that unites than divides, creating a solid foundation upon which to rebuild mutual trust and understanding.
67. Generally, Council members find their work on Council a positive and fulfilling experience. They appreciate the steps the Chair, Victor Chu, has taken to introduce a warmer atmosphere to meetings, and to reach out and engage in a positive way across the university, particularly with academic departments. His contribution was summed up as an excellent combination of 'flexible and formal'.
68. External members are concerned about the continuing schism between some members of Academic Board and "management". This clearly has created an atmosphere that has the potential to undermine the collective responsibility and accountability of the Council. Over the previous few years, with the arguments about issues such as Clare Hall and UCL East, there had been some very challenging meetings, and the tensions could still be felt. Concerns were expressed that, in the recent past, some independent members had been criticised for alleged robust and overly critical challenge of the executive.
69. Much of the critique regarding governance had been focused on the President and Provost. The independent members today generally felt that this detracted from the huge contribution that he had made to the transformation of UCL in terms of its academic profile, the growth and stabilisation of the business of the institution, and its capacity to be resilient during the Covid-19 crisis.
70. In general, they (and the academic members) felt that the atmosphere was much better today, and there was a collaborative and collective spirit to face the extraordinary challenges of the Covid-19 scenario and the uncertainty facing the sector.

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71. The Chair's innovation to offer time at the end of the meeting for social interaction was also helpful in creating a positive atmosphere, but there was a concern expressed that that this had involved alcohol and that could cause discomfort for some members.

Induction and ongoing support for members

72. All members expressed satisfaction with the quality of the induction they received on becoming Council members about the workings of Council and the key issues facing UCL. The Students' Union representatives really appreciated the contribution to that process by the Vice-Chair, and by some of the independent and academic members who had made it their business to welcome them and support them.
73. There was significant support for some form of reciprocal self-help to carry on after initial induction. To this end there were one or two good examples of buddying or mentoring relationships that had developed between pairs of Council members from different groupings. This particularly helped external Council members to improve their understanding of the intricacies of how the university actually worked, and academic and student members to learn more of the world of business, banking and investment strategy. Although this clearly works well in an informal manner, there may well be some benefit in this being encouraged by the Chair, Vice-Chair and Secretariat.
74. We **suggest (S4)** that members of the different constituent groups of Council should be encouraged to link themselves in mentoring pairs. This would build rapport and provide the opportunity for improved reciprocal understanding of the university's operation on the one hand, and expertise in financial business and property matters on the other. Longstanding members should be particularly encouraged to brief and support new members.

Appraisal

75. We understand there is no systematic process for regular appraisal and assessment of members' contribution which would also allow for them to share their own experiences of being a member. While a formal appraisal process may not be appropriate for volunteers, it is important that members have an opportunity to meet the Chair (or his senior nominee) on a 1:1 basis or with the Secretary annually, in order for mutual feedback to be given and to ensure any issues of concern can be raised and considered in a confidential setting. A number of universities have put such processes in place, although there is no requirement to do so in the CUC code because they regard such engagement as good practice and beneficial both to the Chair and members. (A suggestion was made that some form of 360-degree feedback should be trialled, but we feel that this would be overly demanding and time-consuming for volunteer members who are extremely busy in other roles.)
76. It is appreciated that the Chair and Vice-Chair at UCL both have significant other commitments and it may be challenging for them to conduct such meetings. If the Chair and Vice-Chair divide the 18 appraisals between them this results in 9 brief meetings each. This would ideally be on the same day or close to Council meetings. The Chair and Vice-Chair should also find time to meet on a similar basis.

77. We **recommend (R4)** that each Council member has the opportunity to meet on a 1:1 basis with the Chair or Vice-Chair (and the Secretary if required) annually in order to share feedback and address any issues of concern.

Development

78. The draft revised CUC Code states (para 5.12):

"Governing body members need induction, updates and development which supports understanding of their role and changes in their operating environment"

79. The draft Code also covers the responsibilities of governing bodies in relation to equality and diversity, health and safety, information governance and monitoring of institutional performance. It follows that Council members need to have sufficient knowledge of these areas and others to discharge their statutory functions.
80. Those interviewees who commented on the development of Council members tended to be supportive of the opportunities presented to them. Where they were not taken up it tended to be due to lack of time on their part rather than an institutional deficiency. Some members felt at a disadvantage when complex financial and estate matters were being considered, particularly near the beginning of their tenure. Council members felt they were generally kept well-informed by the Provost and the Secretariat and, in particular, they understood the roles of the OfS, and QAA and the regulatory requirements placed on the Council in terms of UCL's registration with OfS. The Provost also kept them briefed on the business of the Academic Board.
81. Our understanding is that Council currently has one annual "away day". Many universities have two, with one often focusing on strategy and the other on development. We appreciate the pressures on Council members, and so we simply propose that Council considers such an arrangement.
82. We **suggest (S5)** that Council considers an additional away day in order to assist and support the training and development of Council members.

Senior Independent Director (SID)

83. The draft CUC guidance (which is likely to be adopted) introduces, for the first time in HE guidance, the possible appointment of a SID on university governing bodies. The SID is widely adopted in the NHS and private sectors. The role is to help and advise the Chair, be a source of wisdom and advice to other members, act as an intermediary where necessary and to organise the appraisal of the Chair. The SID is not formally part of board leadership but is an experienced, senior source of advice and support independent of board leadership. We would encourage Council to consider establishing such a role in view of the emerging guidance from the CUC.
84. We **recommend (R5)**, in line with the emerging guidance from CUC, Council should invite the Nominations Committee to consider the appointment of a SID from among existing senior lay Council members.

Agenda, papers and time management

85. The whole process of the meeting we observed started soon after midday and ended with drinks after 7pm. As part of the Chair's commendable initiative to take the Council

We recommend (R5) in line with the emerging guidance from CUC, Council should invite the Nominations Committee to consider the appointment of a SID from among existing senior lay Council members.

meetings out into departments away from the centre, the Council meeting was preceded by some useful socialising, lunch and presentations from the department we were visiting. The meeting itself got underway by 3pm, and some members left before the end. Given the sheer volume of business the energy levels in the room had clearly depleted towards the end, leading to signs of meeting fatigue.

86. In our interviews with the Chair and a number of Council members, there was general support for this multifaceted approach to meetings, but also there were positive suggestions about how to deal with the time issues. These included more meetings a year of shorter duration, and maybe these extra sessions making use of video conferencing technology which everyone has become all-too-accustomed to during lockdown. (As mentioned elsewhere in this Review, adopting this technology will require changes to the Statutes and Regulations for Management).

87. It is important that, as and when restrictions are at least partially lifted, corporate governance does not revert to business as (was) usual. The Covid-19 emergency has led to innovative and more environmentally sustainable ways of working which should not be abandoned. For example, not all meetings need to be face-to-face, especially in a global organisation. Virtual meetings may lend themselves better to compliance and physical meetings to strategy or sensitive issues discussions, for example. Just as learning will be increasingly blended between the virtual and physical, the new normal should see corporate governance being agile and flexible in its delivery.

88. We **recommend (R6)** that the Chair should aim to restrict meetings to less than four hours, particularly when they are in the context of a Faculty or Departmental visit and presentation that may itself add at least two extra hours to the whole event. To compensate for this loss of meeting time, consideration should be given to increasing the number of Council meetings per year by two, and, to cut down on the extra travel, to use online meetings. (The online meetings could take a variety of forms, and may well require a revision of the Statutes).

89. We received many comments from members about the length and structure of papers; there were 300 pages at the meeting we observed. Members generally expressed a wish that the papers could be structured differently so that the key reasons and issues for decision were identified very clearly at the front of the papers, in line with good practice we see elsewhere. Where issues were particularly complex, some suggested the use of a technique used in the Finance Committee of offering alerts and briefings about key issues in advance of Council meetings.

90. We **recommend (R7)** that on critical issues, more use should be made of pre-briefing members on major complex issues of strategy, investment and expenditure, including briefing workshops either face-to-face or online.

91. We **recommend (R8)** that Secretariat should work with the authors of Council papers to develop a drafting approach which focuses on the key points relating to the reasons of, and context for, the paper and the key components of the decisions to be made. It is not unusual in reviews of this kind for members to have concerns about the amount of paperwork. We **suggest (S6)** that UCL follows the Halpin guidance for board papers:

It is important that, as and when restrictions are at least partially lifted, corporate governance does not revert to business as (was) usual. The Covid-19 emergency has led to innovative and more environmentally sustainable ways of working which should not be abandoned.

Table 6: Halpin Guidance on Board Papers

1. The adoption of a proprietary electronic documentation system e.g. Convene, Diligent BoardPad, BoardEffect. These enable board members to receive papers securely and electronically to their own devices e.g. iPads or surface tablets, but also to annotate them in advance of and during meetings. Papers for information can be provided without involving huge bundles of physical paper. While there is a support and set-up cost, the user interface is generally intuitive, and many board members will have experience of such systems in other contexts. The savings in printing and distribution are significant and there is an environmental benefit. Use strictly enforced rules about timeliness of distribution, with each paper clearly stating in a standard format what is being sought from Council, name(s) and contact details of author(s) and an executive summary for longer papers.
2. Authors encouraged to avoid jargon, spell out acronyms initially e.g. Office for Students (OfS) and to put themselves in the position of Council members, i.e. what does Council need to know to come to a view on this matter?
3. Agenda management with timed items, major issues at the top of the agenda and an agenda of manageable size to help the Chair get through the business without rushing members.
4. The use of a "two bites of the cherry" approach whereby, where possible, Council is forewarned of forthcoming issues without the pressure of decision making.
5. Avoidance of surprises. This could include information on the particular path an issue has taken on its way to Council, including the committees or informal executive groups that may have considered the issue.
6. A section in each paper clearly setting out the risks of options presented and the rationale (including academic) for the proposal, including opportunity costs.

92. Whilst not wanting to go beyond their governance role, a number of members were frustrated that they were not able to influence the agenda. We **suggest (S7)** that members should be advised that they are at liberty to propose agenda items to the Chair and/or Secretary which would not be unreasonably declined, but that the agenda is ultimately under the control of the Chair.

Chair's action

93. Some of the most challenging episodes between Council and the Academic Board in recent years have arisen over the use of Chair's action in relation to significant strategic investment and financial decisions. It is not the place of this Review to rehearse the detailed arguments about these particular cases which are examined in detail in the Report of the Visitor. The Visitor recommended that "Council should consider the wording of Statute 9 and give consideration to amending it if it does not work well in practice". Statute 9 applies (subject to Council's powers of delegation set out in Statute 6(5)) not just to the Chair of Council but to all UCL committees and sub-committees. It follows that any changes to Statute 9 or guidance in the form of a protocol as an adjunct to it should apply *mutatis mutandis* to all chairs.

94. From our conversations it appears that concerns around this issue have eased in recent times, and maybe Chair's action has been resorted to on fewer occasions. But there will be occasions when it is legitimately required, and the weight of advice given to us is that a Protocol should be developed around the use of Chair's Action that at least provides for a period of notification to allow for prior reflection, and maybe the opportunity for a short notice video link meeting. In his conclusions, the Visitor recommends that 'where possible, members of Council (or other committees) should be informed in advance of any proposal to take Chair's action'.
95. The Visitor also recommends that 'senior management should take a proactive approach to identifying potential issues in meeting agendas and ensure that, where issues arise, there is sufficient time for debate'. We would support this idea of providing early alerts on major issues so that damaging collisions of the kind seen in recent years can be avoided, or at least minimised.
96. We **recommend (R9)** that in addition to the requirements of Statute 9 (urgency, non-contentious, reporting back to Council) the protocol should provide:
    - That prior to taking action, Chairs satisfy themselves that the provisions of Statute 9 have been met and err on the side of caution.
    - That steps are taken to ensure that, as far as reasonably possible, business is planned in such a way as to obviate the need for Chair's action.
    - UCL's scheme of delegation places limits on amounts that can be approved by Chair's action.
    - Wherever possible, Chairs inform committee members that they intend to take Chair's action unless members raise concerns within a specified timescale, and where practicable, offer the opportunity for resolution by email or video meeting.
    - That, where possible, Council and committees specifically resolve to delegate to Chair's action in relation to applicable items of business.
    - That Chair's action is not routinely or excessively used.

Visibility of Council

97. Many we spoke to were not on Council, and when asked what they understood Council did they were often unclear and said that the work of Council was seen as rather opaque and mysterious. The Students' Union representatives said this was particularly the case from a student perspective. We discovered that governance matters were oddly in the Student Services section of UCL's website, which did nothing to assist visibility.
98. We recommend (R10) that a specific domain within the website should be reserved for a section on governance with maximum public access consistent with data protection and commercial confidentiality. Council members should have access to a password protected area of the new governance area of the website for the deposit of sensitive material and to provide a forum for Council members.
99. Given the negative recent history of the governance relations in UCL, we sense that some real benefits would ensue from the Communications and Marketing team supporting a plan for

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governance communications. We have seen in the last five years how governance tensions have not just been an internal issue but can also inflict external reputational damage.

100. We **recommend (R11)** that the Communications and Marketing team, in consultation with the Secretariat, draw up a brief for improving internal and external communications relating to Council and its committees.

Governance and Secretariat support

101. We have received very positive comments about the Council Secretariat team led by the Registrar and Head of Student and Registry Services, Wendy Appleby, for their support to Council members and governance across UCL during a complex and somewhat turbulent period of change. Despite their limited resources, the Council Secretariat has supported in recent times a number of significant processes in quick succession, including Chair recruitment, Provost recruitment and the establishment of and support to the Council Effectiveness Review.

102. The issue of most concern is whether the scope of her role is too broad and multifaceted given the size of UCL, the complexity of governance issues to address and the major transition period that the institution is about to go through. There would seem to be more than enough to focus on in a reworked University Secretary role with a focus on governance, regulation, legal and compliance and delivering and embedding the changes recommended in this Review.

103. The draft CUC Code has this to say about the role of the Secretary in para 5.1:

"The Secretary (or Clerk) is responsible to the governing body [i.e. the Council in UCL's case] for the provision of operational and legal advice in relation to compliance with governing instruments, including standing orders. They are also responsible for ensuring information provided to the governing body is timely, appropriate and enables informed decision making. The Secretary has a duty to keep governing body members briefed in respect of all relevant developments in governance and accountability. All members of the governing body should have independent access to the advice and services of the Secretary who must ensure that governing body members are fully aware of the appropriate rules, regulations and procedures. The Secretary should be senior enough to ensure the governing body and the executive acts in a way which is compliant with the Provider's regulation and independent enough to provide challenge when this is not the case."

104. More simply put, the Secretary is the servant of the Council, directly accountable to the Chair and not the executive. Universities arrange this in various ways, in some cases appointing a University Secretary (or head of governance) without any other managerial responsibilities other than supporting the governing body, or alternatively adopting a Registrar/Secretary model whereby the Registrar and Secretary has two parallel contractual obligations - one accountable to the head of institution for management responsibilities and the other to the Chair for governance.

105. While we have seen both models operate successfully, we believe there is merit in the Secretary having other defined senior management responsibilities. It

The Secretary is the servant of the Council, directly accountable to the Chair and not the executive.

is important that the Secretary is not isolated from the rest of the institution, is aware of the work of the senior team and is senior enough to be credible with the senior team and to attend its meetings where applicable. However, in such a model there must be absolute clarity that the Secretary is accountable to Council for corporate governance work and is strong and senior enough to defend that territory.

106. The current Secretary to Council is only able to devote about 30% of her time to Council work and a number of members, while praising her capability, have concerns about her capacity. We conclude that Council needs to determine what it needs from the Secretariat in terms of resources so that a proposal can be formulated for consideration under the planning process for resourcing, perhaps gradually in view of current circumstances. Such a review can then consider what areas should be the responsibility of the Secretary, both in terms of corporate governance and operational responsibilities. Being Secretary to Council, subject to appropriate office support, needs not be a full-time role but should, we suggest, be nearer a 50% than 30% allocation. There are also issues of capacity in the Secretariat team as a whole.

107. We **suggest (S8)** that a role of University Secretary should be configured to focus on governance, regulation, legal and compliance, delivering the changes agreed following this Review and with sufficient contracted time so to do. Such a role might be combined with other managerial responsibilities provided the accountability of the Secretary to Council through its Chair in relation to corporate governance is not compromised.

Corporate Counsel

108. Some interviewees, familiar with the role in other contexts, have suggested that corporate counsel should be present at Council meetings given the extent of legal obligations and need for legal advice. Our conclusion is that this is not necessary as long as Council, via the Secretary, is able to commission timely professional legal advice either through the in-house legal service or externally.

COMMITTEES

Introduction

109. We were able to observe Finance, Audit, Academic and Education Committees, and our reflections are in this Section.

110. We were not able to observe the Nominations and Remuneration and Human Resources Strategy Committees of Council. Our conversations have generally confirmed satisfaction with the operation of these two Committees, but on membership the Students' Union representatives did query with us whether student representation should be extended to these committees. UCL may wish to explore this in future.

Finance Committee

111. UCL's Finance Committee is appropriately constituted. It has seven members, four of whom are external members of Council thereby providing a sufficient balance of independence.

112. The academic members bring a helpful different perspective to that of the external members. The Committee's remit, covering broadly two areas, finance and estates, is clearly set out in its terms of reference.

113. Given the pivotal strategic role of this Committee, the view was put to us that the remit and title of this Committee should be changed to Finance, Resources and Performance, and that it should absorb into its remit the work of the Estates Management Committee. We understand that this reflects to an extent the current de facto position. (There is still likely to be a need for the estates dimension to be covered in a subcommittee of the new Finance, Resources and Performance Committee. It would be helpful if these new arrangements offered the possibility of increased involvement by academic staff.)

114. The terms of reference, however, do not allow for co-opting members onto the Committee, which is permitted under Regulations (5.9). The Committee should consider the merits of this, in order to give more flexibility on future appointments and, where necessary, bring on

Committee papers are of good quality, but some members comment that business cases for projects are not always sufficiently rigorously thought through.

specific expertise where this is not available on Council or where capacity amongst Council members is lacking.

115. During our interviews we were consistently told that its meetings are well-chaired and that the Chair of the Committee is inclusive, open and well-prepared. She prepares a short briefing note for members of the Committee after papers are circulated - this is very much appreciated by members and could be a good model for other UCL Committees. Some committee members say they do not receive meeting papers sufficiently in advance; the papers for the May meeting were, however, sent out in good time, a full week in advance of the meeting. If this is achieved regularly, this would be sufficiently timely even if occasional papers are late.

116. In many respects, committee papers are of good quality, but some members comment that business cases for projects are not always sufficiently rigorously thought through. Although the overall UCL strategy provides a broad framework for prioritising investments, some members tell us that prioritisation in practice can be difficult. This is particularly the case when, at UCL, property acquisition opportunities can arise at short notice. In particular, whilst individual business cases may be evident, it is not always clear how projects align to UCL's overall mission and goals. (So, for example, committee members tell us projects may proceed because they are important to UCL's reputation and status even if individual business cases are not sufficiently compelling). Moreover, proceeding with one project will also invariably have a knock-on effect on others. A review of the overall project prioritisation and approval processes will be beneficial.

117. It is not uncommon for universities to struggle with serendipitous opportunities which do not fit neatly into existing plans. Examples might include world-class professorial hires who can only relocate their team with very significant capital and revenue investment, an unexpected opportunity to acquire land and/or property, or the need to respond to a bidding call with a financial opportunity. Given the strength of the UCL brand, its geographical location and the strength of its key partners, these opportunities might be expected to arise more at UCL than at many other universities. In our experience there are interventions that can help to diffuse concerns, although disruption from unexpected opportunities cannot be completely eliminated.

118. It is important to embed serendipity as far as possible in strategy, i.e. not to have an estate master plan or strategy that is too rigid. Members of key committees need to be acclimatised to new proposals so that they do not feel "bounced" or surprised. The more controversial or sizeable the opportunity, the more management needs carefully to prepare the ground. It should not be necessary for Finance Committee to adjudicate between competing priorities. Paperwork and briefings should be clear about investment appraisal, relationship to strategy, option appraisal and project management. Opportunity costs and the effect on the overall capital programme should also be considered. The objective should be to tell the story clearly and simply enough for Finance Committee to be able confidently to approve or recommend approval to Council. Committee members who are not involved in the day-to-day management of

It is important to embed serendipity as far as possible in strategy, i.e. not to have an estate master plan or strategy that is too rigid. Members of key committees need to be acclimatised to new proposals so that they do not feel "bounced" or surprised.

UCL should be able to reach an informed opinion based on the wider UCL context, comparative data, and the balance of risk and opportunity. It may be necessary to supplement the resource available to Finance Committee as part of the review of the Secretariat we propose, in order for it to be able to scrutinise in this way.

119. Some of those we spoke to expressed surprise that Finance Committee had not met more frequently since the onset of the Covid-19 pandemic, and that the Committee had not been more engaged. The position in relation to alumni funding and investment values, for example, can change with little notice such that members' timely input into the evolution of UCL's finance strategy would be helpful.

120. We were able to observe the 14 May meeting of the Finance Committee, which was held using MS Teams. The agenda of the meeting was understandably heavily focused on the impact of Covid-19 and measures to mitigate the impact. The Committee received a financial sustainability update and considered the draft budget for 2020-21. There was a high level of engagement and thorough discussion of these topics at the meeting. Challenge came from Committee members who were well-prepared for the meeting and responded to by management without defensiveness. The meeting was well-chaired. She summed up effectively, ensuring that, where decisions were necessary, they were clearly agreed after appropriate discussion.

121. We have the following **recommendations** on the remit and work of this Committee:

R12: The remit and title should be formally extended to Finance, Resources and Performance Committee, embracing within that remit its coverage of estates matters.

R13: UCL's framework and processes for prioritising projects should be reviewed to ensure that the Finance Committee gets early sight of projects, including those that arise from unanticipated opportunities. This process should ensure that key factors are taken into account at an early stage (e.g. alignment with the strategic plan, impact on other planned or in-process projects, and factoring in the academic perspective).

R14: The Finance Committee should consider allowing for co-opting members to the Committee.

Audit Committee

122. As part of this review, we observed the meeting of the Audit Committee held on 31 March 2020. With the 'lockdown' in place, this was the first Council or Committee meeting to be held using video conferencing (Microsoft Teams). It was very well-run. The Chair introduced the meeting by clearly setting out its overall purpose and what it was intended to cover. He also ensured Committee members had the opportunity to make comments and ask questions, and there was a good level of discussion and challenge from all members. It was evident that members were well-prepared. The meeting was kept to time and, in fact, finished ahead of the scheduled finish time with all agenda items covered appropriately.

123. The committee is appropriately constituted, with the four members of Council (including three external members) and one co-opted member providing an appropriate degree of

UCL's framework and processes for prioritising projects should be reviewed to ensure that the Finance Committee gets early sight of projects, including those that arise from unanticipated opportunities.

independence and financial expertise. The Committee Chair is now in his fifth year on the Committee and the co-opted member is in his seventh on the Committee; accordingly, succession for the Committee should be considered.

124. Members are kept up to date, for example at the meeting we observed, on developments in audit regulation. The Committee's Secretary provides high quality support and the Committee's papers are of good quality. However, as noted earlier in Section 3 of our Report (Table 6, **Suggestion 6**), the Committee, like Council, would benefit from receiving its papers via a secure board portal.

125. The Committee gives good focus to the areas we would expect it to. In the current year, it considered tenders for internal and external audit. These tenders were well-run. Unusually, the Committee Chair did not participate in the interview panels, but he nonetheless contributed to the decision-making in relation to the tenders. Normally, the Committee discusses all internal audit reports issued in the period but, to best manage time with the meeting held by video conference, the focus was on audits receiving 'partial assurance' opinions. We suggest that the reduced focus on 'significant assurance' reports continues in future and these are taken as read.

126. The Committee has a good set of terms of reference, but improvements could be made in two areas. We understand that the Committee oversees whistleblowing allegations and investigations, but the terms of reference do not refer to this. Additionally, the terms of reference, in relation to risk, describe the Committee as having responsibility for "monitor[ing] the strategy for implementing UCL's Risk Register, and receive regular progress reports…". A more informative description of the Committee's responsibilities for risk should be set out in its terms of reference.

127. We make the following **recommendations** in relation to Audit Committee:

R15: Working with the Nominations Committee, the Audit Committee should give consideration to succession of its longer serving members, including the Committee Chair, allowing sufficient handover. With new co-opted members, steps should be taken to ensure they receive sufficient induction and are kept up to date on the broader UCL context.

R16: The terms of reference of the Audit Committee should be updated to explain, in more detail, its responsibilities in relation to risk and whistleblowing.

Academic Committee and Education Committee

128. The Academic Committee is a large body of nearly 50 members comprising the Provost, 4 Vice-Provosts, 11 Deans, the Registrar, 7 Directors and related roles, 11 Faculty Tutors, 3 Students' Union representatives, 3 staff with student related responsibilities, and 8 academic staff (including at least one Professor and one non-Professor from each School), elected by and from the professorial and non-professorial academic staff members of the Academic Board.

129. The UCL website contains the following description of the accountability and role of the Academic Committee:

"Subject to any general or particular direction that may from time to time be given by the

Working with the Nominations Committee, the Audit Committee should give consideration to succession of its longer serving members, including the Committee Chair, allowing sufficient handover.

Council, the Academic Committee is charged by Council:

To consider and advise the Council, through powers delegated by the Academic Board, upon all academic matters and questions affecting the educational policy of UCL, the organisation of teaching, examining, research and courses of instruction, including the following: (i) matters concerning academic co-operation between UCL and any other body; (ii) appointments to established Chairs and Readerships tenable at UCL; (iii) the award or revocation of degrees of UCL and of the University of London.

To maintain an overview of UCL's academic strategies, policies and procedures pertaining to the following: (i) research; (ii) teaching and learning; (iii) definition and maintenance of academic standards; (iv) examinations and assessment; (v) innovations in educational practice; (vi) programme development and review; (vii) student behaviour and discipline; (viii) student experience; (ix) academic staff development; (x) quality management and enhancement.

In discharging the foregoing responsibilities, to: (i) set up working groups etc to assist the Academic Committee; (ii) prescribe their terms of reference and constitution; (iii) maintain an overview of all matters falling within their purview."

130. The website then goes on to list a cluster of Standing Committees reporting to the Academic Committee, which include the Education Committee. The Academic Committee is also required in particular to receive an Annual Report from the Vice-Provost Research on the development and implementation of UCL's Research strategy.

131. The Education Committee, to summarise the information on the website, is described as a sub-Committee of Academic Committee - to define, monitor and review the strategy, policy and procedure in respect of UCL's taught students, and on behalf of the Council and Academic Committee, and to monitor and review the implementation of UCL's Education Strategy. Under that general remit there are a number of specific responsibilities relating to approval of programmes and modules, quality, accreditation, partnerships and standards.

132. We have looked at the roles of the Academic and Education Committees from the perspective of the HE regulatory requirements and frameworks. In terms of public interest governance principles, the Office for Students requires that "the governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate or / academic board (or equivalent)." [3]

133. The proposed new CUC Higher Education Code of Governance states in relation to academic assurance responsibilities of governing bodies: "*The governing body must receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards, the integrity of academic qualifications and will work with the Senate/ Academic Board or equivalent as specified in its governing instruments to maintain standards and continuously improve quality. Governing bodies will also wish to receive assurance that specific academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.*" [4]

[3] https://www.officeforstudents.org.uk/advice-and-guidance/regulation/public-interest-governance-principles)

[4] https://www.universitychairs.ac.uk/wp-content/uploads/2020/01/HE-Code-of-Governance-DRAFT.pdf

134. From our observation of meetings, study of papers and minutes of meetings, and our conversations, we are satisfied that the thorough processes undertaken by these two Committees and the family of Committees and sub-Committees that support them are sufficient to deliver assurance to Council in the critical area of academic standards. We do however have reflections on the wider issue of assurance in Section 8.

135. We are of course fully aware that the relationship between these two Committees, Academic Board and Council is a contested area, and that the Commission of Inquiry Report takes the view that these arrangements do not provide opportunity for the wider academic community, channelled through Academic Board, to be sufficiently involved in the formulation and scrutiny of academic matters of central importance to the university. These questions, along with our recommendations, are addressed in Section 8 on Academic Governance.

Creation of new Committees

136. The issue of whether any **new** Committees of Council might need to be created was discussed in a number of our conversations, but the general view was that the Council committee structure is broadly effective and efficient and that there is little appetite to create more committees other than the possibility of a Governance or 'Governance and Compliance' Committee.

137. Proponents of such a committee felt it could be a forum for seeking to resolve tensions, a point of liaison with the Governance Committee of Academic Board and a filter to assist Council in its compliance work in order to enable Council itself to focus on strategy and performance.

138. Opponents felt that the creation of the committee was unnecessary since governance compliance could be dealt with by expanding the remit of Nominations Committee and that, in any case, Audit Committee deals with wider compliance/ risk matters. It was also felt there was a danger that the committee could undermine or second-guess the authority of the Chair.

139. We conclude that, in the light of the general antipathy to more committees, there would need to be greater support for the creation of a new committee than is currently evident. We see merit in expanding the remit of Nominations Committee to encompass governance compliance issues e.g. in relation to the CUC Code or OfS registration. We do, however, propose that a time-limited task-and-finish Governance Working Group is created to oversee the implementation of the Effectiveness Review and that the working group should be drawn from Council members, perhaps chaired by the Vice-Chair with one other lay member, an academic staff member and a student member.

140. In the event that the work of the group was seen to be of such value that it should be continued then Council could give consideration, should it so wish, to the creation of a Governance and Compliance Committee.

141. We **recommend (R17)** that a Governance Working Group be established on a task-and-finish basis to oversee the implementation of the Effectiveness Review.

We recommend (R17) that a Governance Working Group be established on a task-and-finish basis to oversee the implementation of the Effectiveness Review.

ACADEMIC GOVERNANCE

Overview

142. The issues of academic voice and governance have featured heavily in the period since the last external review of Council, and particularly since the internal review of Council led by the then Chair in 2016. Whilst these issues may not have undermined the outstanding success of the institution in research, teaching and enterprise throughout this period, they have at times threatened external reputational damage through the publication of critical letters and stories about discontent in the UCL academic community.
143. Internally - whatever the rights and wrongs about the arguments made about management style and academic engagement – the issues have been an almost constant concern for members of Council and the senior management team as a backcloth to major strategic, investment and financial decisions.
144. We hope that a major outcome of this review will be a shared recognition that it is time to develop a new, collaborative, relationship between academic, executive and institutional governance. The focus should be on shared key principles and core relationships and a collaborative spirit in implementing accepted recommendations.
145. There appears to be a consensus that the academic governance arrangements that exist now are not fit for purpose. Many have argued to us that issues like academic assurance happen in spite of the formal structures rather than because of them. What must happen is that, in advance of and in parallel with the proposed measures to change these structures, commitments must be made to trust-building behaviours between the key players.
146. By way of background, we start with the briefest of summaries of two important contextual documents:
    1. The Decision by the Visitor on the Petition by Professor Tony Segal regarding the arrangements for governance at UCL (the Visitor's Report).
    2. The Commission of Inquiry

There appears to be a consensus that the academic governance arrangements that exist now are not fit for purpose.

Report of the UCL Academic Board (the COI).

Visitor's Report

147. The main thrust of Professor Segal's petition was that academic members of Council were side-lined and/or bullied and that this contravened UCL's constitution. The Petition asserted that Prof Michael Arthur (President and Provost) and Dame DeAnne Julius (Chair of Council) were intent on driving through a programme of rapid expansion of UCL, exposing it to serious financial and academic risks, and that this was being done without proper consultation with, and the authority of, the Council, and without adequate discussion with the Academic Board.

148. The petition focused particularly on a number of critical incidents of the use of the Council Chair's Action by Council and Committees. The final recommendation read as follows:

"In addition to directing that the powers of Finance Committee should be determined by Regulation, I recommend that:

1. *The Council should consider the wording of Statute 9 [relating to Chair's Action] and give consideration to amending it if it does not work well in practice.*
2. *Where possible, members of Council, or other committees, should be informed in advance of any proposal to take Chair's action.*
3. *Senior management should take a proactive approach to identifying potential issues in meeting agendas and ensure that, where issues arise, there is sufficient time for debate.*
4. *UCL should review the effectiveness of AB and consider whether any reforms would increase the ability of academics to have their views heard. Council and other committees should be alert to members raising issues on behalf of academics whose views may not have been effectively aired elsewhere.*
5. *When challenges are raised before Council (or other committees), they should be treated sensitively and courteously, both at the meeting and in any minutes or other record of the meeting."*

149. We understand that UCL is looking at the implementation of paragraph 1 in relation to Statute 9 and Chair's Action. Many of the Report's issues have continued to be the subject of continuing dispute by a group of members of Academic Board which then became the heart of the COI Report (below).

Academic Board Commission of Inquiry Report [5]

150. The following is a short summary, attached to a UCU communication seeking comments from UCL members:

"The Report of the COI, which was established by AB to review the problems reported in UCL's governance, decision-making and strategic direction, was presented to AB in February. Subject to Covid-19 developments, the report will be discussed again, and its recommendations voted on, at AB in the summer term. The COI planned to hold a Town Hall meeting to invite discussion of its recommendations, but this was cancelled. We would still like to hear responses from across UCL.

In its report, the COI made recommendations that include:

- *Forming an Executive Committee for Academic Board.*
- *The mandatory inclusion of an Academic Impact Assessment in*

[5] The report can be read in full at: https://www.ucl.ac.uk/ucu/sites/ucu/files/coi_final_report_open_version.pdf

business cases.

- *Education Committee should be made directly accountable to AB.*
- *Appointment of Deans should have selection committees that allow greater faculty voice.*
- *Enhanced communication between Council and AB.*
- *Creating a staff ombudsman for dealing with work-related conflict resolution on the principles of confidentiality, impartiality, informality and independence."*

151. The Halpin Review team attended the meeting of the Academic Board on 12 February 2020 when the Report was presented by its author, Professor Stephanie Bird. We have studied the Report in detail. The issues contained in the COI Report were the subject of almost every conversation and focus group we held, so we have gained a clear sense of where the consensus and the fault lines are located. We have also set the recommendations against the benchmarking data we were asked to collect by the CEROG Group.

Options for Change

Background

152. A prominent feature of our review has been a background of tension between some members of the Academic Board, its six elected members on Council, senior UCL managers and sometimes lay members of Council. Such tension is of course not unknown in universities, but we would suggest that others have managed it more successfully and certainly less publicly.
153. The sentiment that academic disputes are so virulent because the stakes are so low has been attributed to many, including Henry Kissinger, but it is now outmoded since the discourse has generally become more professional and less self-referential - and the stakes are anything but low. Literally thousands of families rely on UCL for their livelihoods, hundreds of thousands of students and graduates depend on its reputation in a highly competitive world, and millions benefit from its world-leading research.
154. Sir Edward Boyle, when he was Vice-Chancellor of the University of Leeds in the 1970s, was in the habit of advising university administrators that they should assume they were an evil and only ask themselves if they were a "necessary evil". Thankfully those days are long gone.
155. Academics now work as part of teams and in partnership with managers and administrators to achieve shared goals. Whether it be in research support, human resources advice, financial support, information services, student support and many other areas, groups of professionals, including academics, recognise that they need each other's skills and expertise.
156. In universities that have built such successful partnerships these changes are accompanied by a recognition that the academic endeavour (research, education, knowledge transfer) is the primary purpose, and that leadership, management and governance exist to support that core purpose. These universities are therefore by definition academically led but professionally supported with mutual recognition of the value of both activities making the whole better than the sum of the parts.
157. We make these points since our conversations and observations lead us to conclude that, at least among the constituency we have encountered, that sense of partnership has largely broken

The issues contained in the COI Report were the subject of almost every conversation and focus group we held.

down. Academic staff seem to be suspicious of management motives, lay members of Council seem to be concerned that academic members have too narrow a frame of reference.

158. Academic Board members feel independent members have insufficient understanding of universities and are too driven by financial matters. Some Academic Board members do not regard senior academic managers as academic colleagues, notwithstanding their academic credentials and interests. This is a discourse which can easily descend into stereotyping since in fact a number of lay Council members have considerable academic experience in their own right, and some academic members have management responsibilities within their academic areas.

159. In truth, Council needs all the skills and experience represented around the table and it should be noted that, without exception, Council members respect the student voice and listen carefully to the Students' Union members. The aim should be to replicate that all around the Council table.

160. There is a widespread view that the arrival of a fairly new Chair of Council and a new Provost next January provides an important opportunity to reset and avoid further retrenchment. In our view there is sufficient goodwill to achieve that, but it will require a change of culture and of practice, with the avoidance of entrenched positions, resistance to change, 'not invented here' syndrome and a willingness to walk in each other's shoes. It is against this background that we have considered the academic governance of UCL. In the face of the Covid-19 emergency, business as usual is not an option.

What is academic governance?

161. In a sense academic governance is simply part of the overall corporate governance of UCL for which Council is responsible as the governing body. Para 2.9 of Element 2 of the draft revised CUC code reads as follows:

"The governing body must receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards, the integrity of academic qualifications and will work with the Senate/ Academic Board or equivalent as specified in its governing instruments to maintain standards and continually improve quality. Governing bodies will also wish to receive assurance that specific academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed."

162. Para 2.10 requires the governing body to understand and respect the principle of academic freedom i.e. for academic staff: *"the ability within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges".*

163. In addition, the sector regulator the Office for Students (OfS) requires governing bodies to assure themselves of the academic quality and standards of their provision as a condition of registration and consequently access to student support i.e. full-time home/EU undergraduate tuition fee income and OfS funding.

164. The Council is therefore ultimately responsible for assurance in relation to academic quality and standards. In chartered

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universities such as UCL however, the academic authority is the Senate or Academic Board, generally advised by a number of committees relating to quality assurance and enhancement and the quality of the student experience.

165. Historically, Councils have been reluctant to "park their tanks on the academic lawn" but more recently, driven by regulatory requirements and more publicly available comparative information to interrogate e.g. the National Student Survey and graduate employability data, Councils have taken more interest in the "core business".

Academic Governance at UCL

166. UCL's academic governance, according to our comparative data, is unique in the chartered Russell Group segment of the sector in having an Academic Board where all professors (some 1,300) are members *ex officio* along with an Academic Committee of Council and associated Education Committee. The more usual configuration is a Senate comprised of elected and *ex officio* members with its own quality assurance mechanisms through its committee structure.

167. Councils of universities with Senates will generally take assurance from Senate in relation to quality and standards in the knowledge that Senate oversees a professional process of learning from and complying with Quality Assurance Agency (QAA) reports and guidance, national and international datasets and its own performance assessing and monitoring processes.

168. In considering academic governance at UCL, in accordance with our remit, we have been informed by our interviews, the CoI report, the Visitor's Report and our knowledge and considerable experience of governance practice.

169. Any review considering academic governance at UCL needs to be cognisant of the history of the institution and its jealously guarded culture of independent minded academic enquiry, robust discourse and high levels of academic autonomy. Clearly, all these factors have combined to create an institution of global standing and reach, respected throughout the world.

170. Some of our interviewees feel that UCL is *sui generis* and has no obvious comparators. Some see Oxford's Congregation and Cambridge's Regent House as the model for direct rather than representative democracy. Others take the view that reform is required since it is difficult to take assurance from a body with some 1,500 members, most of whom never attend a meeting. They argue that the need for change is demonstrated by Council needing to have its own Academic Committee (albeit deriving from Academic Board powers) rather than relying on direct assurance from the Academic Board.

171. Advocates of the current Academic Board point out that any deficiencies arising from its size can be remedied by adopting the CoI proposals, in particular the creation of an Executive Committee of Academic Board. A further group would prefer a Senate structure but believe either that reform would be too difficult to achieve or only achieved at too high a cost in terms of institutional disruption i.e. "the game is not worth the candle". For others, the concept of unripe time is advanced, i.e. the Covid-19 emergency eclipses everything else even if reform is desirable.

172. It seems clear to us that any

UCL's academic governance is unique in the chartered Russell Group segment of the sector in having an Academic Board where all professors are members *ex-officio*.

reforms would need to await the arrival of a new Provost and in any case would have to take a back seat in the face of the coronavirus crisis. This gives time and space to consider options, to debate and consult hopefully in an openminded spirit of enquiry consistent with UCL's traditions and culture.

173. Against that background (and on the assumption that the status quo is not an option) we put forward two options for consideration, namely a reformed Academic Board as envisaged by the CoI and the creation of a representative Academic Board rather than the current hybrid model where all professors are members and others are elected or *ex officio*.

174. It may legitimately be asked what problem are we seeking to fix in putting forward an alternative (and preferred) option to that of the CoI? Our answer lies in the evidence base. The tension between Academic Board, senior management and Council was cited far more than any other as the issue that needed to be addressed in the review. It has resulted in a low-trust environment, some reputational damage, a high overhead in dealing with all that has flowed from the disputes and has led to the CoI and the Visitor's reports which we are required to consider. We hope that our proposals will generate a constructive debate and create the conditions for cultural and organisational change.

The Academic Board

175. Article 8 of UCL's Royal Charter requires an Academic Board responsible, subject to the powers of Council, *"for the academic work of the College in teaching, in examining and in research and for the regulation and superintendence of the education of the Students of the College"*. Statute 7 sets out the membership. It is chaired by the Provost and the *ex officio* membership includes all serving Professors. Not less than a quarter or more than a third of members are elected from non-professorial academic and professional services staff. Not more than thirteen students are also members including at least two postgraduates.

176. The duties of the Academic Board are also set out in the Statute excerpt below.

Table 7: Charter and Statutes and Ordinances of the University, Statute 7

The following powers and duties of the Academic Board are laid down by Statute (Statute 7):

Subject to the provisions of Article 8 of the Charter and to the Statutes and Ordinances of the university, the duties of the Academic Board shall be:

(a)To consider and advise the Council upon all academic matters and questions affecting the educational policy of the College, the organisation of teaching, examining, research, and courses of instruction, including the following:

(i) Matters concerning academic co-operation between the College and any other body;

(ii)Appointments to established Chairs and Readerships of the University of London tenable at the College;

(iii) Any other matter that may be referred to it by the Council.

(b) To consider and advise the Council upon conditions and tenure of appointment of Members of the Academic Staff.

The tension between Academic Board, senior management and Council was cited far more than any other as the issue that needed to be addressed in the review.

(c) To discharge such other duties and functions connected with the College as the Council may from time to time assign to it.

(d) To elect and nominate as and when necessary Members to the Council in accordance with Statute 3(1).

(e) To recommend the award of degrees of the university.

11. Subject to the provisions of the Charter and these Statutes the powers of the Academic Board shall be governed by Regulation or decision of the Council made in manner hereinbefore provided.

12. Subject to the provisions of the Charter and these Statutes, and to such powers as may be delegated to it by the Council, the Academic Board shall have power to delegate upon such conditions as it may from time to time determine any of its powers and duties to Faculty Boards or Committees or Sub-Committees formed from its own number or otherwise appointed, or to Officers of the College, with or without power to the Faculty Boards, or such Committees or Sub-Committees further to delegate any of the delegated powers to any subordinate body.

177. The Regulations for Management (often termed 'Ordinances' in other chartered universities) set out in Regulation 3 the operational arrangements for the Board including the election and appointment of members, setting a quorum of 40 and arrangements for summoning meetings. Regulation 4.2 sets out the membership and remit of the Academic Committee which is much smaller and roughly equates in size and shape to the senates of some universities.

178. Attendance at Academic Board meetings varies both in terms of size and composition. At the meeting we observed to consider the CoI report, several hundred were present. Looking at the Minutes of meetings in recent past years attendance is generally in the low three figures but always inevitably a small proportion of the membership. Given that over 80% of Board members are professors, professorial attendance seems relatively lower both in absolute terms and markedly in proportional terms other than at special meetings e.g. to consider UCL East.

179. We have seen data for the period October 2017 to May 2019 which indicates that 534 individuals attended the Board over the period. During the period over 60% of members attended no meetings, 248 attended once and 107 twice. 24 members attended eight or more meetings.

180. Advocates for the Academic Board argue that attendance is a good way of gauging strength of feeling in the community, with a higher turnout for issues such as UCL East or the CoI report which generate a lot of interest and discussion.

181. However, with a quorum of 40 and a generally smallish turnout it could also be argued that attendance is too random to provide the assurance Council requires. We suspect that the Academic Committee has had to be created to provide a more consistent framework upon which to base assurance. It can also be argued that if the Academic Board were able to provide a more stable platform, Council would be able to rely upon it more.

182. This does not imply that the Academic Board should in any way be "captured" by Council. Indeed, the existence of an academic authority which would obviate the need for Academic Committee would have the effect of returning academic autonomy where it belongs i.e. in an academic body.

Criteria

183. There seems to be common ground that change is required, both culturally and structurally. Of the two options we consider we take the base case of the CoI report as the blueprint for Academic Board reform alongside the representative Academic Board (or Senate) which is universal in other chartered universities. It is of course always possible to produce other options, such as an expanded Academic Committee, However it seems to us from our conversations that views broadly elide with the implementation of the CoI report, or a new reformed body which would look or feel more like a Senate in other chartered Russell Group universities.
184. In order to evaluate options, we offer six criteria against which to measure the proposals as outlined in Table 8 below. We have also had regard to the recommendations of the Visitor.

Table 8: Criteria for Academic governance

1. Do the arrangements provide the academic and relevant related professional services communities with voice and agency?
2. Are the arrangements robust and fit for purpose enough to enable Council and external agencies such as QAA, OfS and professional accrediting bodies to place reliance upon?
3. Are elected members in the majority over *ex officio* members in order to safeguard independence and avoid management capture?
4. Is there a clear line of accountability in the arrangements (including subordinate committees) administratively to the Provost as chief academic and administrative officer and in governance terms to Council?
5. Are the arrangements effective and efficient and operable at reasonable cost?
6. Will the arrangements stand the test of time?

Option A: The CoI option

185. The CoI report is a comprehensive piece of work with 38 recommendations, including that its report should be considered by this review (recommendation 34). We have reviewed the version of the report submitted to the 12 February Academic Board together with a further version received by us on 22 May 2020. We have not in the time available been able to carry out a detailed reconciliation of the changes between the two versions, and in any case, we understand this is being done by the Council Secretariat. We have, however, considered the latest version, and in particular, revisions to the appendices and tested it against our analysis and recommendations below. We believe that our analysis and conclusions remain valid and should stand.
186. Key proposals in relation to the work of the Board itself are the creation of an Executive Committee (Ex Com) chaired by a member elected by the Committee, that UCL does not adopt a Senate, that Academic Board withdraws its delegated powers to Academic Committee and that Education Committee becomes a committee of Academic Board.
187. The Chair of Education Committee should be elected from the Academic Board. At the risk of oversimplifying a complex report, the overarching objective seems to be to strengthen the control of academic matters

with those who carry out the teaching and research by de-powering Academic Committee (which reports to Council), guiding business through an Ex Com and the enhanced role of the Governance Committee of Academic Board (GCAB) and making Education Committee unequivocally subordinate to Academic Board with an elected rather than appointed Chair.

188. It is our assessment (rather than that of the Commission) that it could be argued that the reforms are required because the Academic Board is too large, random in its attendance and cumbersome to oversee quality and standards in a huge, complex institution. In some ways the Education Committee described in Appendix 1 of the Report is similar to Senates elsewhere in its composition.

189. The Academic Board as currently constituted is a hybrid between direct and representative democracy i.e. all professors are members, but other categories are elected, proscribed by office or limited in terms of numbers. Given that professors provide academic leadership it may well be intentional that they are by far the dominant force constitutionally but in practice only a small proportion of them attend meetings. This raises the prospect of an Academic Board operating extensively through a small number of committees at risk of being controlled by a relatively small group.

190. An Education Committee with an elected Chair rather than the Vice-Provost Education would lose the thread of accountability from Vice-Provost to Provost to Council. The proposed arrangement partly meets our criterion (1) albeit heavily in favour of the professoriate; criteria (3) and probably (6); but given the history of UCL, it may struggle with criteria (2), (4) and (5).

Option B: A Representative Academic Board

191. Appendix 10 of the CoI report considers "The Senate Question". It states that the Academic Board was established in 1832 "to give professors a say in the running of the university". At that time UCL would presumably have had only the Oxbridge collegiate model as a reference point since the civic universities such as Manchester, Birmingham etc. were established later using a Court, Council, Senate model. We would of course defer to others who know much more about UCL, but it seems plausible to us that the model of an Academic Board with all professors as members derives from this early culture.

192. The CoI appendix raises a number of concerns about the Senate model, including:
    - A smaller elected body might reduce the ability of academics to respond in meetings to matters of great importance to them as they arise;
    - A tendency for smaller bodies to have "professionalised" members, higher levels of confidentiality and "to merge more with the Executive";
    - Structural change would not resolve issues of academic voice.

193. Understandably, given its advocacy of the UCL Academic Board model, the appendix does not address the question why, if it is so defective, the Senate model is the default option in chartered universities other than UCL?

194. If to be professional is to be expert, in the service of others and dispassionate, we do not regard professionalism in committee members as a defect. In our experience Senates

The Academic Board as currently constituted is a hybrid between direct and representative democracy

are robust, independently minded and challenging of the Executive. They would, in our opinion, be reluctant to sub-contract their powers to an Academic Committee of Council and regularly report to or communicate with Council by means of a Senate report placed high on Council agenda.

195. It is true that some Senates have become concerned that in such a fast-moving, competitive environment with many external demands, there is a danger that they become a dignified part of the constitution, too large and meeting too infrequently to respond with agility. But if that is true of Senates with 70 or so members it will be more so for an Academic Board with in excess of 1,500 members. Where there are single issues of concern and controversy it is always of course possible to convene "town meetings" open to all, and we would expect that the Provost would wish to engage with such meetings. Some chartered universities have Courts representing the wider community, general assemblies or public/town meetings where issues of concern can be addressed.

196. We appreciate that this may be seen by some as a controversial point but as independent advisers we ask advocates of the Academic Board to ask themselves: "If it is the case that we feel side-lined by management, is there a problem with us? Is it challenging for management and Council to take assurance from a body created for the 19th rather than 21st Century? Are there reforms which would return academic agency and voice to the community and obviate the need for Council to take assurance elsewhere than from the Academic Board?"

197. We believe that UCL should consider a representative model with a reformed Academic Board being unequivocally the keeper of the UCL degree, with a range of academics, students, teaching and research staff and professional staff elected and appointed to give a balanced representation of the community and with a majority of elected members. Meeting regularly with committees advising on matters such as quality and standards, the student experience, research, knowledge transfer and ethics such an Academic Board could be a powerhouse fulfilling all of our criteria above.

198. Given the size of UCL's academic community and its traditions, we accept that it might be a bridge too far to introduce a representative Academic Board of the size typically seen in other chartered Russell Group universities (often 50-70 members). We could envisage an Academic Board of at least 100 members, configured in such a way that elected members were always in a majority over appointed and *ex officio* members. The categories of membership might be as follows:

Category 1 - *Ex Officio*

The President and Provost (Chair)

The Vice-Provosts

The Deans

Two representatives of the Students' Union

Category 2 – Other senior academics

Senior academics to be determined by UCL e.g. drawn from Associate Deans, Heads of Department, leading Principal Investigators.

Category 3 – Elected members

These would always be in a majority over all other categories of members. They would include

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professorial and non-professorial academics, professional services staff and possibly research staff/ teaching fellows to ensure an inclusive membership. They would be drawn from across the institution through an elective process to be set out in Regulations for Management.

Category 4 – Co-opted members

These need not be voting members but might include:

Librarian/Director of Information Services or equivalent

Registrar and Head of Student and Registry Services

Representatives of partner institutions

Other senior staff involved in education/research/innovation

Category 5 - Student members

This category would include other student representatives (undergraduate, postgraduate and international students).

Proposal on academic governance

199. Although we do not have the detailed knowledge and experience of UCL which readers of our report will have, we do have the advantage of distance, perspective, independence and wide experience of higher education. We have listened carefully to many of the key players.

200. Of the two options we present we conclude that option B (a representative Academic Board) meets the criteria (set out in table 8) more fully than option A. We understand that it may be argued that our criteria are inappropriate or that we have inadequate understanding of the traditions of UCL. We invite Council to give due and impartial consideration to our view that, on balance, a representative Academic Board with all academic authority, subject to the overall authority of Council residing in it, will serve UCL better and that Council consults widely on the proposal. If required, we stand ready to develop a detailed proposal.

201. We **recommend (R18)** that Council considers and consults widely on the option of creating a representative Academic Board along the lines set out above, with a majority of elected members. This would replace the current Academic Board, Academic Committee and Education Committee, having regard to the need to maintain and enhance academic voice and agency. This recommendation should be considered alongside those of the CoI.

We recommend (R18) that Council considers and consults widely on the option of creating a representative Academic Board along the lines set out above, with a majority of elected members. This would replace the current Academic Board, Academic Committee and Education Committee, having regard to the need to maintain and enhance academic voice and agency. This recommendation should be considered alongside those of the CoI.

ASSURANCE AND PERFORMANCE MONITORING

202. In this Review, we have dealt with various dimensions of assurance and monitoring of institutional performance. In section 7 on Committees, we express satisfaction that academic assurance is delivered on behalf of the Academic Board by the Academic Committee, the Education Committee and its family of sub-Committees.

203. But we then qualify that with our reflections in Section 8 on the appropriateness of the structures of academic governance. In the Committees section, we give very positive feedback on the work of both the Finance Committee, with a recommendation that its role be extended to include Resources and Performance, and on the Audit Committee (with some reflections on the monitoring of risk).

204. Throughout our review we have asked ourselves whether there might be improvements as to how the Council both gets assurance and monitors performance in such a complex institution. This short section brings a number of those reflections together.

205. UCL is a hugely complex, devolved organisation - and a conundrum. We are told that, despite the comments in the CoI Report on top-down managerialism, it is a badge of honour that it operates on a bottom-up, individualistic basis and that *"it's impossible to mandate anything at UCL"*.

206. We suspect that many staff will owe their primary loyalty to their discipline, department or research group or even to third parties such as the NHS. We have sometimes found it difficult to entangle "the chain of command" (and we appreciate the very term will anathema to some).

207. From the point of view of any governing body, it receives considerable assurance if there is a golden thread of accountability from academic and service units (whether they be groups, departments or institutes) through to Deans/heads of services/Vice-Provosts/Provost. Through such a cascade of communications there should be a clear process of accountability by means of a Council-approved

scheme of delegation. We have seen the UCL Framework of Delegation, but a number of people have told us that they are not aware of any such explicit delegation.

208. Other than Oxford and Cambridge, few UK universities are in the spotlight as much as UCL because of its high-profile contribution to innovation and thinking. Constant external scrutiny (sometimes driven by interest in internal disputes which might not be reported in less illustrious or more remote universities) makes it likely that Council can be easily surprised and exposed to avoidable risk. The recommendations in this section are aimed at providing further assurance against this form of risk.

209. It is also important that Council is able to "live the values" it has set in the 2034 Strategy and that this values-driven governance is visible to the community. Council does not manage the university, but it must be assured that it is well-managed. Having said that, we do not detect a deficit of assurance among Council members. They receive reports from the Provost, Vice-Provosts and their committees and some Council members go out of their way to seek their own assurance e.g. by talking to staff and researching the website/reference sources.

210. Nevertheless, for the 20 people who are collectively the ultimate authority of the institution other than the Visitor, it is a huge task and responsibility to oversee such a sprawling operation. We believe that our proposals on academic governance and a wider performance monitoring role for a reconfigured Finance Committee should help, but we also make the following recommendations and observations.

211. We **recommend (R19)** in relation to assurance and performance:

- At the appropriate time after the Covid-19 emergency, Council should request the executive to commission a review of current reporting arrangements, internal communications, organisational structures, and resource allocation with a view to improving transparency, consistency and visibility to Council;
- The Secretariat should be asked to prepare a draft updated Framework of Delegation for the approval of Council which is widely disseminated after its approval;
- In the likely Covid-19-driven review of Strategy following the arrival of the Provost-elect, there should be a particular focus on reducing the number of enablers so that Council does not have to consider (as it did at its meeting in February 2020) three presentations on enablers at one meeting;
- Performance against implementation of the updated Strategic Plan should be routinely monitored by the reconfigured Finance, Resources and Performance Committee;
- The Council should enhance its 'dashboard' of key performance indicators to include benchmarking against a basket of sector competitors, to be presented and discussed at two Councils in each academic year;
- The Council considers the Risk Register as a specific discussion at least once and maybe twice each academic year.

It is also important that Council is able to "live the values" it has set in the 2034 Strategy and that this values-driven governance is visible to the community. Council does not manage the university, but it must be assured that it is well-managed.

IMPLEMENTATION

Culture and Transition

212. We have a serious concern that our analysis and recommendations for enhancement and change, particularly in the area of academic governance, will simply fuel the continuing process of discord and disagreement that we have witnessed and frustrate the prospects of implementation.
213. The aim of this concluding section is to explore how all the key players can find a basis for engaging more collaboratively in a way that which will start a healing process that promotes a positive culture and encourages them to consider options, seek consensus, and implement the changes.
214. Some of our recommendations and options may not be quite the 'right' ones, but what matters is that this process of reviewing these options stimulates a new style of engagement between the key internal stakeholders involved.

Reflections from the three lines of enquiry

215. At the beginning of this Report, we mentioned the three lines of enquiry we shared with our oversight group (CEROG) that underpinned our approach to the review at UCL. They were:
    - What are the main issues of concern being raised with regards to governance and to what extent are these consistent among different groups?
    - How can UCL's governance be developed in order for it to build the confidence of stakeholders and the ability to deliver strategy with agility and purpose?
    - Are UCL's governance framework and processes sufficiently robust in order to enable UCL to manage the complex risks it faces?
216. The 'main issues of concern' in the first line of enquiry are undoubtedly about academic governance and their effects on key relationships between Academic Board members, the senior leadership team

and independent members of Council. There is by no means a consistency of view across the different groups or indeed within groupings. **Before any productive debate on the options for academic governance can be held there must be measures to establish a fresh basis of trust in these key governance relationships.** Later in this section, we will suggest what some of those trust-building measures might be.

217. The second line of enquiry takes us straight to the key challenge of making any substantive change to the narrative around UCL governance, because of the prerequisite to bring about a change in certain key internal stakeholder relationships. As we have seen from the story of the last few years, this negative narrative can easily spill out into the public domain and start to affect external stakeholder relationships and reputation. Although it has not so far had any serious impact, its continuation could start to undermine the agility of UCL to move forward from the current complexity of issues which affect their ability to survive and thrive in a post-Covid-19 world.

218. And this links directly to the third line of enquiry about the robustness of the governance framework and processes to manage the complexity of risks facing the institution at the current time. The evidence is that it has shown itself to be remarkably strong and resilient to deliver the pace and scale of change of the last 7-10 years, but against the prospect of an increasingly challenging UK higher education context and global uncertainty, now is the time to secure a clearer consensus on that framework.

219. A really positive outcome would be that our Report acts as a successful catalyst for bringing about a new psychological contract between the three domains of academic governance, executive leadership and institutional governance to mitigate the complexity of risks facing UK and international HE.

Handling the transition - a phased approach

220. It is now a well-established tenet of change leadership that the element which is far more important than the substance of the change is the adaptation everyone has to make to achieve the transition, and that this can take time. So, we would argue strongly for a phased approach to the implementation of the changes proposed in our Report. In many respects, events have created that imperative.

221. The emergency measures necessary to come through the current Covid-19 crisis will naturally take up most of the leadership and governance attention for the next few months. We suspect that will leave little time for the finer points of discussion about changes to governance structures.

222. At the same time, the transition to a new President and Provost will be happening (with both Michaels working in close collaboration), culminating with Michael Spence's arrival to be physically in post by January 2021. We suspect he would want to engage quite energetically with the UCL community about the new direction of travel and its implications for priorities of the 2034 Strategy.

223. So, this hugely important transition period of the next 6-9 months is actually an opportunity establish a new narrative and for key players to engage with each other.

A really positive outcome would be that our Report acts as a successful catalyst for bringing about a new psychological contract between the three domains of academic governance, executive leadership and institutional governance to mitigate the complexity of risks facing UK and international HE.

Trust-building

224. Many we spoke to in all corners of the debate recognised that there had been examples of poor behaviour and use of language by a few individuals that had had a negative impact and encouraged a culture of mistrust.

225. By contrast, we were impressed particularly by the initiatives taken by Victor Chu, as a still relatively new Chair of Council to reach out to, and engage with, key figures in the academic governance debate as well as find time to meet staff at the operational frontline. He has also brought a style of chairing which seems to have a very appropriate balance of listening and challenging and encourages constructive debate.

226. We would therefore ask members of Council, SMT and Academic Board, encouraged by the example that the Chair is setting, to build up trust and inclusiveness through positive engagement.

227. In addition to matters of style and language, we believe there may be some key substantive issues coming out of the Commission of Inquiry Report where progress in trust-building can be made, such as:

228. *Academic Voice:* Most with whom we spoke acknowledged the validity of the assertion (albeit from different viewpoints) that the academic voice was not being coherently heard. We urge all concerned - in advance of agreeing on any substantive changes relating to academic governance and the Academic Board - to be creative in developing ways and means of giving that voice greater clarity in relation to discussions at Council, its committees and the senior management team.

229. *Academic impact of strategic decisions:* The Council should develop a protocol which provides for the academic impact of major strategic and business decisions to be assessed. We also see merit in the proposal made by an external member of Council that there might be an annual meeting between the Academic Board and Council, with a particular focus on the review and continuing development of the UCL Strategy.

230. *Academic engagement with reappointment of Deans:* The Commission of Inquiry Report argues for greater academic input into the appointment and reappointment of Deans. Whilst the evidence we have received is that the opportunity for such engagement and input is high, we would suggest that the arrangements for such academic engagement into appointment of Deans be formalised and codified as the Regulations for Management do not fully set out the process. With regard to the reappointment of Deans, we note there is now a practice of Council receiving a written report providing analysis of the feedback from the Faculty.

231. We **suggest (S9)** that the Council encourages early progress on one or more of the core themes of the Commission of Inquiry Report on Academic Voice, Academic Impact of strategic decisions, and Academic Engagement with the reappointment of Deans.

Making progress with the practical changes

232. Whilst the dialogue continues on the bigger picture issues, it may be possible to make quite speedy progress on some of the practical and maybe less contentious recommendations and suggestions in our Report such as:

- Development, mentoring and appraisal of Council members

We suggest (S9) that the Council encourages early progress on one or more of the core themes of the Commission of Inquiry Report on Academic Voice, Academic Impact of strategic decisions, and Academic Engagement with the reappointment of Deans.

- Length and frequency of meetings
- Structure of meeting papers
- Website coverage of Council business
- Improved communication of Council decisions and business
- Protocol for Chairs Action
- Secretariat role

New milestones

233. We mentioned earlier in the Report how important the inheritance of the history and traditions of UCL was to those who have been involved in the governance debates over the last few years. The dominant milestone in the Strategic narrative over the last seven years has been 2034, and this has become associated with significant antagonism and dissent. Many reminded us that the 200th anniversary of the founding of UCL was coming up in 2026, and while the long term strategic horizon will continue to be important, 2026 might be a very realistic stepping stone as part of redefining the strategic journey and future narrative of UCL.

234. We **suggest (S10)** a phased implementation of this Report and that, as a first step, all parties seek opportunities for trust-building measures, behaviours and language to create the culture for a collaborative approach to implementing these changes.

We suggest (S10) a phased implementation of this Report and that, as a first step, all parties seek opportunities for trust-building measures, behaviours and language to create the culture for a collaborative approach to implementing these changes.

CONCLUSION

235. Finally, we need to put this review into perspective. UCL is one of the UK's truly world-class and iconic institutions in research, education and enterprise. It has demonstrated in the last 10 years a resilience and agility in a fluid and uncertain environment. It is currently demonstrating that leadership in its research-led contribution to the Covid-19 pandemic. The tensions over academic governance have not undermined its performance or capacity to adapt, but now is the time to reset the narrative and address the internal cultural issues.

236. The message is clear. Addressing the culture in key areas and relationships is the absolute priority to create the best chance of implementing the reform. A combination of circumstances - the challenge of emerging from the Covid-19 crisis, the likely consequential strategic reassessment, and a change of top leadership - make this a critical moment of transition in which to unleash the energy for change.

Addressing the culture in key areas and relationships is the absolute priority to create the best chance of implementing the reform.

SUMMARY OF RECOMMENDATIONS AND SUGGESTIONS

Recommendations (R)

R1: A formula should be devised in order to ensure that the academic members of Council currently elected from Academic Board more evenly reflect the constituent parts of UCL.

R2: The opportunity should be given to a member of the professional services staff to be elected or apply through a selection process run by the Nominations Committee, to become a full voting member of the Council.

R3: In its future recruitment processes Council should aim to achieve a more balanced profile in relation to gender and BAME criteria among external members.

R4: Each Council member should have the opportunity to meet on a 1:1 basis with the Chair or Vice-Chair (and the Secretary if required) annually in order to share feedback and address any issues of concern; in the event that the Chair and Vice-Chair are unable to accommodate the additional meetings, consideration be given to the appointment of a second Vice-Chair to assist generally with the workload.

R5: In line with the emerging guidance from CUC, Council should invite the Nominations Committee to consider the appointment of a Senior Independent Director (SID) from among existing senior lay Council members.

R6: The Chair should aim to restrict meetings to less than four hours, particularly when they are in the context of a Faculty or Departmental visit and presentation that may itself add at least two extra hours to the whole event. To compensate for this loss of meeting time, consideration should be given to increasing the number of Council meetings per year by two, and, to cut down on the extra travel, to use online meetings more.

R7: On critical issues, more use should be made of pre-briefing members on major complex issues of strategy, investment and expenditure, including briefing workshops either face-to-face or online.

R8: The Secretariat should work with the authors of Council papers to develop a drafting approach which focuses on the key points relating to the reasons of, and context of, the paper and the key components of the decisions to be made.

R9: In addition to the requirements of Statute 9 (urgency, non-contentious, reporting back to Council) the protocol should provide:

- that prior to taking action Chairs satisfy themselves that the provisions of Statute 9 have been met and err on the side of caution.
- that steps are taken to ensure that, as far as reasonably possible, business is planned in such a way as to obviate the need for Chair's action.

- UCL's scheme of delegation places limits on amounts that can be approved by Chair's action.
- wherever possible Chairs inform members of their committees that they intend to take Chair's action unless members raise concerns within a specified timescale.
- that where possible Council and committees specifically resolve to delegate to Chair's action in relation to applicable items of business.
- that Chair's action is not routinely or excessively used.

R10: A specific domain within the website should be reserved for a section on governance with maximum public access consistent with data protection and commercial confidentiality. Council members should have access to a password-protected area of the new governance area of the website for the deposit of sensitive material and to provide a forum for governors.

R11: The Communications and Marketing team, in consultation with the Secretariat, draw up a brief for improving internal and external communications relating to Council and its committees.

R12: The remit and title of Finance Committee should be formally extended to Finance, Resources and Performance Committee, embracing also its coverage of estates matters.

R13: UCL's framework and processes for prioritising projects should be reviewed to ensure that the Finance Committee gets early sight of projects, including those that arise from unanticipated opportunities. This process should ensure that key factors are taken into account at an early stage (e.g. alignment with the 2034 strategic plan, impact on other planned or in-process projects, and factoring in the academic perspective).

R14: The Finance Committee should consider allowing for co-opting members to the Committee.

R15: Working with the Nomination Committee, the Audit Committee should give consideration to succession of its longer serving members, including the Committee Chair, allowing sufficient handover and, in the case of new co-opted members, ensure they receive sufficient induction and are kept up to date on the broader UCL context.

R16: The terms of reference of the Audit Committee should be updated to explain, in more detail, its responsibilities in relation to risk and whistleblowing.

R17: A governance working group should be established on a task-and-finish basis to oversee the implementation of the Effectiveness Review.

R18: Council should consider and consult widely on the possibility of creating a representative Academic Board with a majority of elected members to replace the current Academic Board, Academic Committee and Education Committee alongside consideration of the CoI report, having regard to the need to maintain and enhance academic voice and agency.

R19: In relation to assurance and monitoring of performance, we recommend:

- Council should request the executive to commission a review of current reporting arrangements, internal communications, organisational structure and resource allocation with a view to improving transparency, consistency and visibility to Council.
- The Secretariat should be asked to prepare an updated scheme of delegation for the approval of Council which is widely disseminated after its approval.
- When the Strategy is next reviewed, this should include a reduction in the number of enablers, so that Council does not have to consider (as it did at its meeting in February 2020) three presentations on enablers.
- Performance against plan should be routinely monitored by the reconfigured Finance Resources and Performance Committee.
- Council should develop a dashboard of key performance indicators measured against a basket of competitors for discussion at two meetings in each year.
- Council should consider the Risk Register as a specific item for discussion at least once, and maybe twice, in each year.

Suggestions (S)

S1: The concern about the potential for multiple periods of re-election and reappointment should be one of the points considered when the Statutes are reviewed.

S2: Students' Union representatives, where practicable, should pursue the opportunity to seek election for a second one-year term.

S3: Understanding of the higher education sector should be a criterion to be examined when the Nominations Committee and Council next review the skills and experience matrix for recruitment of independent external members.

S4: Members of the different constituent groups of Council should be encouraged to link themselves in mentoring pairs in order to build rapport and provide the opportunity for improved reciprocal understanding of the operation of the university on the one hand and expertise in financial business and property matters on the other. Longstanding members should be particularly encouraged to brief and support new members.

S5: Council should consider an additional away day in order to assist and support the training and development of Council members.

S6: We suggest UCL follows the Halpin guidance for board papers - see page 22.

S7: Members should be advised that they are at liberty to propose agenda items to the Chair and/or Secretary which would not be unreasonably declined, but that the agenda is ultimately under the control of the Chair.

S8: A role of University Secretary should be configured which focuses on governance, regulation, legal and compliance, delivering the changes agreed following this Review and with sufficient contracted time so to do. Such a role might be combined with other managerial responsibilities provided the accountability of the Secretary to Council through its Chair in relation to corporate governance is not compromised.

S9: The Council should encourage early progress on one or more of the core themes of the Commission of Inquiry Report on Academic Voice, Academic Impact of strategic decisions, and Academic Engagement with the appointment and reappointment of Deans.

S10: There should be a phased implementation of this Report and as a first step, all parties should seek opportunities for trust-building measures, behaviours and language to create the culture for a collaborative approach to implementing these changes.

APPENDIX 1 - BENCHMARKING

As part of the evidence base for the Effectiveness Review, Halpin undertook benchmarking research of comparable universities in the UK and internationally. We compared size, staff numbers, Council size and composition, student involvement, gender balance, academic governance and assurance, committees, and quality of website information about governance.

Given that UCL describes itself as "London's global university" - a status borne out in both domestic and international rankings – we selected a benchmarking group of 17 global HEIs in the UK, Europe, Australia, Canada and South East Asia.

The full table of our findings and notes can be found in the excel file below and here we have included a selection of the key areas of comparison.

Halpin supplied UCL with a full report benchmarking the institution with comparable universities in the UK and internationally. We include select findings here.

Table 1: Gender Balance

HEI Name	Board size	Male	Female	Vacant
University of Toronto	50	26	15	9
University of Oxford	28	13	12	3
McGill University	27	16	11	
University of Cambridge	25	16	9	
University of Hong Kong	24	19	5	
Imperial College London	23	16	4	3
University of Edinburgh	23	9	14	
University of Manchester	23	14	9	
University of Queensland	22	13	8	1
King's College London	21	10	8	3
University of British Columbia	21	13	8	
National University of Singapore	20	14	6	
UCL	20	12	8	
Nanyang Technological University	19	16	3	
Lund University	15	7	8	
University of Sydney	15	7	8	
University of Melbourne	13	8	5	
University of Amsterdam	5	3	2	

- Only 25% of the UCL benchmarking group have achieved gender balance with between 40%– 60% women. This compares to 55% of governing bodies in the UK.[6] Lund, Oxford and Sydney have achieved the most balance in term of gender.
- UCL compares well with its UK HEI peer group, bettered only by Oxford in terms of balance. As per recommendations (R3) future recruitment should aim to achieve a more balanced profile in relation to gender criteria among external members.
- In terms of internal members, it should be noted that there is a sizeable pool of female talent among *academics* and *professional services staff* at UCL. Across the UK sector, women represent 41% of academic managers, directors and senior officials and 54% of professional services staff managers, directors and senior officials.[7]

[6] Women Count Leaders in Higher Education 2018, Norma Jarboe OBE

[7] Women Count Leaders in Higher Education 2018, Norma Jarboe OBE

Table 2: Student Involvement

HEI Name	Board size	External	Internal	Students
University of Toronto	50	20	14	7
University of Oxford	28	3	22	0
McGill University	27	16	6	4
University of Cambridge	25	4	16	3
University of Hong Kong	24	15	7	2
Imperial College London	23	10	9	1
University of Edinburgh	23	14	7	2
University of Manchester	23	13	8	2
University of Queensland	22	12	8	2
King's College London	21	12	5	1
University of British Columbia	21	12	6	3
National University of Singapore	20	18	2	0
UCL	20	11	7	2
Nanyang Technological University	19	18	1	0
Lund University	15	8	4	3
University of Sydney	15	8	5	2
University of Melbourne	13	9	2	1
University of Amsterdam	5	5	0	0

- The student representative in the majority of cases is the Students' Union President as an ex-officio member of the governing body, and on occasion an elected student representative.
- Lund, British Columbia, Cambridge, McGill and Toronto have the highest number of student representatives. At Lund, student representatives equal academic membership (3:3).
- McGill's 4 student representatives consist of 2 Members (rep of Students' Society and the Post-Graduate Students' Society) and 2 Observers (rep of the McGill Association of Continuing Education Students and rep of the Macdonald Campus Students' Society).
- Cambridge's 3 student members include the Presidents of CUSU and GU and 1 elected student member.
- With 2 *ex-officio* members of the Students' Union on its governing body, UCL demonstrates good practice within its UK and global peer group.

Table 3: Balance of Stakeholders

HEI Name	Senior Ind. Director (Y/N)	Staff Rep. (Y/N)	Student Rep. (Y/N)	Government Rep. (Y/N)
University of Toronto	N	Y	Y	N
University of Oxford	N	Y	N	N
McGill University	N	Y	Y	N
University of Cambridge	N	Y	Y	N
University of Hong Kong	N	Y	Y	N
Imperial College London	N	Y	Y	N
University of Edinburgh	Y	Y	Y	N
University of Manchester	N	Y	Y	N
University of Queensland	N	Y	Y	N
King's College London	N	Y	Y	N
University of British Columbia	N	Y	Y	N
National University of Singapore	N	Y	N	Y
UCL	N	Y	Y	N
Nanyang Technological University	N	N	N	Y
Lund University	N	Y	Y	N
University of Sydney	N	Y	Y	N
University of Melbourne	N	Y	Y	Y
University of Amsterdam	N	N	N	N

- Government appointments are more prevalent at HEIs in Australia and SE Asia. At Melbourne, the Deputy Chancellor is a Government appointment as are three other member (1 Ministerial, 2 further Government). At Queensland 8 members are appointed by the Governor-in-Council and at Sydney, although the governing body does not have government representatives, 2 members of Senate are appointed by the Minister.
- At Nanyang Technological University, the 2nd Permanent Secretary for the Ministry of Education and the Non-Resident Ambassador to Kuwait both sit on the Board. At National University of Singapore, the Permanent Secretary (Education) and a member of the Presidential Council for Minority Rights all sit on the Board.
- Although not formally government representatives, at Lund and Amsterdam all externals (including the Chair at Lund) are appointed by the Government, similarly at British Columbia where 11 members are appointed by the Lieutenant Governor.

Table 4: Remuneration, Academic Assurance and Committees

HEI Name	Board Size	Remuneration	Academic Assurance (Y/N)	Number of Committees
University of Toronto	50	N	Y	3+
University of Oxford	28	N	Y	5
McGill University	27	N	Y	10
University of Cambridge	25	-	Y	2
University of Hong Kong	24	N	Y	3
Imperial College London	23	N	Y	6
University of Edinburgh	23	Y	Y	5
University of Manchester	23	N	Y	5
University of Queensland	22	Y	Y	10
King's College London	21	N	Y	8
University of British Columbia	21	N	Y	11
National University of Singapore	20	N	Y	7
UCL	20	N	Y	4
Nanyang Technological University	19	N	Y	8
Lund University	15	-	Y	1
University of Sydney	15	-	Y	4
University of Melbourne	13	N	Y	5
University of Amsterdam	5	-	Y	3

- At the University of Edinburgh, the Senior Lay Member of Court is remunerated up to £15,000 per annum plus expenses in line with Scottish Government guidance.[8]
- At the University of Queensland, Senate members are remunerated A$25,000 (c. £13,000) per annum and Chairs of Finance Committee, Risk and Audit Committee, and Campus Infrastructure Committee an additional A$10,000 (c. £5,000) per annum.

[8] https://candidates.perrettlaver.com/vacancies/1702/senior_lay_member_of_court/

APPENDIX 2 - CHARTER STATUTES AND REGULATIONS FOR MANAGEMENT

UCL is incorporated by Royal Charter, often regarded as the highest form of incorporation since it is granted by the Sovereign in perpetuity and enables chartered corporations to do everything a real (or natural) person can do within the law. As with the case of UCL, Royal Charters tend to end with a statement that:

"Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the College and to the promotion of the objects of this Our Charter."

By royal command therefore UCL has to be given what might be termed more prosaically as the benefit of the doubt.

Royal Charters are granted by the Queen in Council (i.e. the Privy Council) and any petition to change them has to be approved by the Privy Council. The process is overseen by the Privy Council Office (PCO) which in turn takes advice from the Department for Education (DfE) prior to advising the Privy Council.

The Charter will tend to be quite general with detail being specified in underlying Statutes and Ordinances (Regulations for Management (RfM) in UCL's case).

While changes to Charter always need Privy Council approval, some universities which have modernised their instruments of governance are able to make or alter statutes through resolution of the Council, often through a special resolution process requiring votes at successive meetings of Council and, where applicable, following consultation with Senate or its equivalent.

For some years the Privy Council (advised by DfE) has mainly been interested in ensuring Councils have a lay majority and staff and student representation. Our understanding is that, subject to safeguards, universities have been able to modernise their legislation by simplifying charters and moving more into statutes, ordinances and regulations that can be changed by the institution, thus avoiding the time-consuming process of waiting for the Privy Council.

In order to avoid frequent changes to charters it is sensible for as much detail as possible to be delegated in the hierarchy i.e. the charter should set out the key points, the statutes flesh out some of the more important detail and regulations set out more detail. For example, UCL's Charter (Article 7) states that the Council is the governing body and that its membership be set out in Statutes; the Statutes define that membership and the RfM describes in detail the arrangements for appointing/electing members of Council.

Paragraph 8 of our remit requires us "to consider the instruments of governance ... making any recommendations for improvements." In order to facilitate achievement of university title, UCL is in a (delayed) process to petition for a Supplemental Charter and amendments to Statutes which provides an opportunity for a tidy up if required. Significant changes to instruments would also be required if our proposals on academic governance are implemented. Alternatively, if UCL does not wish to delay the submission a review of legislation could be carried out at a

later date. The general principles of such a review might be:

- to simplify and modernise the instruments of governance according to the principle of subsidiarity such that most of the detail is relegated to Statutes and RfM;
- subject to consultation and other appropriate safeguards e.g. a special resolution procedure, only changes to Charter should require Privy Council approval;
- any changes should be consistent with the objects and provisions of the Charter as the governing document.

A case in point is Statute 18 on Academic Staff (known as the Model Statute). The origins of the statute derive from a Commission established under Sir John May in 1988 to replace academic tenure and make it possible for academic staff to be made redundant or be subject to dismissal provided there was "good cause" as defined in the statute. The justification for the protection of tenure was academic freedom, defined in the statute as *"freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy or losing their jobs or privileges."*

The model statute sets out a very detailed and ponderous process in addition to the statutory requirements of employment law. Universities which have successfully petitioned to remove the statute have argued that, provided academic freedom is preserved e.g. by enshrining it at the highest level in the Charter, then all staff within a single employer should be subject to the same processes in relation to grievances, discipline, incapacity and redundancy and that all these must of course be subject to employment law. It is also the case that visitorial jurisdiction no longer applies to employment matters.

Against that background one simplification that UCL might consider is the removal of Statute 18 subject to academic freedom being defined in its current form as an Article of the Charter.

This is one of a number of examples of possible change, but it would be nugatory to propose specific changes pending consideration of our report. Should our proposals be approved we would be happy to advise on specific changes to UCL legislation that would be required as a consequence.

APPENDIX 3 - ASSESSMENT OF UCL GOVERNANCE AGAINST CUC HE CODE OF GOVERNANCE

Summary

We have assessed UCL governance practice and documentation against the draft CUC Higher Education Code of Governance, both from our own conversations and from a comprehensive assessment document regularly produced by the Secretary to Council. We have cross checked with the analysis most recently carried out by the Secretary to Council in October 2019, and also in our conversations with the Chairs of the Audit and Finance Committees and the Director of Finance.

Overall, we are satisfied that governance practice, principles, processes and values comply with the CUC Code. We set out below the evidence we were able to gather as to why we believe that to be the case.

The Code in its Foreword also emphasises the importance of culture, relationships and trust as an important underpinning feature of effective governance - sometimes referred to as 'soft governance'– to distinguish it from formal frameworks and structures. For all the reasons set out in our main Report, we believe that, although the institution complied with all the relevant regulatory Codes, there is still work to be done to enhance the context of culture and trust, particularly in the relationship between academic and institutional governance.

CUC Six Primary Elements of Higher Education Governance

The rest of this appendix takes each of the six Elements of the draft CUC code in turn and sets them against practice that we have observed, read in documents or had explained to us.

Element 1 - Accountability

We are satisfied that UCL has the processes in place to ensure that it meets the legal and regulatory requirements imposed upon it as a corporate body and required of it by regulatory agencies. The Secretary to Council ensures that the Provost and Council members receive the necessary guidance on compliance with its Charter, Statutes and Regulations, and meet the requirements falling upon it in respect of public funding. We note elsewhere in Appendix B on Charter, Statutes and Regulations that there are a number of areas (for example, as a consequence of operational innovations developed during the Covid-19 emergency) where there is need for revision to this overarching framework.

The Council members' Induction Handbook sets out the Nolan Principles of standards and behaviour in public life. An annual declaration of appropriate use and protection of public funds is approved by Council.

We are satisfied that all members share the same legal responsibilities and obligations and that no members are routinely excluded from Council.

We have observed that members have a duty and obligation to declare any conflicts of interests.

The structures, membership and proceedings of Council and its committees are routinely published on the UCL website.

There is a formal Delegation

Framework periodically reviewed by Council which specifically defines accountabilities both internally and to external bodies, and a Statement of Primary Responsibilities modelled on the CUC template, both of which are available on the Council webpages, along with the minutes of Open Council meetings.

Element 2 - Sustainability

We are satisfied that the Council and its stakeholders were fully engaged in the development of the current Strategy and in the ongoing application of it in terms of a programme of investment and estates development. We have noted the programme of regular reports to the Council by the Vice-Provosts on their particular dimensions of the plan. Our conversations with the Chairs of Finance and Audit Committees have reinforced this confidence. The professional experience of the external members of the Council in relevant financial, resources and estates roles are also reassuring.

We anticipate that Covid-19 will inevitably prompt a significant review of the short- and medium-term dimensions of the Strategy and would anticipate that this will involve Council members and engagement with key stakeholders' interests internally and externally.

One of the recommendations of our main Report is that the criterion of the 'academic impact' should be more systematically be built into the process of reviewing any major review of the institutional strategy.

On the basis of our interview with the Chair of the Remuneration and Human Resources Strategy Committee, we are satisfied that the arrangements for determining senior-level remuneration are in accordance with the Higher Education Senior Staff Remuneration Code published by the CUC in June 2018.

The Chair of the Audit Committee gave us assurance that the conduct of the Audit Committee and the arrangements for external audit were in line with CUC criteria. We received adequate assurance about the system of Risk Management, though we noted that the Council members never had the opportunity to review the Risk Register at a main Council meeting, which was left to the Audit Committee. Council may want to reflect on an annual agenda item to consider the Risk Register.

We were satisfied that the Council was able to receive academic assurance, which derives essentially from the thorough and systematic reports received from the Academic and Education Committees and their related committees and sub committees. However, our main Report devotes considerable attention to the wider question of Academic Assurance, and our recommendations and options for reform, if implemented, will lead to a number of changes to the mechanisms through which Council gains assurance. Section 7 of our Report goes into considerable detail on this issue.

Element 3 - Reputation

We are satisfied that members of Council and Committees were given full opportunity to understand the

Nolan Principles and apply them. A register of interests was maintained, and we observed the disclosure of interests at the beginning of meetings.

The evidence put to us in interviews and through observation suggested that decision-making processes were free of pressures from external interest groups, and discussion at Council was open and collegial and chaired in a sensitive, but firm way.

Council members were very impressed - as we were - by the quality of contribution of the Students' Union members, and our interviews with them satisfied us that the SU operated in a fair, democratic and accountable way.

We are satisfied that there is transparent, effective and published process for making and handling complaints in accordance with the requirements of the Office of the Independent Adjudicator for Higher Education.

The requirements in relation to payment of governing body members are not applicable as none is in receipt of remuneration.

Element 4 - Inclusion and Diversity

We are satisfied that the Council is given adequate opportunity to monitor compliance with equality and diversity legislation and compliance with related Codes of practice. The Council receives an annual update on actions taken locally to meet UCL's Equality and Diversity targets. We note that UCL has a Diversity and Inclusion Strategy, and an Equality and Inclusion Forum.

The Council receives a regular Equality Monitoring Report and operates an Equalities and Diversity Accountability Framework for Deans and Vice-Provosts, performance against which is reflected in the appraisal process.

We note that the Framework of Delegation states that the Council is responsible for ensuring compliance with the integrated public sector equality duty.

We report in Section 4 of the main Report policies and processes the Council has in place for monitoring its own composition, which are fit for purpose.

Element 5 - Effectiveness

On the basis of conversations with the members of Council, we are satisfied that the Secretary to Council fulfils her duty to keep governing body members briefed in respect of all relevant developments in governance and accountability, and provides the necessary formal advice in relation to compliance with governing instruments, including standing orders.

We are satisfied that arrangements are in place to maintain the right balance of skills, experience, diverse backgrounds and knowledge to make informed decisions, but we have noted elsewhere the scope for improvement.

We observed a culture where members are able to debate constructively and challenge rigorously, whilst being sensitive to the views of others. We particularly

noted the skill of the Chair of Council to encourage this balance, with a combination of sensitive and firm handling of debate.

We are satisfied with the arrangements in relation to the Deputy Chair, and in the main Report reflect on the possible advantages of having a second Deputy and/or a Senior Independent Director (which is suggested for consideration in the CUC Code).

We are satisfied with the arrangements in relation to the Nominations Committee and the progressive refreshing of membership. We have reported elsewhere on the satisfaction with arrangements for induction of new members and on suggestions for strengthening the ongoing development of Council members.

We believe that the next Effectiveness Review in 4/5 years' time should again be conducted independently.

Element 6 - Engagement

We are satisfied that the Framework of Delegation provides a comprehensive system of accountability for the internal and external partnerships undertaken with local, national and international stakeholders.

Our conversations with student representatives raised no substantive concerns about the opportunity they had to engage with the governance of the institution. We understand that the Council receives an annual report from the Vice-Provost (Education and Student Affairs) and the Vice-Provost (Research) provided adequate assurance in relation to the quality of the student experience, the research portfolio as key determinants of institutional sustainability.

The Council considers and approves the Annual Accountability Report to Council which details the institutional and governance measures to assure and enhance the quality of UCL's academic programme for transmission to the Office for Students. The Council also receives an annual report on research integrity.

The Council receives assurance that the board of any subsidiary possesses the attributes necessary to provide proper stewardship and control through an annual Report on the UCL subsidiaries by the Vice-Provost (Enterprise). We had conversations with Chairs of key subsidiaries which raised no governance issues, but our main Report suggests that a separate enquiry should be undertaken (outside the scope of our remit) into the clarity of engagement with UCL Partners (UCLP).

APPENDIX 4 - INTERVIEWEES

1:1 Interviews

Wendy Appleby
Secretary to the Council; Registrar and Head of Student & Registry Services

Professor Michael Arthur
President & Provost

Mintoo Bhandari
External Member of Council

Professor Stephanie Bird
Professor of German Studies; Chair, Commission of Inquiry (Academic Board)

Professor Maurice Biriotti
Chief Executive, SHM Group

Dr Matthew Blain
Executive Director of Human Resources

Dominic Blakemore
External member of Council

Dr Celia Caulcott
Vice-Provost (Enterprise)

Victor Chu CBE
Chair of Council & External member of Council

Professor Lucie Clapp
Professor of Vascular Physiology; Internal elected member of Council

Dr Alun Coker
Associate Professor; Internal elected member of Council

Dominic Dodd
Chair of Royal Free London NHS Foundation Trust

Professor Annette Dolphin
Professor of Pharmacology; Internal elected member of Council

Professor Piet Eeckhout
Dean of Faculty of Laws

Professor Mark Emberton
Dean of Faculty of Medical Sciences

Dr Andrew Gould
External member of Council

Tessa Green CBE
Chair of Moorfields Eye Hospital NHS Foundation Trust

Professor Patrick Haggard
Professor of Cognitive Neuroscience; Internal elected member of Council

Phil Harding
Director of Finance and Business Affairs

David Hunter
Chair of UCLB

Professor Martin John
Professor of Cardiovascular Medicine

Dame DeAnne Julius CBE
Former Chair, UCL

Rt Hon Professor Lord Ajay Kakkar
Chair of UCLPartners

Professor Christoph Lindner
Dean of Bartlett Faculty of the Built Environment

Rob Maughan
Head of Information Security

Jo McIntosh
Head of Policy and Process (GDPR)

Baroness Julia Neuberger DBE
Chair of UCLH NHS Foundation Trust

Lindsay Nicholson MBE
External member of Council

Turlogh O'Brien CBE
External member of Council

Carol Paige
Students' Union Democracy, Operations and Community Officer

Professor Hynek Pikhart
Professor of Epidemiology and Medical Statistics

Professor David Price
Vice-Provost (Research)

Sir Michael Rake
Chair of GOSH NHS Foundation Trust

Professor Helen Roberts
Professor of Child Health Research; Internal elected member of Council

Professor Mike Roberts
Interim Managing Director, UCLPartners

Professor Sue Roberts
Interim Director of the Institute of Education

Professor Sasha Rosenei
Dean of Faculty of Social and Historical Sciences

Fiona Ryland
Chief Operating Officer

Professor Ralf Schoepfer
Professor of Phamacology and Molecular Neuroscience; Chair of Governance Committee (Academic Board)

Professor Anthony Segal
Charles Dent Professor of Medicine

Lord Sharkey
External member of Council

Ashley Slanina-Davies
Students' Union Education Officer

Professor Anthony Smith
Vice-Provost (Education & Student Affairs)

Dr Michael Spence AC
President & Provost Designate

Philip Sturrock MBE
External member of Council

Professor Nigel Titchener-Hooker
Dean of Engineering Sciences

Justin Turner QC
External member of Council

Baroness Valentine
Vice-Chair of Council & External member of Council

Sarah Whitney
Treasurer & External member of Council

Professor Andrew Wills
Professor of Physical Chemistry

Focus Groups

Dr Seth Anziska
Mohamed S. Farsi-Polonsky Associate Professor of Jewish-Muslim Relations

Vicki Baars
Equality, Diversity & Inclusion Manager

Jeremy Barraud
Director of Research Operations Governance

Shail Bhat
Undergraduate Representative, Faculty of Life Sciences, Students' Union

Vlad Dinu
Undergraduate Representative, Mathematics, Students' Union

Dr François Guesnet
Reader in Modern Jewish History

Professor Graham Hart
Dean of Faculty of Population Health Sciences

Dr Dewi Lewis
Deputy Head of Department of Chemistry (Teaching)

Professor Francesca Medda
Director of UCL Institute of Finance & Technology

Alex O'Craik
Student Recruitment Marketing Officer, Faculty of Population Health Sciences

Carol Paige
Students' Union Democracy, Operations and Community Officer

Professor Ivan Parkin
Dean of Faculty of Mathematical and Physical Sciences

Professor Geraint Rees
Dean of Faculty of Life Sciences

Dr Sherrill Stroschein
Reader in Politics

Dr Kathryn Walsh
Director of Knowledge Exchange Policy and Practice

Dr Carla-Leanne Washbourne
Lecturer in Environmental Science and Policy

APPENDIX 5 - HALPIN REVIEW TEAM BIOGRAPHIES

Susie Hills, Joint CEO and Co-founder
With a depth of knowledge in higher education fundraising, leadership and governance, Susie has advised and supported leaders and teams at Universities across the UK, often during times of significant change. She led the review of the effectiveness of Council and its subcommittees at University at Bath, and also a review of governance effectiveness at Universities UK. Susie is highly skilled at undertaking reviews of strategy, performance and structures and is in demand as coach and mentor. In 2019 she was named as one of the Unilever Leading Lights in Kindness in the Financial Times. Susie is the Joint CEO and Co-founder of Halpin Partnership.

David Allen OBE, Consulting Fellow
David is former university Registrar and Chief Executive of the University of Exeter. He has also held senior leadership roles in the universities of Birmingham, Nottingham, Southampton and Wales. At Halpin, David has worked on a governance reviews at University of Bath, the Royal College of Art and UUK. David is an acknowledged expert on corporate governance and risk management, having acted as Secretary to the Councils of three Russell Group universities. He was awarded an OBE in the 2012 New Year's Honours list for services to higher education.

Ewart Wooldridge CBE, Consulting Fellow
Ewart was the founding Chief Executive from 2003 to 2013 of the Leadership Foundation for Higher Education, set up to play a key role in developing UK and international HE leaders and their institutions. He has a well-established portfolio of consultancy, advisory and governance roles in the HE sector. He was previously Chief Executive of the Civil Service College, and a Chief Officer in Local Government. Before that he worked in HR and general management roles in the media, television, and the arts. He was Director of Operations at London's South Bank Arts Centre in the mid-1990s.

Hanif Barma, Consulting Fellow
Hanif has extensive experience of Board and committee reviews, and considerable expertise in governance, risk and assurance. Hanif is founding partner of Board Alchemy, a specialist governance consultancy, a member of the Audit Committee at the London Institute of Banking and Finance, and a board member at Southwark Cathedral Enterprises. Until recently, he was Chair (and before that Audit Committee Chairman) of St Christopher's Fellowship, and a former member of the Audit & Risk Committee at City, University of London. He is an Honorary Visiting Fellow of corporate governance at Cass Business School and a member of the Working Group of the Financial Reporting Council's Audit & Assurance Lab. Hanif is Co-founder of The Risk Coalition, an initiative to raise the standards of risk governance and risk management.

Rachel Killian, Senior Consultant
As a consultant with Halpin, Rachel has worked on governance and strategic reviews with the universities of Kent, Sussex, Cumbria and Warwick Business School. Rachel brings knowledge and understanding of higher education from experience in-house at a Russell Group university and business school and on a range of marketing and strategic consultancy projects across universities, colleges and schools.

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