



Governance Review

The University of East Anglia

April 2022



Halpin

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Executive Summary

1. We would like to thank everyone who participated in this effectiveness review. During the review all who participated demonstrated a desire to improve governance and learn from good practice in the sector and beyond.
2. The evidence we collected throughout this review indicates that governance at UEA is **improving and moving towards good practice**. The Secretariat and Council had a good shared awareness of where governance could be improved and has already begun to address many of the areas we explored during the review. This was demonstrated in the self assessment against the Halpin Maturity Framework – shown below.

Table 1: Halpin Maturity Framework Assessment and UEA Self-Assessment

Maturity Framework	Self-Assessment/ Halpin Assessment
University Constitution	UEA Assessment Average: Improving Halpin Assessment: Improving
Board/Council Membership	UEA Assessment Average: Improving to good Halpin Assessment: Improving to good in some areas
Key Relationships	UEA Assessment Average: Good Halpin Assessment: Good
Board/Council Focus	UEA Assessment Average: Improving Halpin Assessment: Improving with some areas of leading edge around risk
Board/Council Meetings	UEA Assessment Average: Good Halpin Assessment: Improving
Senate	UEA Assessment Average: Improving Halpin Assessment: Improving to good in some areas
Other Committees	UEA Assessment Average: Good Halpin Assessment: Good – commend Audit Committee
Stakeholder Engagement	UEA Assessment Average: Improving Halpin Assessment: Inadequate to improving
Board/Council Reviews	UEA Assessment Average: Improving Halpin Assessment: Improving

3. Throughout the review we identified good practice which we have **commended** throughout the report and listed in the table below on page 5. There were a number of

governance activities and initiatives which particularly stood out as good practice in the sector. These included:

- The Chairs Council strategy
 - The approach to committee review
 - The Governors apprenticeship scheme
 - The work on reviewing the governance of high risk subsidiaries
 - The leadership of the Chair and VC on EDI
 - The plans for 6 monthly staff pulse surveys
4. Council can be assured that UEA is **broadly compliant with the CUC code and OfS governance requirements**. Further work is needed on transparency and publication in order for UEA to be fully compliant. 4 of our **priority recommendations relate** to this issue.
 5. We would note that the culture of governance was open and collegiate with a desire to be transparent and all our suggestions with regards to transparency and publication were responded to positively and we are confident that they will be addressed and that UEA will be fully compliant as swiftly as possible.
 6. We have set out eight **priority recommendations**, 16 **recommendations** and 39 **suggestions**. These are noted throughout the report and summarised in the lists below. The number of recommendations and suggestions should not be taken as an indication of any weakness in governance; we offer them in response to your desire to further improve and strengthen your governance.
 7. Our recommendations are not intended to be prescriptive but offer the Council ways in which to strengthen its governance practices. It may be that the Council determines that there are other means to achieve the aims we have set out, and to support their discussions, we have included examples of good practice throughout the report.
 8. We invite the Governing Body to consider the whole report and decide how you wish to take our recommendations and suggestions forward. Halpin will provide an implementation pack to support the working group and will return in 6-12 months to conduct a short impact review.

Summary of recommendations

9. Our review offers 16 recommendations and 39 suggestions which we believe will address areas of weakness and further strengthen areas of good practice. In order to aid the prioritisation of our findings, Halpin has identified eight recommendations as priority recommendations in the report.
10. Before we review our recommendations and suggestions, we would like to note where the University of East Anglia is carrying out exemplary work in its governance practice and operations, as summarised in the following commendations.
11. Priority Recommendation 3 is that Secretariat embarks on a project to update governance documents and the governance website. There are many elements to

this recommendation that feature across the report. They have been collated in a table in Appendix 6.

Commendations

C1	We commend the Chair on the creation of the Council strategy for the academic year 2021/22.	Pg18
C2	The Governance Committee is reviewing terms of reference and committee structures so that committees can provide reasonable assurance for the institution. The Chair has established annual priorities for each committee.	Pg18
C3	The Chair has assigned individual Council members to help support the thinking of some committees. The Chair has invited committees to self-assess their own performance.	Pg18
C4	Council members have a clear understanding as to how well Council is operating and have identified opportunities for improvements.	Pg19
C5	Reporting lines to Council are being addressed by the newly adopted Council approach to strategy referred to above, which will require each committee to produce an annual report for consideration by Council.	Pg19
C6	Council has appointed a Senior Independent Member (SIG), in line with good practice.	Pg21
C7	Council has recently appointed two 'apprentice governors' through a Perrett Laver scheme. This is a positive initiative which should help the University to attract new members from a wider range of backgrounds; this is leading-edge practice.	Pg21
C8	The Governance Committee's ongoing work clarifying UEA's governance structures was welcomed.	Pg23
C9	The University Secretary is working on a proposal that the riskier subsidiaries report their results to the Executive Team (ET), and then the Finance Committee, quarterly.	Pg27
C10	Interviewees were extremely cooperative and open in providing information and opinions. This was very helpful in supporting the review.	Pg28
C11	Council meeting arrangements were observed to be exceptionally well organised.	Pg29
C12	At the observed Council meeting, the Chair was excellent at observing the Council group, noting who wished to speak and bringing individuals into discussions.	Pg29
C13	This level of engagement during the observed Council meeting was unusually strong and was sustained for the entire day.	Pg30
C14	The proficiency of speakers during the observed Council meeting was notable.	Pg30
C15	The Chair of the observed Audit Committee sought out the views of the committee members and excellently summed up discussion.	Pg30
C16	The Chair of Council plans to explore risk appetite at a Council meeting later this year.	Pg31
C17	The chairing of the observed Senate meeting was excellent, and although there were many matters to discuss: the agenda was well managed, and the meeting felt spacious, with plenty of time for debate.	Pg31
C18	As part of the observed Senate meeting, the Pro-Vice-Chancellor (Research & Innovation) also offered to provide further information on a topic outside of the meeting and thus was helpful.	Pg31

C19	It was encouraging to see student involvement in the observed Finance Committee. This is not widespread across the sector and is evidence of leading-edge practice.	Pg32
C20	Although they all had very different styles, the Chairs of those committees we observed were excellent. This is a real strength for UEA.	Pg32
C21	The VC plans to introduce a joint Senate and Council meeting to promote greater understanding.	Pg32
C22	The Director of Governance & Assurance has introduced induction training for Senators and reported that this had improved the quality of the debate.	Pg33
C23	Members of Senate were mutually respectful towards one another and demonstrated commitment to providing an excellent experience for UEA students.	Pg33
C24	Interviews revealed that Secretariat were appreciated as a team, for the excellent personal support they offered to Council members.	Pg36
C25	To improve governance administration still further, the Director of Governance & Assurance and the University Secretary already plan to deliver in-house training to clarify expectations for all minute-takers.	Pg38
C26	The Director of Governance & Assurance intends to circulate Council meeting papers ten working days in advance (currently five days).	Pg38
C27	As part of gathering papers for this review, the Director of Governance & Assurance has become aware that governance data is dispersed across the University. She plans to systematically gather all information connected to Council, its committees and compliance in one place, with Secretariat acting as its gatekeeper.	Pg38
C28	To promote even greater transparency, the University Secretary plans to compile a list of compliance data and then add these to the risk document for Audit Committee.	Pg39
C29	Interviews revealed that the one-to-one meeting (as part of the induction programme) with the University Secretary was particularly useful.	Pg41
C30	The Chair is developing an appraisal process for all Council members to support better governance.	Pg41
C31	It has been agreed that high-level (but fewer) KPIs will be developed alongside the new strategy and anticipated that the new strategy will be signed off in May 2022.	Pg45
C32	The decision of the new Chair of Council to sit on the EDI Committee this includes the current Chair and the two Chairs prior to them), was seen as a very positive signal of the importance of EDI to the University.	Pg48
C33	UEA's website states that the University plans to set up a range of staff networks related to diversity, and that these groups will all be given the opportunity "to influence decision making." (Currently there is a BAME network for 'Black, Asian and Minority Ethnic' staff; a Pride group for LGBT+ staff; and an 'Access All Areas' network for staff with disabilities).	Pg49
C34	The VC was seen as instrumental in increasing UEA's reputation for inclusive practice. This senior commitment to equality was seen as positive for UEA.	Pg50
C35	UEA runs its own internal 'Taskforce on Tackling Racism' and a 'Changing the Culture' group. Both bodies contain representatives from staff and students and this is a positive addition to the university culture.	Pg50
C36	The Chair is considering holding UEA 'Town Hall meetings' with the Executive and Council in attendance. This will support communication across the university.	Pg52

C37	The Students' Union was invited to attend Council last year and gave a presentation. It was reported that relationships between the Students' Union and UEA were good and that their views were sought out and welcomed.	Pg53
C38	HR plans to introduce 'pulse' surveys every half year to 'take the temperature' of staff views and this data will be shared with Council. This will enable Council to better understand issues which concern staff.	Pg54
C39	As part of its stakeholder strategy, UEA was identified as engaging particularly well with the Civic University agenda; with standing invitations to UEA's Council meetings issued to Norwich Council and Norfolk & Norwich University Hospitals.	Pg54
C40	We understand that the Provost was recruited partly so that the VC could take on a bigger international role, this will increase the profile of UEA.	Pg55
C41	Overall, members expressed a unified view of UEA's future priorities. This shared clarity demonstrates that Council has clear sight of the challenges and opportunities UEA faces and has high levels of confidence in the senior leadership.	Pg56

Priority Recommendations

PR1	Council should review its approach to confidentiality in order to ensure that it is satisfied that it is used only where appropriate and necessary (see also below our comments about the publication of information).	Pg17
PR2	Council should adopt all three documents as soon as practicable: <ul style="list-style-type: none"> • Statement of Primary Responsibilities of Council • Scheme of Delegation • Annual Cycle of Council/Committee Business 	Pg17
PR3	Secretariat to embark on a project to update governance documents and governance website: see Table 10, Appendix 6 for details.	Pg23
PR4	IT is tasked with resolving issues swiftly, so that the governance team can more easily publish papers thus enabling UEA to comply with compliance regulations.	Pg36
PR5	All Council members to attend mandatory training on Information Security and Equality and Diversity.	Pg41
PR6	The Chair and the VC will work together to define boundaries more sharply between Council and ET's roles generally and in the development of strategy, and will present their thinking at Council. The Chair and VC will make explicit Council's duty to provide challenge, and will facilitate dialogue within Council to come to an agreed position regarding what healthy challenge looks like.	Pg42
PR7	Interviewees recognised that the pandemic had impacted on relationship building between ET and Council. The Governance Committee may wish to consult with ET and Council to identify ideas and the best methods for social interaction between Council and ET at UEA.	Pg42
PR8	To fill any gaps in Council expertise, UEA may wish to recruit/co-opt new Council members with the relevant experiences.	Pg44
PR9	The Chair should identify those topics where it could be helpful for Council to come to a settled position and use a range of different mechanisms to build consensus. This will prevent any unnecessary revisiting of conversations and free up UEA to take the necessary action to confidently implement its strategy.	Pg45

Recommendations

R1	There is an unusual (and presumably fairly recent) provision which sets out that “[by] exception, meetings of Council may be held virtually online but this shall not become normal practice”. This seems unnecessarily restrictive. We recommend that Council review this decision.	Pg16
R2	The MOU between the University and the SU should be shared by the University Secretary at a Council Meeting. It may be useful to offer an opportunity for Council members to ask questions to ensure members are clear about all Sportspark arrangements.	Pg24
R3	To enable Council members to understand the role they play in academic assurance, the VC will facilitate a ‘deep dive’ session on academic governance at Council.	Pg32
R4	To increase academic assurance, Senate will monitor the University’s academic quality against agreed KPIs or best practice in the sector.	Pg33
R5	So that Council can strengthen its understanding of academic assurance, Secretariat to survey Council members to discover gaps in Council members’ knowledge. A series of Senate-led presentations on academic assurance, followed by discussion, could allow Council members to build up their knowledge of academic quality; the importance of maintaining standards; and the processes involved.	Pg33
R6	In addition to members of the Executive Team, the Senior Officers Remuneration Committee (SORC) also considers the salaries of those Directors of service who are on an individual salary point, i.e. not part of the published incremental salary scale. All those considered by SORC should complete the ‘Conflict of Interest Declaration’ as a matter of priority.	Pg35
R7	To help Council with its decision making, the Governance Committee will set up a task-based working party to review Council papers, made up of both members of Council and the Executive.	Pg37
R8	To comply with compliance requirements, UEA’s default position should be that all papers are accessible, and that information is only kept confidential if there are sound reasons for doing so.	Pg38
R9	So that Council members can access UEA online data more easily, UEA’s IT department should be tasked with swiftly resolving any technical difficulty.	Pg39
R10	In line with interview feedback, Secretariat will review the content of the induction programme.	Pg41
R11	The new Chair should explicitly address the issue of Council members’ status at a Council meeting and should emphasise that all members of Council have equal status; can speak on any issue – not just their specialty; and should be treated as equally important.	Pg42
R12	The Chair and VC to establish exactly which data, level of detail, format and style is required for reporting on KPIs; and ensure that that this information is communicated with absolute clarity, so Council and ET share a joint view of what UEA is required to deliver.	Pg45
R13	Financial reporting processes to be openly discussed at a Council meeting, so that current members can discuss how they would like to receive more assurance regarding UEA’s finances.	Pg45
R14	To monitor the diversity of Council membership, Council members to be asked to complete a diversity form – in line with the data UEA gathers from staff. Members should be asked to declare the protected characteristics as defined by the Government.	Pg48

R15	To ensure that both Council and ET gain a shared understanding of the University's obligations under the FOI Act, UEA's Data Protection Officer to be invited to present an update to Council.	Pg50
R16	To involve governors in stakeholder engagement and leverage the value of governors' networks, Council to be fully involved in the creation of a stakeholder mapping exercise at a facilitated Away Day session	Pg51

Suggestions

S1	Council to consider whether the terms of reference for other committees, besides Audit, should be amended to add powers for the committee to co-opt members to fill any skills gaps.	Pg22
S2	As interviewees raised queries regarding the size of Council, Secretariat to present Council size requirements to Council; and the Chair then facilitates an open discussion on perceptions of how the number of Council members impacts on efficiency and governance decision making.	Pg25
S3	Should the Governing Body wish to explore the idea of reducing its size, discussions should be informed by the Council's skills matrix, a succession planning process and consideration of the membership of Council committees.	Pg25
S4	Secretariat to conduct a fresh Council skills audit and shares this data with Council, so everyone is aware of the skills currently contained within Council, as well as any gaps.	Pg29
S5	As some interviewees were concerned about increased workloads for Council, the Chair to have an open discussion with Council regarding the best way to pace and share the work. We are aware that this may impact decisions regarding the optimum size of Council.	Pg30
S6	To support the participation of more quietly spoken individuals, UEA to consider providing table top mics during meetings, so all attendees can be heard.	Pg30
S7	To promote further engagement, the Chair might wish to consider directly asking quieter Council members to comment during discussions or consider permitting attentive silences and waiting for contributions.	Pg30
S8	To support the Chair in running Council meetings, it would also be helpful if Council members physically or verbally signaled agreement/disagreement whenever the Chair asks for a response.	Pg30
S9	Should any Council members be unsure of previous decision making, Council members may wish to scrutinize Council agendas and papers and contact Secretariat in advance of the meeting if they wish to refresh their memory regarding why a decision was made, or any previous 'trade-offs' accepted by Council.	Pg31
S10	The SU should be asked to present a written report on SU activities at each Council meeting, to ensure Council are up to date with all SU initiatives.	Pg31
S11	The Chair of Council plans to explore risk appetite at a Council meeting later this year. As part of this exploration, the Audit Committee's role in managing risk throughout the University should be openly discussed and a realistic scope of its investigations should be clarified.	Pg32
S12	Providing more practical plans with objectives, assigned responsibilities and timelines might increase assurance to Council.	Pg32

S13	To build confidence, UEA may wish to consider financial governance training for those governors less familiar with finance.	Pg33
S14	To increase Council's understanding of HE regulatory and policy UEA could provide additional briefings and activities. This could include the activities outlined in Table 3.	Pg33
S15	To support current gaps in knowledge, future Council appointments should consider members who have HE experience and expertise.	Pg34
S16	As the University Secretary has a great many responsibilities, UEA may wish to review the job description for this post and streamline this role, to enable the postholder to focus on prioritised tasks aligned to achieving the University's new strategy.	Pg36
S17	To complete the review of governance papers the working party (part of R6) to then report back findings to Council.	Pg38
S18	To increase understanding of Council duties, Secretariat to run a short session for Council explaining members' compliance responsibilities.	Pg39
S19	Council's understanding of HE regulatory issues could be further increased through the provision of an annual sector briefing. This could be facilitated by an external sector expert.	Pg39
S20	Interviews revealed that some members found it difficult to achieve online access. Secretariat may wish to open up discussions with individual Council members to get clear examples of where access has proved to be difficult. This could reveal existing barriers to digital use. Secretariat may also wish to suggest the level of computer literacy required by each Council member.	Pg40
S21	The increase Council's understanding of the day to day running of the university, induction to include tours of the campus (including research facilities, laboratories) and meetings with PVCs, Heads of Schools, researchers, staff, and student reps.	Pg42
S22	Taking into account interviewee feedback, induction to be delivered in shorter chunks over a longer time span.	Pg42
S23	Secretariat could develop a Council 'buddy system', so established Council members can offer peer support to new members as they settle into their role.	Pg42
S24	Short subject briefings to be offered to Council, to promote team knowledge and team building. Recognised external experts could be invited as required, to provide an informed perspective on specific issues.	Pg42
S25	To avoid any sense of 'fait accompli' in decision making before a project begins, it might be helpful for Council to receive a short presentation from ET. Council could then assess the risk of a course of action and comment in principle before ET went off and developed the work. We suggest that the Chair facilitates a discussion at Council regarding this way of working.	Pg44
S26	The Chair to facilitates a discussion at Council to determine how the Governing Body might best obtain the information they require when individuals in charge of specific areas of work are not present at council.	Pg44
S27	As an aid to succession planning, UEA to use the opportunity outlined in R11 to make Council more diverse.	Pg45
S28	To clarify the roles and responsibilities of ET and Council with regards to strategy it would be beneficial to hold an externally facilitated Away Day to discuss strategy and strategic approaches.	Pg47
S29	The use of the acronym BAME be reduced at Council level and beyond. Sometimes use of the term BAME can mask data. Instead, UEA should support a more granular focus on Black, Asian and other ethnic minorities. This should be	Pg50

	considered in areas such as (but not limited to) recruitment, diversity monitoring and the EDI Committee.	
S30	There should be a culture of encouraging Council members to give regular feedback; it can be very helpful if a statement is given at the end of key meetings, encouraging members to feed back on how the meeting has gone.	Pg50
S31	As interviewees requested more regular updates on EDI, Council to receive brief updates on progress from the EDI Committee each quarter.	Pg50
S32	As interviewees requested more information on EDI in relation to staff, Council may wish to view staff data – split by protected characteristics – in relation to overall staff profile, staff recruitment, retention, progression, and exit.	Pg50
S33	To promote knowledge on EDI at UEA, UEA to develop a sub-strategy for its EDI initiatives which is then embedded into UEA's overall strategy for the organisation.	Pg51
S34	To make Council more visible, UEA to make strenuous efforts to communicate Council's role to staff and students (see Table 4).	Pg53
S35	To raise the profile of governors and increase awareness of governance processes Council may wish to further strengthen UEAs internal engagement and communications processes (see Table 4).	Pg53
S36	To further support effective consideration of the student voice, the University may wish to consider suggestions contained in Table 5.	Pg54
S37	Regarding the 'pulse' surveys to staff, Council may wish to consider which topics would most benefit from staff input.	Pg55
S38	To continue to build relationships with Trade Union, TU representatives to continue to present annually to Council, and the Chair continues to meet with the representatives.	Pg55
S39	To promote stakeholder engagement, UEA to provide a forum for Council members to put themselves forward for opportunities to engage with targeted individuals in Norfolk and Norwich.	Pg60

Methodology

12. In September 2020, the Committee of University Chairs (CUC) produced the 'Higher Education Code of Governance'. All higher education institutions choose which parts of the Code apply to them, and either comply with the objectives set out in the document, or else explain reasons for non-compliance. This includes the duty to "conduct a regular, full and robust review of governance effectiveness with some degree of independent input". The CUC recommends that such a review takes place every three years.
13. The University previously carried out an internal governance effectiveness review in 2016.
14. In October 2021, the University of East Anglia ("UEA") commissioned Halpin Partnership ("Halpin") to conduct an independent external review of Governing Body effectiveness.
15. The review scope, project plan and timescales were agreed between UEA and Halpin at an initial scoping meeting on 30 April 2021. The focus of the review was agreed (see below) with members of the assigned Governance Effectiveness Review Steering Group and Halpin Joint CEO Susie Hills. The Steering Group is represented by the following members of the University:
 - Dr Andrea Blanchflower, Director of Governance & Assurance
 - Ian Callaghan, Chief Resource Officer and University Secretary
 - Professor Ratula Chakraborty, Senate Representative
 - Jeremy Clayton, Deputy Chair of Council and Independent Member of the Council
 - Dr Sally Howes, Chair of Council
 - Elizabeth Payne, Student Representative
 - Professor David Richardson, Vice-Chancellor
 - Andrew Wood, Senior Independent Member.
16. The remit of the Steering Group was to oversee the Governance Effectiveness Review process. In practice, this included commissioning, setting the review scope, agreeing the key lines of enquiry, and monitoring progress in relation to the project deliverables against the timeline set out in the Halpin Project Plan.
17. The Halpin Review Team is entirely independent from the University of East Anglia and have declared no conflicts of interest in undertaking this work.

Scope of the Governing Body Effectiveness Review

18. A list of areas to consider was provided by the University of East Anglia in the consultant brief and it was agreed that the following areas would be covered in the review:
 - i. To undertake a review of the effectiveness of UEA's Council, taking account of its standing committees, overarching governance framework, external accountability obligations and wider remit around academic governance, making recommendations for improvement.

- ii. To report on sector best practice and, in the light of this, recommend ways in which UEA might improve its governance.
 - iii. To consider UEA's adherence to the CUC Code of Governance and other relevant codes, recommending action as required.
 - iv. To consider benchmark information on the composition of Council and other aspects of its operation, drawing on comparator institutions (typically from other Royal Charter institutions and those that are largely campus-based and with a similar subject mix to UEA) and to consider whether the UEA Council composition remains effective and appropriate to future needs, making recommendations as appropriate.
 - v. To consider the interplay between the various elements of UEA'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.
 - vi. 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.
 - vii. To consider the instruments of governance (Charter, Statutes, and Ordinances), making any recommendations for improvements.
 - viii. 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.
 - ix. To review arrangements for the induction of Council members and their ongoing support to ensure that members can be effective in the discharge of their duties, making recommendations as appropriate.
 - x. To consider any other matters referred by Council that are relevant to the effectiveness of UEA's governance.
 - xi. To report to the Council on the review findings, making specific recommendations for change as appropriate, along with recommendations for an approach to change.
19. Team biographies are included in Appendix 1.
20. The Halpin Review Team followed the methodology outlined as follows:
- Desk Review: A range of governance-related documents was reviewed, along with papers for Council and its main committees. This included a detailed consideration of UEA's Instruments of Governance, Charter, Statutes and Ordinances.
 - Council Member questionnaires: 22 completed questionnaires.
 - Council Member, staff and apprentice interviews: 27 interviews.
 - Observations: 4 observations –
 - The Council meeting held on 29 November 2021
 - The Audit Committee meeting held on 14 January 2022
 - The Senate meeting held on 23 February 2022
 - The Finance Committee meeting held on 3 March 2022.

Instruments of governance (Charter, Statutes, and Ordinances)

21. Halpin works in partnership with the law firm Shakespeare Martineau on some governance reviews. Shakespeare Martineau undertook the desk review and considered UEA's instruments of governance (Charter, Statutes and Ordinances), as well as making recommendations for improvements.
22. The University's key governing instruments are generally good. However, there are gaps in the documentation which sits beneath the Charter, Statutes and Ordinances.
23. Some specific comments and suggestions for improvements are set out below, but overall it does not appear to us that any issues regarding the governance of the University specifically arise as a result of its governing instruments.
24. The version of the Charter published on the University's website is dated 2021/22, but it is not clear when it was last amended. The Charter is drafted in a modern style with most of the detail moved to the Statutes and Ordinances. This makes it easier for Council to make changes to key provisions as required.

The Charter

25. The Charter sets out the overarching governance framework for the University which includes the Council (executive Governing Body), the Senate (responsible for academic matters under delegated authority from the Council) and the Assembly.

The Statutes

26. The Statutes were last amended by Council on 28 June 2021; and these amendments were approved by the Privy Council on 30 September 2021, in accordance with the requirements of the Charter.
27. The Statutes are also drafted in a modern style and are clear and easy to follow. Statutes 1–3 relate to Council (general/functions/delegation). However, the functions do not include any specific reference to the public interest governance principles of the OfS Regulatory Framework. Some universities have now included this information in their governing documents, including key areas of OfS interest such as academic freedom and freedom of speech. We **suggest** that inclusion of this data be considered the next time the Statutes are reviewed. **(PR3a)**

The Ordinances

28. The current Ordinances were approved by the Council on 28 June 2021. Again, these are generally clear and well written.
29. Ordinance 1 (appointment of staff) covers the appointment of a key figure in the University's governance, the University Secretary. It specifies that the role of University Secretary is carried out by the Chief Resource Officer and that the

University Secretary is appointed by 'the University'. This is different to Statute 4, which provides that the University Secretary is appointed by 'the Council'. The appointment and removal of the University Secretary by Council is a fundamental principle which ensures that the University Secretary is accountable only to Council and is able to act as an independent adviser, without undue influence from the Executive. It is not uncommon for a university secretary to have a dual role, i.e. where the postholder also has executive responsibilities within the institution, and this is recognised in the CUC Higher Education Code of Governance (CUC Code). However, the CUC Code emphasises that where "the person appointed has managerial responsibilities in the institution, there [must be] an appropriate separation in the lines of accountability". It is not clear from Ordinance 1 that such a separation exists. The provisions governing meetings of Council are set out in Ordinance 5. Most of the detail we would expect to see is covered, although there is nothing about written resolutions. We **recommend** that Ordinance 1 and Statute 4 are reviewed with a view to providing further clarity on the University Secretary's status, and that a written resolutions provision be added the next time the Ordinance is reviewed. **(PR3b)**

30. There are also provisions about the role of the University Secretary in Ordinance 4, which is a little confusing, and it might be preferable for all of the relevant provisions to be in one place.
31. Ordinance 2 (governance and organisation) covers the appointment of Pro-Chancellors. The Chair of Council is a Pro-Chancellor *ex officio*, and additional Pro-Chancellors may be appointed (although it does not appear that any are currently).
32. Ordinance 2 also contains a section about the role of the Executive Team, clarifying that it is not a committee but rather acts as an advisory body to the Vice-Chancellor. However, the text then states that Council requires the Vice-Chancellor to consult fully with the Executive Team and have due regard to its opinion. These are unusual provisions but, in our view, provide helpful clarity about the role of the Executive Team within the University's governance structure.
33. There are also provisions about the roles of the Executive Team in Ordinance 4, and again it might be clearer to include these provisions in Ordinance 2. We **suggest** that UEA includes these provisions in Ordinance 2 the next time the Ordinance is reviewed. **(PR3c)**
34. Ordinance 5 sets out detailed provisions relating to Council and its committees. It covers the membership of Council, the conduct of business at Council meetings (in effect, the 'standing orders' for Council), conflicts of interest, committees and other relevant matters. Quite a considerable part of Ordinance 5 is a repeat of Statute 1 (membership, appointment of Chair and other officers, quorum), which seems to be unnecessary duplication. Whilst it is fairly standard to include details of Council membership in the Statutes, ideally most of the other provisions would be set out only in the Ordinances, as they can then be amended without requiring the consent of the Privy Council. We note that the University's website also has a link to 'terms of reference' for Council which are slightly different from Statute 1 and Ordinance 5, and we **recommend** that these discrepancies are rectified. **(PR3d)**
35. There is an unusual (and presumably fairly recent) provision which sets out that "[by] exception, meetings of Council may be held virtually online but this shall not become normal practice". This seems unnecessarily restrictive, and it is not clear whether this approach is also taken with committees; we are aware that many universities have found online meetings work particularly well for committees and are intending to keep them. We **recommend** that Council reviews this decision. **(R1)**

36. There are detailed provisions in Ordinance 5 about confidentiality and reserved business. These are well drafted and emphasise that “Council wishes to make as much information as possible open and reports should be constructed so that sensible redactions can easily be made”.
37. However, our review of a sample of Council papers and minutes suggests that the actual approach to confidentiality is rather different, with large sections of minutes being classed as confidential and whole documents headed with severe warnings about disclosure and classified as confidential until a date several years hence. This goes against both the wording of Ordinance 5 and the requirements of transparency and openness which underpin the operation of any publicly funded body. There also appears to be greater use of ‘confidential and reserved’ business than we might expect to see; this appears to be where papers are circulated to members of Council only, although Ordinance 5 does not actually specify this. In addition, there is an even more restricted category of ‘secret’ papers which are restricted to attendees at the meeting only. This is an extremely unusual provision which we have not seen before in university standing orders, and we would question whether it is appropriate in the context of collective responsibility. We **recommend** that Council should review its approach to confidentiality in order to ensure that it is satisfied that it is used only where appropriate and necessary (see also below our comments about the publication of information). This is a **priority recommendation. (PR1)**

Other governance documents

38. Whilst the key governing instruments are generally well drafted, the University is missing a number of other governance documents which we would usually expect to see, including:
39. Statement of Primary Responsibilities of Council – it is a requirement of the CUC Code for the Council to adopt such a statement, most simply using the template version set out in Appendix 2 of the CUC Code. We **recommend** that UEA adopt a Statement of Primary Responsibilities of Council. **(PR3e)**
40. Scheme of Delegation – we understand that there is an old version of this document in place, which was not shared as part of the desk review, and that the Head of Governance is set to review and update it. It is standard within the sector for a university’s governing body to adopt a scheme of delegation which sets out, in one place, all powers delegated by the governing body to committees, other bodies and the executive. This aids transparency as well as being a useful reference point.
41. Annual Cycle of Council/Committee Business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year.
42. We note that there have been recent discussions at the Governance Committee and Council about the University’s lack of such documents, and we would **recommend** that Council should adopt all three documents as soon as practicable. This is a **priority recommendation. (PR2)**

Council strategy for the academic year 2021/22

43. We have also seen a very recent document setting out the approach to developing a Council strategy for the academic year 2021/22, which was approved by Council at its October 2021 meeting (although we understand the document itself is an evolving one). This sets out seven strategic principles to guide Council’s operation over the

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forthcoming academic year, with a considerable focus on the role, priorities and accountability of the many committees and boards that sit below Council. The need to improve engagement between Council and Senate is also recognised, starting with the appointment of an independent member as a standing observer at Senate with full speaking rights. We have not seen a similar 'Council strategy' document before within the sector, but in our view, it is an extremely helpful approach. We **commend** the Chair on the creation of this document. **(C1)**

Committees

44. Statute 3 specifies that Council may appoint such committees and other bodies as it thinks fit and may delegate its powers and functions to such committees/bodies, or to a member of Council or a member of University staff, subject to the usual list of non-delegable functions which are reserved to Council. Further detail is set out in Ordinance 5, which specifies that the provisions governing the conduct of meetings etc will apply equally to committees.
45. Council currently has a very large number of committees and other bodies which report to it, including ten which are classified as 'core' committees:
 - Audit Committee
 - Finance Committee
 - Governance Committee
 - Senior Officers Remuneration Committee (SORC)
 - Estates Committee
 - Equality, Diversity and Inclusion Committee
 - Sustainability Board
 - Academic Related Staff Review Committee
 - University Research Ethics Committee
 - Sainsbury Centre Board.
46. Of these, however, only the first four can really be classed as core committees of Council, because the membership of the others includes only one or two members of Council (or in some cases, none). We have therefore focused on these four in the governance review.
47. Section 5.3 of the CUC Code states that "the governing body will also need to consider having a committee sub-structure which supports its effective operation, with specific consideration being given to Audit, Finance and Nominations Committee".
48. The University has many more committees than is usual in the HEI sector. The reporting structure for each committee is unclear; and there is a disconnection between Council and its committees and a lack of clarity regarding accountability and reporting. Some committees do not have actions.
49. The Governance Committee is already reviewing terms of reference and committee structures so that committees can provide reasonable assurance for the institution. The Chair has established annual priorities for each committee. This process should be **commended**. **(C2)**
50. The Chair has also assigned individual Council members to help support the thinking of some committees. The Chair has invited committees to self-assess their own performance. We **commend** these very helpful improvements. **(C3)** As part of this review, each committee's self-assessment of its own performance was compared with that of Halpin. We were pleased to see that the results were very similar. This

demonstrates that Council members have a clear understanding as to how well Council is operating and has identified opportunities for improvements. This level of self-awareness is **commendable. (C4)**

51. Once the current review of committee terms of reference, structures and performance is complete, we **recommend** that this information is published on UEA's website. **(PR3f)**
52. The other key committee is Senate, which under the terms of the Charter has delegated authority from Council for the oversight of the academic performance of the University and the assurance of academic standards. The membership and Terms of Reference of the Senate are set out in Ordinance 3. However, there is no reference in its Terms of Reference to its key role of providing assurance on matters of academic governance to Council, in order to enable Council to comply with its obligation under the OfS Regulatory Framework to "receive and test assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)". An annual report is provided to Council, summarising how Senate quality assures UEA's provision and standards, so due assurances can be given to the OfS. However, it is not clear how other matters of particular interest to Council under the Regulatory Framework (student protection plan, consumer law, new OfS conditions of registration) are reported up to Council. We **recommend** that relevant information on Senate's role in meeting the OfS Regulatory Framework is added to the Ordinances. **(PR3g)**
53. It is difficult to fully understand the reporting lines from the committees into Council. The agenda for Council meetings lists the committee meetings which have taken place since the last Council meeting, but it is unclear as to whether the minutes of those meetings are routinely provided (or made available) to Council members, nor whether they are published.
54. In most cases where a Council committee has met, a report is produced from that committee to go to the next Council meeting (in Section A or B, as appropriate). This is routine practice for the Senior Officers Remuneration Committee (SORC), Finance, Governance and Audit Committees. Effectively, this also happens for the Estates Committee as there is a standing item on the Council agenda for the Campus Development Plan. However, Secretariat plans for the Estates Committee to also submit a report to Council for more routine business considered by this committee, to bring this in line with standard practice for UEA's other committees. The Equality & Diversity Committee reports annually to Council. The University Secretary has also confirmed that the new Director of the Sainsburys Centre for Visual Arts will also produce reports for Council. Furthermore, it has recently been recommended that the Academic Related Staff Review Committee report to SORC. This change is due to be approved at the next Governance Committee meeting. This committee's report will also now include the Academic Related and Professorial Review (which currently reports to Senate). Reporting lines to Council is one of the issues which is being addressed by the newly adopted Council approach to strategy (referred to above), which will require each committee to produce an annual report for consideration by Council. We **commend** this development. **(C5)**
55. The membership of Council is set out both in Statute 1 and in Ordinance 5. The drafting of Statute 1 is designed to be very flexible, giving only an upper limit of 25 and a requirement that there be a majority of independent members in addition to the Vice-Chancellor, and at least one member appointed by the Senate and one student member.
56. Ordinance 5 sets out slightly more detail, specifying that the Council shall from time to time determine its composition, and that in addition to the Vice-Chancellor, the

membership shall also include the Provost, the Pro-Vice-Chancellor for Research and Innovation (both *ex officio*), two members of staff appointed by ballot amongst members of Senate (at least one of whom shall be a member of academic staff), one member of support staff elected by those staff, and two students nominated by the executive of the Students' Union. This gives a total of eight 'internal' members, meaning that there must always be at least nine independent members.

57. We have not seen a formal 'determination' of current membership numbers; the website suggests that Council currently has nine independent members and two vacancies, although the Governance Committee recently recommended to Council that it should advertise for four new independent members. We **recommend** that current membership numbers are clarified within the governing documents to ensure a quorum, and that UEA has sufficient members of Council for its committees. (PR3h)
58. The provision relating to the members "appointed by ballot amongst members of Senate" is slightly unclear, as it does not specify whether those members are chosen from amongst the membership of Senate or the wider University body. It appears that the latter is the case, but this wording could be clarified. These members are also referred to in some places as 'Senate representatives', which is not their role. We understand from the University Secretary that it has recently been agreed that if the 'Senate-elected members' do not currently have membership of Senate, they should be 'in attendance' at all Senate meetings whilst in their role. We **suggest** that the relevant text is clarified. (PR3i)
59. On a similar point, we note that the 'Creating a Strategic Approach for Council' document referred to above makes reference to the three 'types' of Council members: 'Executive, representation and independent'. Whilst some members of Council may be nominated or elected by particular groups of staff or students, they are not representatives of those groups; once members of Council (and charity Trustees), their role is to act in the best interests of the University. In addition, we would caution against dividing Council into different groups this way, as this can give rise to the perception that some members are more important than others or have different roles to play on Council. We **recommend** that documents make clear that all members of Council have equal status and 'representation' is amended to elected. (PR3j)
60. Ordinance 5 specifies that Pro-Vice-Chancellors who are not *ex officio* members of Council "attend with full speaking rights". This is an unusual provision and appears to go beyond the normal practice of members of the Executive attending meetings to provide information on specific matters, rather than generally to contribute to the discussion. There are currently five such PVCs, which could potentially mean that there are more executive than non-executive attendees at Council meetings, something which should be avoided. We note that this issue is covered in the Council strategy document, following concerns raised by some members, and that in future non-member PVCs will not sit at the Council table (or be visible in Teams) so that it is clear who are the members of Council. We **recommend** that Ordinance 5 is amended to reflect these new arrangements. (PR3k)
61. Statute 1 provides that members of Council (other than *ex officio* and student members) hold office for a term commencing on their appointment date and ending on 31 July three years later. Whilst it is quite common in the sector for Council terms of office to run until the end of the academic year, this often means that there is considerable turnover in membership all at the same time, which can be difficult to manage. For example, at the end of 2020/21, the terms of office of seven members of Council (more than a third of the membership) came to an end. This can be a risk for the healthy operation of Council and its committees. Some institutions have therefore moved to a system where members are appointed on a rolling basis throughout the year, although of course this can have disadvantages in terms of administration and

the recruitment of new members. We **recommend** that the Governance Committee put in place a formal succession planning process and we understand that the Chair is currently considering this issue. **(PR3l)**

62. Statute 1 specifies that a member may be reappointed at the expiry of their term of office, but that normally a member should not serve for more than three terms. Whilst it used to be fairly common for universities to extend the term of office for those appointed to an officer role, extending the term is no longer considered to be good practice. We **recommend** that this statute is reviewed. **(PR3m)**
63. Statute 1 also sets out the circumstances in which a member can be removed, including the unusual ground that the member “ceases to hold an office which was a material consideration in their appointment”. To meet the requirements set out in Section 3.1 of the CUC Code: “If a governing body member falls short of these standards, they must be dealt with in accordance with the institution’s constitution and Code of Conduct”. Currently, there is no process set out which governs how a member may be removed and we would **recommend** that Council adopts a (short) procedure which provides for the member to be notified in advance of the proposal to remove them, and for them to have the right to make representations to Council before a decision is taken. **(PR3n)**
64. Section 5.8 of the CUC Code states: “The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) ... The SIG should be a voice and a sounding board for other governors to sense-check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair)”. We are pleased to see that Council has appointed a Senior Independent Member (SIG), in line with good practice and we **commend** this initiative. **(C6)**
65. We also note that Council has recently appointed two ‘apprentice governors’ through a Perrett Laver scheme. There is no detail set out about their role, but it appears to be to encourage potential members from under-represented groups to gain experience of being a member of a university governing body. This is a positive initiative which should help the University to attract new members from a wider range of backgrounds; this is leading-edge practice and highly **commendable**. **(C7)**
66. A Senior Independent Governor (SIG) role description has been produced. There are also role descriptions for Council members; however, these are now slightly out of date. We **suggest** that these documents are updated to cohere with one another. Council may also wish to consider introducing role descriptions for the Chair, Deputy Chair, Treasurer, Elected and Apprentice Governors. **(PR3o)**

Review of Terms of Reference and membership of Council and committees

67. As noted above, Council has an old Scheme of Delegation, created in 2017. This document was not shared during the desk review stage of the review process. Therefore, it is difficult to see at a glance which of Council’s powers and functions have been delegated to Council committees and other bodies. Of the four main committees, only the Finance Committee has any substantive delegated decision-making powers. One of the functions of SORC is said to be “to determine and report to Council the remuneration policy for the Senior Officers of the University”, which is slightly confusing; the use of ‘recommend’ in committee terms of reference usually implies that the final decision rests with Council, whereas ‘determines’ would suggest otherwise. We understand that UEA is already aware of the need to update this document and we **recommend** that these discrepancies are addressed. **(PR3p)**

68. Examination reveals that there are differences between different committees' terms of reference. The Terms of Reference for the Audit Committee contain detailed provisions regarding how meetings should proceed, as well as the Committee's powers and functions. We assume that the other three core committees operate in accordance with Ordinance 5. We **recommend** that Council agrees a standard format for all terms of reference, setting out the membership and terms of reference of each committee and that these documents are formatted so that they follow a similar framework. **(PR3q)**
69. It does not appear that each committee routinely reviews its terms of reference; in most universities, these are reviewed and formally approved by Council at the start (or end) of each academic year. We note that under the terms of the Council strategy, committees are being encouraged to review their own effectiveness on an annual basis, which is good practice. In common with sector best practice, we **recommend** that Council and each committee review their terms of reference annually, to ensure that they remain appropriate and that no amendments are necessary. **(PR3r)**
70. Currently, only the Audit Committee has the power to co-opt members. However, throughout the sector, it is common for other committees to also have these powers. We **suggest** that Council consider whether terms of reference for other committees, besides Audit, should be amended to add powers for the committee to co-opt members, in order to fill any skills gaps. **(S1)**
71. The Desk Review noted specific points in relation to individual committees:
72. Audit Committee – the Audit Committee's Terms of Reference (as included with the papers for its meeting in November 2021) contain several out-of-date references to HEFCE, and the details of its '2021/22 membership' on the University website contain a wholly misleading statement about the Chair, Vice-Chancellor, Treasurer and Pro-Vice-Chancellors "not exercising their right to sit on this Committee". We **recommend** that this text is removed. **(PR3s)**
73. Finance Committee – we note that the Chief Resource Officer (and University Secretary) is listed as a member of the Finance Committee. Whilst recognising that the CRO has a dual function, it is in our view inappropriate for that postholder to be a member of a key committee which reports to Council. The role of the University Secretary is to provide independent (sometimes legal) advice to Council and to advise the Council on all matters of procedure. In addition, the Director of Finance is listed both as a member of the Finance Committee and as its secretary: this should not be the case as these are separate roles with different responsibilities. To avoid any perception of conflict of interest, we **recommend** that the University Secretary is removed as a member of the Finance Committee and that the Director of Finance is removed as secretary to the Finance Committee. **(PR3t)**
74. Governance Committee – information relating to the membership of the Governance Committee does not specify who chairs the committee. A recent proposal was made to add the Chief Resource Officer (and University Secretary) to the membership of the Governance Committee. Again, in our view, it is inappropriate for that postholder to be a member of a key committee which reports to Council. We **recommend** that the Terms of Reference for the Governance Committee clarify who chairs that committee; and that the University Secretary is removed as a member of the Governance Committee. **(PR3u)**
75. Senate – as mentioned above, Senate's Terms of Reference should be amended to ensure Senate provides assurance on matters of academic governance to Council and that Council meets its obligation under the OfS Regulatory Framework.

76. Senior Officers Remuneration Committee – the membership of SORC as set out on the University website specifies that it is chaired by the Deputy Chair *ex officio*, whereas the document considered at its June 2021 meeting states that the Chair is a “lay member of Council appointed by Council” and refers to another independent member being invited to join. We **recommend** that the membership clarifies the status of the Chair of this committee. (PR3v)

Governance Structures

77. We have observed that some governance ‘housekeeping’ needs to be done – updating documents, checking for consistency, improving clarity and publishing on the website. We **recommend** that Secretariat embarks on a project to update governance documents and the governance webpages. This is a **priority recommendation**. (PR3) All recommendations relating to these amendments which are included across this report have been collated within Table 10, Appendix 6.
78. Several interviewees reported being mystified by UEA’s current governance structures. The Governance Committee’s ongoing work clarifying UEA’s governance structures was welcomed and is to be **commended**. (C8)
79. Making governance structures transparent was also seen as a vital safeguard in keeping systematic ethical governance safe from any undue influence. Once governance structures have been reviewed, streamlined, and clarified, we **recommend** that this structure is made very clear to Council, and that it is openly published on the UEA website. (PR3w)
80. Section 3.6 of the CUC Code states: “The governing body must take practical steps to ensure that the Students Union or Association operates in a fair, democratic, accountable and financially sustainable manner”.
81. Concerns were raised regarding the SU’s status in relation to UEA. It was reported that the SU has received unconditional grants from UEA, even when the SU appeared to have cash reserves of more than £100k. However, further investigation revealed that it had become apparent that when measured against sector comparators, UEA was underfunding the SU. This deficit had affected UEA’s position in the league tables, as well as making it more difficult for the SU to plan their annual activities. The Finance Committee had therefore formally proposed to increase the proportion of grants the University made to the SU, in line with other universities. The proposal to support the award of block grants to the SU was transparently put to Council and this action was agreed. Any cash balances held by the SU relate to advance sales of tickets for gigs that are refundable. This is made clear when UEA conducts its annual review of the SU accounts.
82. Some interviewees appeared confused about the status of the SU’s role in relation to the Sportspark, as well as which sports-related activities the SU might deliver in relation to any grants awarded to the SU. UEA Sportspark runs the Sportspark facilities. UEA Sportspark is a University department and is a separate entity from the Students’ Union. The Students’ Union is responsible for the governance of all SU sports societies (as they are for all other SU clubs and societies). The University awards grants to the SU. On 18 May 2020, the University Secretary sent a letter to the SU which clearly set out financial arrangements. These proposals were formally approved at the Council meeting. We understand that the Secretariat is currently reviewing and updating the Memorandum of Understanding between the University and the Students’ Union. Once this task has been completed, we **recommend** that this document is shared by the University Secretary at a Council Meeting. It may be

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useful to offer an opportunity for Council members to ask questions to ensure that members are clear about all Sportspark arrangements. **(R2)**

Size of Council

83. Section 5.3 of the CUC Code states: “The size and composition of the governing body needs to reflect the nature, scale and complexity of the institution and governing bodies need enough time and resources to function efficiently and effectively”.
84. Interviewees expressed concerns regarding Council membership numbers. Whilst it is possible to find smaller-sized governing bodies within the sector, particularly within post-1992 institutions, the University is certainly not an outlier in comparison to other institutions of a similar mission and heritage, when compared to the benchmarking group (see Appendix 3, Benchmarking: Size of Council membership). Nevertheless, compared to governing bodies in other sectors, university governing bodies have a large membership; in part this reflects the requirement that Council contain both *ex officio* and elected members.
85. The CUC Code 2020 is silent on governing body size, other than stating the governing body needs assurance that the institution “complies with its instruments of governance such as statutes, ordinances and articles”. The previous 2018 revision of the Code stated that there was no optimal size, and instead focused on the skills and experiences needed.
86. Having considered this matter as part of our review through various means, including benchmarking against your comparator group, we do not believe that a reduction in size is needed to increase effectiveness. A further issue with reducing the size of the Governing Body is the ability to populate the sub-committees with members, ensuring that the members of the Audit and Finance Committees are kept separate. We **suggest** that Secretariat presents Council size requirements to Council; and that the Chair then facilitates an open discussion on perceptions of how the number of Council members impacts on efficiency and governance decision making. **(S2)**
87. However, should the Governing Body wish to explore reducing its size, we **suggest** that discussions are informed by the Council’s skills matrix, a succession planning process and consideration for the membership of Council committees. **(S3)**

Complaints

88. Section 3.7 of the CUC Code states that “the governing body requires assurance that there is a transparent, effective and published process for making and handling a complaint or raising a concern”.
89. There is information on the website regarding how students can make a complaint and disciplinary, dismissal, grievance and whistleblowing procedures relating to staff are also published. Information on how members of the public can make a complaint is contained within the website section for the UEA Community Liaison Team. However, some of this information is not easily found. We **recommend** that Secretariat ensures that all complaints processes are easy to access on UEA’s website. **(PR3x)**

Subsidiaries

90. Section 2.6 of the CUC Code states: “For those institutions that are charities, assurance will be needed that commercial transactions conform to the requirements of charity law and regulation. This is particularly the case where institutions have established subsidiary entities, for example separate operating companies or charitable trusts”.
91. UEA’s external auditors’ report is received by the Audit and Finance Committees in June and then submitted to Council. In addition, the Finance Committee receives an annual report showing the results of the subsidiaries.
92. For the year ending 31 July 2021, UEA’s external auditors have addressed subsidiary companies in the commentary. The external auditors state that they have conducted desk reviews for all subsidiaries (other than the Quadram Institute Bioscience).
93. The external auditors have confirmed that a separate risk was identified in relation to the valuation of investments, within the following subsidiaries:
 - UEA Enterprises Limited
 - Carbon Connections UK Limited
 - ICENI Seedcorn Fund LLP.
94. The external auditors also observed that there was a deficiency in timely impairment assessments over fixed assets investments, and it was noted that there was no formal review of the subsidiaries in respect of the carrying values of the assets held.
95. Statutory audits were carried out on the following subsidiaries:
 - UEA Enterprises Limited
 - UEA INTO Holdings Limited
 - UEA Consulting Limited
 - Carbon Connections UK Limited
 - UEA Publishing Project Limited
 - ICENI Seedcorn Fund LLP.
96. At the time of this review, outstanding tasks for the external auditors included:
 - review of the financial statements for each of the above subsidiaries
 - finalisation of sample testing
 - provision of management representation letters for these companies
 - receipt of letters of support for those subsidiaries with net liabilities.
97. The independent auditor’s report assessed the Quadram Institute Bioscience (QIB) as ‘good’. QIB’s own risk register is presented within its annual report.
98. The independent auditor’s report assessed the major risks to which the Sainsbury Laboratory is exposed and were satisfied that systems are in place to manage exposure to the major risks. The most significant risk relates to the continued future funding position of the Laboratory.
99. In terms of risk, the vast majority of UEA’s subsidiaries are holding companies that are either a) used to hold the University’s interest in organisations, or b) vehicles that

enable the charity (UEA) to undertake non-charitable activity. These subsidiaries are subject to corporation tax which is avoided by being paid up via Gift Aid to the charity.

100. UEA currently receives annual reports from TSL, QIB and UEA INTO, but not from the other subsidiaries.

101. The University Secretary has assessed risk as outlined in the table below:

Table 2: UEA's subsidiary companies and risk

Subsidiary companies trading in 2019–20		
Name	Purpose	Risk
UEA Enterprises Limited	Owning and exploiting intellectual property and for holding investments in spinout companies	Low – tax vehicle
UEA Consulting Limited	To provide managed consultancy services to support UEA staff working as consultants or expert advisors	Low – tax vehicle
UEA Publishing Project Limited	For the production and distribution of literature	Low due to number and value of transactions
Holding companies		
UEA INTO Holdings Limited	To hold the University's interest in joint ventures with INTO	Holding company – low
UEA NRP Investments Limited	To hold the University's interest in joint ventures with Anglia Innovation Partnerships LLP (formerly Norwich research park LLP)	Holding company – low
Non-trading dormant companies		
Carbon Connections UK Limited	To support projects to reduce carbon emissions	Low – dormant
Low Carbon Innovation Fund Limited	To operate regional low carbon investment fund	Low – dormant
UEA student residences	Non-trading leasehold in residential property	Low – dormant
UEA Company 1 Limited	Held should a separate legal entity be required in the future	Low – dormant
UEA Pension Trustee Limited	Corporate Trustee for the UEA self-administered trust	Low – Corporate Trustee – dormant
Subsidiaries of Quadram Institute Bioscience		

QIB Extra Limited	Bespoke research and market-leading services for the food, health and allied industries	Medium – impact on UEA consolidation
IFR NRP Capital Limited	Research and experimental development on natural sciences and engineering	Low – small
IFR Enterprises Limited	Research and experimental development on natural sciences and engineering	Low – small
The Sainsbury Laboratory	Research into plant and microbiological sciences	Medium – impact on UEA consolidation

102. The University Secretary is currently working on a proposal that the riskier subsidiaries report their results to the Executive Team (and then Finance Committee) quarterly. We **commend** this initiative. **(C9)**
103. The University Secretary plans to draw up a short document to present to Council, listing all of UEA's subsidiaries and other related entities such as the SU. This will highlight which subsidiaries present a risk. He plans to present an annual update on subsidiaries to Council, so all Council members are very clear on each subsidiary's position. This is excellent transparency.
104. The operation of subsidiary companies is often an area of risk for higher education institutions. We **recommend** that the University embarks on a comprehensive review of the governance and oversight of its subsidiary companies and their respective relationships with the University as parent. **(PR3y)**
105. We also **suggest** that UEA may wish to identify a 'cradle to grave' process for the set-up, ongoing management and potential wind-up of any subsidiary, spin-out or joint-venture company in which the University has or might have an interest. This process should ensure that Council meets all its legal and regulatory obligations. **(PR3z)**

Governance Culture and Relationships

106. The CUC Higher Education Code of Governance has been developed to support governing bodies to deliver the highest standards of governance across their institutions. The Code sets out key values – ‘Integrity’, ‘Excellence’, ‘Community’ – and elements – ‘Accountability’, ‘Sustainability’, ‘Reputation’, ‘Equality, Diversity & Inclusion’, ‘Effectiveness’, ‘Engagement’ – which enable HEIs to demonstrate their commitment to good governance.
107. In this section, we focus upon the areas of the review covering the assessment of the quality of relationships between the Council, the Executive and Secretariat, and the governance culture at UEA. We identify areas for development and provide recommendations for improvements, based on learning from the sector.
108. In forming a view on the governance culture and quality of relationships, we interviewed the Council, the Executive, Secretariat, the Students’ Union and other key stakeholders about the culture of governance at UEA and the quality of the relationships between the Council, the Executive and Secretariat.
109. In addition, we observed a number of Council and committee meetings in operation and reviewed papers provided to Council and committee members.
110. Interviewees were extremely cooperative and open when providing information and opinions. This was very helpful in supporting the review and we **commend** their participation. **(C10)**
111. The question was posed: “How would you describe/rate the culture of governance at the University?”
112. No respondents stated that the culture was “excellent”; 12 respondents (52%) stated that the culture was “good”; eight respondents (35%) stated that the culture was “average”; one respondent (4%) stated that the culture was “poor”; and two respondents (9%) did not answer.
113. The overall view was that governance was improving.
114. Some interviewees stated that they were unsure if Council contained the right skills mix. A skills audit was carried out during the last governance effectiveness review and the Governance team is aware that some skills are currently less well represented on Council. We **suggest** that Secretariat conducts a fresh Council skills audit and shares this data with Council, so that everyone is aware of the skills currently contained within Council, as well as any gaps. **(S4)**
115. Several interviewees stated that the level of work demanded from Council members had increased considerably. Further investigation revealed that Council has regularly held six meetings a year since 2015. These meetings originally ran from 9.30am to 12.30pm with usually one being a whole day strategy session. However, at Council’s request, these meetings were extended to 2pm and a second strategy day was added.
116. However, we note that there have been several changes since 2016:

- Council now contains a higher proportion of independent members who also have a full-time job.
 - During the pandemic, UEA offered Council fortnightly briefing sessions with the VC.
 - To support the development of the strategic plan, UEA offered a series of non-mandatory briefing sessions for Council to aid thinking about strategy.
 - The new Chair has set up the Council sub-committee for Digital Transformation.
 - Independent Council members have also been invited by the Chair to join new sub-committees.
 - The Governance Committee has grown at the request of independent members who requested membership to this committee.
 - A Senior Independent Governor has been appointed.
117. We **suggest** that the Chair has an open discussion with Council regarding the best way to pace and share the work. We are aware that this may impact decisions regarding the optimum size of Council. **(S5)**

Remuneration

118. Section 3.8 of the CUC Code states: “If a governing body decides it is appropriate to remunerate governing body members and this is permitted in its constitution, it must ensure that payments are commensurate with the duties carried out, are reported in the audited financial statements, are consistent with charity and employment law, and reflect the institution’s values and ethos”.
119. Some interviewees wondered if Council might become more focused if Council members were remunerated for their work. Furthermore, it was suggested that Council remuneration might encourage more diverse individuals to apply as Council members, who would otherwise be unable to participate. We understand that the Governance Committee is currently considering the matter of remuneration.

Meeting observations

120. Council: Council meeting arrangements were observed to be exceptionally well organised, and this should be **commended**. **(C11)** The Council Chamber was accessible. Governance staff were solicitous of attendees’ comfort, including ensuring that IT staff were on hand to resolve any technical difficulties. Occasionally, more quietly spoken members of Council were harder to hear. We **suggest** that UEA considers providing table top mics for all. **(S6)**
121. Observation of the Council meeting revealed that the agenda was managed very well by the Chair and the meeting moved along smartly. The Chair worked hard to encourage participation and regularly invited questions from the floor. The Chair was excellent at observing the group, noting who wished to speak and bringing individuals into discussions. The Chair’s skillful management of the meeting is **commendable**. **(C12)** Approximately five participants spoke to each item. Nine individuals commented on the Digital Strategy paper. However, a few members rarely spoke, and one member spoke only once. We **suggest** the Chair might wish to consider directly asking quieter Council members to comment during discussion, or to consider permitting attentive silences and waiting for contributions. **(S7)** We also **suggest** it would be helpful if Council members supported the Chair by physically or verbally signaling agreement/disagreement whenever the Chair asks for a response. **(S8)**

122. Throughout most of the day there was a sense of calm, quiet and concentration. Council members were respectful and measured. It was very striking that the body language of all participants remained fully engaged for the whole day. Many leaned forward to listen as others spoke. Eye contact and individual concentration was extremely good. This level of engagement was unusually strong and was sustained for the entire day. This is to be **commended. (C13)** There were no side discussions – at least not whilst in the Council Chamber. On the face of it, this may demonstrate that the group is very mature.
123. However, at various points during the meeting, two Council members expressed dissenting views from the rest of the group. It was notable that these interjections were received in silence. No-one engaged with these views or expressed counter arguments. It may be that Council are less comfortable openly responding to contradictory opinions. This may mean that under the surface, issues remain unresolved. This is explored further in the section on relationships between the Executive Team and Council.
124. It was further observed that some members of Council did not always appear to remember previous decisions taken by Council or previous discussions regarding the implications of such decisions – such as the reasons for a decline in UEA's league table position. We **suggest** Council members may wish to scrutinise Council agendas and papers in advance and contact Secretariat in advance of the meeting if they wish to refresh their memory regarding why a decision was made, or any previous 'trade-offs' accepted by Council. **(S9)**
125. The Students' Union representatives were warmly invited to comment by the Chair and the VC. To encourage further participation, we **suggest** that the SU is asked to present a written report on SU activities at each Council meeting, to ensure Council are up to date with all SU initiatives. **(S10)**
126. During the morning of the Council meeting, staff who had been briefed to speak to papers – the Finance Director, the COO, the University Secretary – all appeared completely on top of their brief and gave excellent summaries. Staff who presented papers in the afternoon as part of the strategy session – the Provost, the Pro VP Student Experience & Education, the Pro VC Research & Innovation, the Pro VP Faculty of Arts & Humanities, the Pro VP Faculty of Social Sciences and the VC – all spoke fulsomely and impressively, without notes, appearing expert in their allotted areas. This proficiency should be **commended. (C14)**
127. During observation of the smaller Strategy Discussion Groups, it became clear that both Council and the staff team contained some very talented and knowledgeable individuals, keen to contribute their expertise. The 'Creating a Strategic Approach for Council' document is a welcome step forward in setting agreed priorities for the institution. Once the new strategy has been devised, we anticipate that this framework will enable the whole group to use its capabilities to progress UEA's aims.
128. Audit: The Audit Committee was observed to be a highly functioning group. The meeting was excellently chaired by an individual skilled in risk. Committee members had open, friendly and respectful dialogue with one another. As a team, they demonstrated diligence, expertise, ethical decision making, and a willingness to take action to solve problems. The Chair sought out the views of the committee members and excellently summed up discussion. The operation of this committee is to be **commended. (C15)**
129. However, we observe that the Audit Committee cannot oversee in minute detail all risks related to the organisation. The Audit Committee focuses on key risks and needs to receive support from other areas of the organisation. Spend on internal audit

is low. Should UEA wish to triangulate all risks, it was suggested during the interviews that a non-Executive, full-time member of staff at the University could carry out internal audits to triangulate risk on specific areas. We understand that the Chair of Council plans to explore risk appetite at a Council meeting later this year and we **commend** this initiative. (C16) As part of this exploration, we **suggest** that the Audit Committee's role in managing risk throughout the University and a realistic scope of its investigations are clarified. (S11)

130. Senate: The papers provided by Secretariat to Senate were very good. All meeting participants acted professionally. This group generated positive feelings of relaxation and security. As Chair, the VC made judicious use of humour; this was warmly received by the group. Although there were many matters to discuss, the agenda was well managed, and the meeting felt spacious, with plenty of time for debate. The chairing of this committee is to be **commended**. (C17) The Chair provided context for papers and succinctly summed up discussions. At one stage, the Chair stated that he would raise the matter of the campus development programme himself, in case Senators were too polite to raise it. This was an excellent intervention as it gave others permission to discuss what might be perceived as a 'hot' topic.
131. Written reports were a little long but also clear, well written, and presented hard data. All presenters made good eye contact and were committed to delivering their presentations to each member of the audience. During debate, the Chair scanned the room constantly for anyone who wanted to speak. After each item, he formally asked Senate for its agreement before moving on.
132. At regular intervals, the VC proactively encouraged Senate members to participate in the discussion and directly asked students to comment. An average of five to ten people spoke to each report. 17 people spoke to the Pro-Vice-Chancellor for Research & Innovation's report.
133. The Pro-Vice-Chancellor (Research & Innovation) also offered to provide more information in one of the coffee breaks, should anyone require clarification. This offer of further engagement is to be **commended**. (C18)
134. Senators provided very positive challenge and explored several 'What if?' scenarios. Several constructive interventions were made by Senators suggesting practical tactics to support colleagues. This was the first face-to-face Senate meeting since the pandemic. However, it was observed that the group verbally participated in discussions. The culture at Senate appears to be that everyone is involved in 'one' meeting.
135. Several references were made to making decisions in the future. Whilst this may be appropriate for some matters, we would **suggest** that for some items, practical plans with objectives, assigned responsibilities and timelines might provide more assurance to Council (see section on Academic Assurance below). (S12)

Finance Committee Observation

136. This was a good-humoured, lively meeting with lots of openness and trust demonstrated between members during debate. There was good questioning and challenge from Committee members.
137. The Chair was very knowledgeable and demonstrated expertise in his scenario planning and in the summing up of discussions. He was also prepared to let discussions run on and listen to all views. He encouraged the Committee to find

solutions as well as providing them himself.

138. It was acknowledged that the Director of Finance had worked hard to please as many individuals as possible in his presentation of data; and his reports to the Committee were well regarded. However, the Committee recognised that University finances were complex and therefore could be hard to understand. As Council is ultimately responsible for University finances, the Committee agreed that the presentation of financial data might be reviewed to enable deeper understanding by Council. We **suggest** that UEA may wish to consider financial governance training for those governors less familiar with finance. **(S13)**
139. It was encouraging to see student involvement in the Finance Committee. This is not widespread across the sector: many institutions have no students involved in any part of their Finance Committee. This is to be **commended**. **(C19)**
140. Although they all had very different styles, the Chairs of those committees we observed were excellent. This is a real strength for UEA and is to be **commended**. **(C20)**

Academic Assurance

141. Traditionally, university boards have relied on their Academic Board or Senate for academic assurance, supplemented by regular external review from regulatory agencies, namely the Quality Assurance Agency (QAA). This is no longer sufficient as the Office for Students (OfS) conditions of registration state that “the governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)”. This emphasis from the regulator is also reflected in Section 2.5 of the CUC Code 2020. The CUC provided detailed guidance on academic governance in an Illustrative Practice Note in 2017.
142. Academic quality and standards are fundamental to the mission and reputation of the University and its delivery of a quality student academic experience. The greatest power that a university has is to award degrees. The Council should therefore receive assurance and be confident in its ability to challenge the governance and management of academic quality and standards.
143. However, many interviewees revealed that they lacked confidence in scrutinising Senate due to their own lack of knowledge about academic assurance. It appears that Council members do not understand what it requires from Senate and where it can add value. We **recommend** that the VC facilitates a ‘deep dive’ session on academic governance at Council. **(R3)**
144. The VC plans to introduce a joint Senate and Council meeting to promote greater understanding. This is good practice, and we **commend** this development. **(C21)**
145. Secretariat provides an annual summary to Council outlining how UEA discharges its OfS duty. We also **suggest** that the Council’s understanding of HE regulatory and policy issues is appropriately increased through engagement and additional briefings. This could include the activities outlined in Table 3 below, which are good practice examples from across the sector. **(S14)**

Table 3: Good practice in increasing Council understanding of HE regulatory and policy issues

1	Inviting Council members to attend Senate as observers.
2	Briefings on specific academic quality issues.
3	Induction materials and a briefing on academic quality processes.
4	External courses, webinars and conferences for governors.
5	Involving one or two governors without HE experience in any learning and teaching committees.

146. The Director of Governance & Assurance has introduced induction training for Senators and has reported that this improved the quality of the debate. This initiative is to be **commended**. (C22)
147. At the Senate meeting observed by Halpin, discussions were of a good quality. Members of Senate were mutually respectful towards one another and demonstrated commitment to providing an excellent experience for UEA students. This to be **commended**. (C23)
148. Senate has a good committee structure; however, we **recommend** that Senate conducts a review of its committees and delegation framework for clarity. (PR3aa)
149. We are aware that as an institution, UEA plans to improve its overall gathering of evidence-based data and provision of metrics. We **recommend** that Senate monitors the University's academic quality against agreed KPIs or best practice in the sector. (R4) These could include module evaluations, all-year student satisfaction surveys (NSS is only final-year student feedback), or engagement metrics.
150. Currently Senate is focused on reporting. We **recommend** that Senate reviews its reports from the perspective of Council's need for assurance that risk is being managed. Council members may then build up familiarity in scrutinising Senate risk and assurance, and become more confident regarding the quality of academic excellence and the governance of Senate. (PR3bb) One interviewee suggested that "risk reports could be more standardised" to enable the Council to build up confidence and familiarity in scrutinising Senate risk and assurance.
151. We **recommend** that the Council strengthens its understanding of academic assurance. (R5) Secretariat may wish to survey Council members to discover gaps in Council members' knowledge. A series of Senate-led presentations on academic assurance, followed by discussion, could allow Council members to build up their knowledge of academic quality, the importance of maintaining standards, and the processes involved. A further option could be to offer any Council members particularly interested in this area the opportunity to be mentored by a Senate member.
152. HE regulatory and policy experience is an area that should be prioritised in terms of future Council member recruitment, and we therefore further **suggest** that future Council appointments should consider members who have HE experience and expertise. (S15)
153. Halpin was not commissioned to carry out a review of Senate as part of this governance effectiveness review. However, we understand UEA already plans to conduct its own review of senate. When this takes place, we suggest that as is

common practice, UEA may wish to appoint a member of Council to Senate to strengthen Council's understanding of academic assurance.

Relationships between the Secretariat and Council

154. The question was posed: “How would you describe relationships internally with the Secretariat?”
155. Eight respondents (35%) stated that this relationship was “excellent”, 10 respondents (44%) stated that this relationship was “good”, one respondent (4%) stated that this relationship was “average”, and four respondents (17%) did not comment.
156. As a team, the Secretariat were appreciated for the excellent personal support they offered to Council members, and this should be **commended**. **(C24)** Secretariat were also viewed as having a good grasp of logistics and ensuring UEA met its basic compliance requirements.
157. The Chief Resource Officer/University Secretary has a large workload and currently holds responsibility for many areas. We **suggest** that UEA may wish to review the job description for this post and streamline this role, to enable the postholder to focus on prioritised tasks aligned to the University's new strategy. **(S16)**
158. In addition to members of the Executive Team, the Senior Officers Remuneration Committee (SORC) also considers the salaries of those Directors of service who are on an individual salary point, i.e. not part of the published incremental salary scale. It is **recommended** that all those considered by SORC complete the ‘Conflict of Interest Declaration’ as a matter of priority. The Conflict of Interest policy was approved in March 2022 and is currently being implemented, which will address this recommendation. **(R6)**
159. At the time of the postholder’s appointment as the Director of Governance & Assurance, Council discussed the job title and remit of this role and decided that all safeguarding reporting arrangements were in place to avoid any conflict of interest. Council considered whether an amendment to the job title might ensure that there could be no perception of a conflict of interest and determined that they would delegate decisions on that matter to the Executive. Council have therefore followed due process with regard to this role. We have seen no evidence of any conflict of interest; but we would note that these arrangements may lead to a perception of a conflict of interest and would therefore present a reputational risk. We also note that a Conflict of Interest policy was approved by Council during the course of this review.

Publication on the website

160. It has become apparent from this review that much of the information relating to governance, published on the University website, is either out of date or incorrect.
161. The CUC Code requires the University to “publish accurate and transparent information which is widely accessible”. This should include specific information on the use of public funding, value for money, performance information, as well as a register of the interests of members and senior executives.
162. In addition, the CUC’s ‘Higher Education Senior Staff Remuneration Code’ requires the University to publish an annual report on senior remuneration. At the time of the

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review, other than the register of interests, we could not find any of this information on the University website.

163. Another key requirement contained within the OfS Regulatory Framework is the obligation to make publicly available the minutes of the meetings of its Governing Body and committees, except where such material is genuinely confidential. At the time of the review, there were no minutes or other documents relating to the proceedings of Council available on the website; and links to each academic year were set out, but there were no documents behind them. The pages relating to the Audit, Finance and Governance Committees stated: "Please note that the [xxx] committee is confidential and therefore no documents will appear online". Nothing at all appeared on the SORC page.
164. It is evident that the Secretariat team understands very well that such a blanket approach to confidentiality is inappropriate. Historically, whenever draft minutes are produced, the University Secretary scans these for general release after redacting any genuinely confidential information (such as that relating to commercial interests). However, the uploading of governance papers has been hindered due to UEA's ongoing digital difficulties. Firstly, UEA's website was under development for some considerable time. When the new website was eventually launched, it remained unstable for a few years and this meant uploading of data was impossible. Once this fault was fixed, the pandemic began and the Secretariat was beset with other work responding to the pandemic. The Director of Governance & Assurance has been busy supporting the Secretariat team so that the data can now be uploaded.
165. In addition, the Freedom of Information Act "requires every public authority to produce a publication scheme, approved by the Information Commissioner's Office (ICO) and to publish information covered by the scheme". The ICO's guidance states that public bodies must meet the seven commitments and seven classes of information contained within the scheme. While UEA has developed its own Model Publication Scheme, under the section 'Class of Information 4: How We Make Decisions', the guidance also requires public bodies to publish minutes of the governing body's meetings for the current and previous three years. While UEA does not meet this requirement, we understand that the University Secretary is very keen to publish this information. Again, Secretariat's ability to meet this requirement has been hampered by UEA's IT system, which does not easily permit publication of documents on UEA's website. We **recommend** that IT is tasked with resolving this matter swiftly, so that the Governance team can publish papers to enable UEA to comply with regulations. This is a **priority recommendation. (PR4)**
166. We **recommend** that the Secretariat reviews all content currently placed on the Governance webpage and systematically checks UEA's compliance against the CUC, OfS, ICO, Charity Commission and Companies House guidance, to ensure the University publishes data which meets its legal and regulatory publication obligations. **(PR3cc)**
167. We note that the University continues to publish a 'Calendar' containing a list of officers, the committee structure and its governing instruments, together with the general and academic regulations. There is no requirement to have such a document; its name is potentially confusing; and it does not give any indication as to its contents. We **recommend** that UEA refrains from collating this information in one place and instead publishes each component part in line with the above comments; we understand that this change is currently in progress. **(PR3dd)**
168. Interviewees strongly asserted that the current length of Council papers is actively hampering informed debate and decision making. Many interviewees saw it as crucial that Council papers be shortened.

169. Interviewees wanted reports to be interesting, helpful, and sharply focused on the nub of debate. At the November 2021 Council meeting, the Digital Strategy paper was commended by nine Council members for its clear presentation of challenges and potential solutions. This strongly suggests that the quality of data and narrative contained within this paper meets the standard of information that Council members require.
170. While written reports were seen as useful, interviewees also wondered if it would be possible to explore other methods of presenting information.
171. We **recommend** that the Governance Committee sets up a task-based working party to review Council papers, made up of both members of Council and the Executive. **(R7)** This group should examine how to shorten and streamline papers; establish key data which all reports should contain; clarify formats for reports; examine how narrative might demonstrate progress against UEA's strategic objectives; and explore alternative ways of presenting data, such as infographics, storytelling, graphs, or asking staff or students to present their lived experience. We **suggest** that the working party then reports back findings to Council. **(S17)**
172. The Director of Governance & Assurance minutes Senate and the Governance Committee meetings. The VCO Assistant Registrar minutes Council meetings. In addition, there are 27 other minute-takers for the sub-committees of Council and Senate. While this is an unusual arrangement, Secretariat reports that this system works well. The Director of Governance & Assurance plans to write more guidance about the role of the committee secretary to accompany the guidance detailed in the paragraphs below (see paragraphs 171 and 173).
173. The name of the minute-taker is not always recorded in the minutes. Occasionally, minutes/matters arising papers revealed that an individual was charged with taking action, but which action remained unclear. This may be a symptom of multiple minute-takers. We **suggest** that it would be helpful if the text stated exactly what specific action is required; the deadline for its completion; and when it is proposed that this item be brought back to Council. **(PR3ee)**
174. Rather than merging cover sheets and reports into one document, we **suggest** that it would be helpful if cover sheet data was placed on a separate sheet from any attached report, to make it easier for the reader to pull out key information. **(PR3ff)**
175. The current presentation of the Council's agenda is overly elaborate and confusing. We **recommend** that Secretariat reviews the agendas for Council and its committees for clarity; that the presentation of categories for the discussion of agenda items is simplified; and that it is made clear what action is required from Council or committee members for each item. Items requiring strategic discussion should be prioritised in the agenda. **(PR3gg)**
176. The Secretariat has already developed, but has yet to launch, a 'Governance House Style Policy Framework' to help readers navigate UEA's documents and existing templates for agendas, reports and minutes. We **suggest** that the accompanying guidance is updated to contain conventions for the production of agendas, minutes, cover sheets and reports related to Council and its committees; and stresses the importance of using a consistent language, style and format when producing governance documents. **(PR3hh)**
177. As governance papers published on UEA's website will be available for review by the general public, we would **suggest** that Secretariat ensures all minute-takers are

aware of the governance house style to ensure the consistency and quality of minute taking. **(PR3ii)** The Director of Governance & Assurance and the University Secretary already plan to deliver in-house training to clarify expectations for all minute-takers, and we **commend** this initiative. **(C25)**

178. We further **suggest** that the Governance team sets up a system for thoroughly proofreading all agendas, cover sheets and minutes for Council and committees, before distribution and publication. **(PR3jj)**
179. It was observed that some Council reports were marked 'confidential', but there was no apparent reason why this should be the case. Overall, we **recommend** that UEA's default position should be that all papers are accessible, and that information is only kept confidential if there are sound reasons for doing so. **(R8)** We **suggest** that Secretariat may wish to work with the Chair and the Data Protection Officer to devise institutional guidance on what type of information should remain confidential, and under which circumstances, and should share this with Council. **(PR3kk)**
180. The University Secretary is aiming to circulate Council meeting papers ten working days in advance (currently five days) – or at least a good proportion of them. We **commend** this planned change, as it will allow Council more time to scrutinise the papers. **(C26)**
181. The Secretariat currently uses Blackboard as a platform for Council members to access papers. Secretariat is aware that currently not all functionality is in use. The Director of Governance & Assurance has also begun to add useful reference documents to the site. While recognising that there may be practical challenges to doing so, we **suggest** that Secretariat retains and develops the online Governance portal for Council and committee members. Meeting papers, documents related to the governor role, and updates uploaded by the Secretariat mean data would be immediately accessible to Council members on demand. **(PR3ll)**
182. As part of gathering papers for this review, the Director of Governance & Assurance has become aware that governance data is dispersed across the University. She plans to systematically gather all information connected to Council, its committees and compliance in one place, with the Secretariat acting as its gatekeeper; we **commend** this initiative. **(C27)**

Council's Compliance duties

183. The Secretariat has already provided Council with the CUC Code and the OfS Regulations. During interviews, Council members revealed they wanted more oversight of their compliance duties so that they could be assured those risks were regularly monitored and mitigated.
184. We **suggest** that Secretariat provides Council with a statement of all UEA's governance compliance responsibilities, and a governance compliance schedule which clarifies how Secretariat will ensure that compliance deadlines are met. **(PR3mm)** We further **suggest** that Secretariat runs a short session for Council, explaining members' compliance responsibilities. **(S18)**
185. We further **suggest** that Council's understanding of HE regulatory issues could be increased through the provision of an annual sector briefing. This could be facilitated by an external sector expert. **(S19)**
186. The University Secretary plans to compile a list of compliance data relating to the UKRI; the EU; the environment; food safety; the Home Office and visas; the Home

Office and animal welfare; regulations relating to audit and professional services; and then to add these to the risk document for the Audit Committee. We **commend** this commitment to clarity. (C28)

Accessing UEA data

187. For data protection purposes, it has been agreed that all Council members use their UEA account to access their personal UEA email. Interviewees supported this change. However, it appears that UEA's system does not always interact smoothly with other IT systems. Having non-UEA data on personal laptops or work desktops was reported to interfere with individuals being able to access UEA data. It was suggested that UEA might wish to provide laptops with all the necessary links and data already placed on the system as there would be no other data on the device to interfere with access. Several interviewees reported repeated frustration with lack of access and complained about missing emails and updates from the VC. We **recommend** that UEA's IT department is tasked with swiftly resolving any technical difficulties. (R9, PR3nn)
188. We also **suggest** that Secretariat may wish to open up discussions with individual Council members to get clear examples of where access has proved to be difficult. This could reveal existing barriers to digital use. Secretariat may also wish to **suggest** the level of computer literacy required by each Council member. (S20)
189. The Chair has proposed that governance papers should only be circulated electronically. However, some individuals may find it easier to absorb material via a paper copy rather than an electronic copy. Secretariat currently provides some individuals with paper copies on request. We **suggest** that it is openly acknowledged by UEA that reasonable accommodations will always be made to provide Council members with data in the format which best facilitates their participation. (PR3oo)

Induction and Ongoing Support of Council Members

190. Section 5.12 of the CUC Code states: “Governing body members need induction, updates and development which supports understanding of their role and changes in their operating environment”.
191. We are pleased to see that UEA complies with both the OfS Regulatory Framework and Section 5.9 of the CUC Code requirements that all members of Council must be ‘fit and proper’ persons. Details about what this means are contained in the declaration form which all members of UEA’s Council are required to complete every year, along with the register of interest.
192. Currently, very little written information is made available to UEA Council members concerning their role as Trustees, or their responsibilities under the Office for Students (OfS) Regulatory Framework and the CUC Code. However, Secretariat provides an annual paper to Council identifying how UEA has discharged the OfS responsibilities. Secretariat also plans to produce a document which details UEA’s overarching compliance structures.
193. It is important that knowledge of Council’s duties and requirements is shared across the Governing Body. We **suggest** that all new Council members are supplied with the Charity Commission’s guidance entitled ‘The Essential Trustee: What you need to know, what you need to do’. **(PR3pp)**
194. Once Secretariat has devised a ‘Code of Conduct’ for Council members, we **recommend** that this document is published on the UEA website. **(PR3qq)**
195. The University has produced a ‘Guidance for Council members’ policy. We **recommend** that this document is updated and has key information added, such as: governor role descriptions; essential data on the CUC, OfS, ICO, and the Office of the Independent Adjudicator (OIA); the history of UEA; the Nolan values; UEA’s values; the Prevent duty; compliance duties for governors; the Code of Conduct for Council members; the equal status of all Council members; the annual cycle of Council/committee business; dates of Council meetings; the committee structure and committees’ terms of reference; UEA’s links with its subsidiaries; signposting to key individuals within the organisation; and a glossary of acronyms in use within UEA. This document should be reviewed annually. **(PR3rr)**
196. The question was posed: “What improvements could be made to the induction process for Council members?”
197. Interviewees expressed polarised views in answer to this question: some regarded the induction as very good, while others considered it could be improved. It is possible that COVID-19 restrictions may have hindered more recent induction sessions. Governor induction usually begins with a shared lunch, followed by an induction session, and then a shared dinner. This allows time for relationship building and provides opportunities for individuals to ask further questions. Due to the pandemic, this was not possible. It is likely that the wearing of masks was also a barrier to integration.

198. Interviewees reported that they wanted the induction programme to provide: an understanding of the governor role and its parameters; governor duties in relation to the oversight of UEA's compliance responsibilities; the Nolan values; UEA's key strategic challenges; UEA's relation to its subsidiaries; and an understanding of day-to-day life on campus. The one-to-one meeting with the University Secretary was cited as particularly useful, and this should be **commended**. (C29) In the light of this feedback, we **recommend** that Secretariat reviews the content of the induction programme. (R10) To ensure consistency of content between inductions, we **suggest** that Secretariat draws up brief guidance for all staff members who are scheduled to present, so that they are clear about which points they must cover during their own session. (PR3ss)
199. We **recommend** that all Council members attend mandatory training on Information Security and Equality and Diversity (unless members can evidence that they have recently completed training elsewhere which meets UEA's expectations). So that all members of Council have a shared understanding of their Council duties, this training should cover their role in upholding EDI in relation to the following areas: equality legislation; the commitment laid upon universities to uphold freedom of speech (thus meeting Section 2.8 of the CUC Code); and an overview of UEA's equality compliance requirements for the CUC, OfS and ICO. This is a **priority recommendation**. (PR5)
200. It would be helpful to provide Council members with an understanding of day-to-day life at the University. We **suggest** that induction includes tours of the campus – including research facilities, laboratories – and meetings with PVCs, Heads of Schools, researchers, staff, and student representatives. (S21) Secretariat may wish to experiment with delivering some sessions online, or before Council meetings.
201. Interviewees considered that too much information was delivered all at once. We **suggest** that induction is delivered in shorter chunks, over a longer time span. (S22)
202. As part of the induction process, we also **suggest** that Secretariat develops a Council 'buddy system', so that established Council members can offer peer support to new members as they settle into their role. (S23) Expectations of contact, support and how long new members will be 'buddied' should be made explicit.
203. Currently, Council is not supported by ongoing training. We **suggest** that short subject briefings are offered to Council as a whole, to promote team knowledge and team building. Recognised external experts could be invited as required, to provide an informed perspective on specific issues. This could prove useful whenever Council needs to reflect on future plans, or when UEA wishes to ensure that all Council members understand new developments. (S24)
204. Under Section 5.8 of the CUC Code, it suggests that HEIs introduce annual appraisals of the Chair and other governors. Up to this point, neither UEA's Chair nor other governors have been formally appraised, although some appraisals have taken place in the past. Some interviewees welcomed the idea of appraisals. We understand that the Chair has launched a formal appraisal process for all Council members and that new role descriptions will align with the appraisal process. Appraisals are now taking place, and we **commend** this development. (C30)

Support/Relationship between the Executive and the Council

202. When asked to describe internal relationships between the Executive Team (ET) and the Council, five respondents (22%) stated that the relationship was “excellent”, 14 respondents (61%) stated that the relationship was “good”, one respondent (4%) stated that the relationship was “fair”, one respondent (4%) stated that the relationship was “poor”, and two respondents (8%) did not answer.
203. Overall, the relationships between ET and Council were viewed as positive.

Boundary between ET and Council roles

204. Section 1.6 of the CUC Code states: “There needs to be a clear separation of roles and responsibilities between the executive and the governing body”.
205. In the Chair’s ‘Creating a Strategic Approach’ document, under ‘Principle 2: A High-Performing Council’, it states: “We will always respect the boundary between executive and non-executive members”.
206. The interviews revealed a mixture of opinions between both groups regarding which areas ‘belong’ to ET and which to Council. This is a **key finding**. Whenever the roles or responsibilities between different groups or different individuals are unclear, this increases the potential for conflict. To ensure UEA acts as ‘one organisation’ work needs to be done to re-set relationship boundaries to enable joint work between ET and Council to become more productive.
207. We **recommend** that the Chair and the VC work together to define the boundary between Council and ET’s roles and responsibilities more sharply and present their thinking at Council. This is a **priority recommendation. (PR6)**
208. Firstly, there is a legacy issue that needs to be cleared. Section 1.4 of the CUC Code states: “All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no-one can be routinely excluded from discussions”.
209. Non-independent members of Council reported that they experienced a previous Chair who demonstrated interest predominantly in views held by the independent members. This had the effect of creating a two-tier Council. We **recommend** that the new Chair explicitly addresses the issue of Council members’ status at a Council meeting and emphasises that all members of Council have equal status; can speak on any issue, not just their specialty; and should be treated as equally important. **(R11)**
210. Interviewees recognised that the pandemic had impacted on relationship building between ET and Council. While face-to-face Council meetings have now resumed, we **recommend** that the Governance Committee consults with ET and Council to identify ideas and the best methods for social interaction at UEA. This is a **priority recommendation. (PR7)**

211. Section 5.4 of the CUC Code states: “An effective governing body has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings”.
212. Currently, there is a lack of clarity regarding Council’s role in providing challenge. Previously, UEA Councils were reported to have appeared to view their role as rubber-stamping ET’s decisions. This Council wants to play a far more active role in scrutinising and interrogating Senior Management’s decisions. This is a big change in culture. Some interviewees considered that Council had become too embroiled in matters which did not concern them. Others described ET as becoming defensive in the face of challenge. However, there is currently no openly shared position regarding what constitutes healthy and constructive challenge. We **recommend** that the Chair and VC make explicit Council’s duty to provide challenge, and facilitate dialogue within Council to come to an agreed position regarding what healthy challenge looks like. **This is part of priority recommendation 6, paragraph 207.**
213. Several interviewees commented that sometimes decisions were presented to them as a ‘fait accompli’ without the chance for Council to add their views. Council members stated that they would prefer to be brought in at the very beginning of any discussions. They suggested that before a project began, it would be helpful for Council to receive a short presentation from ET. Council could then assess the risk of a course of action and comment in principle before ET set off to develop the work. However, we are aware that Secretariat arranged ten briefing sessions to support Council members in the development of the Campus Development Plan prior to the production and further work on that plan. We understand that these sessions were generally well attended. Secretariat attempts to ensure all future matters are trailed but acknowledges this will not be possible in all circumstances.
214. We **suggest** that the Chair facilitates a discussion at Council regarding this way of working. This should include discussion of the boundary between Council and ET’s role in these matters. In this case, we consider it would also be helpful to ask Council to provide instances of when they felt they could have been involved earlier. The group can then review whether expectation of involvement was appropriate and, if so, which mechanisms might facilitate fruitful involvement in the future. Unless expectations are clarified, both sides may remain dissatisfied with the status quo. **(S25)**
215. Some Council members expressed frustration that they are unable to use Council meetings to address queries to individuals with direct responsibility for key areas such as finance, marketing, PR, HR and IT – as they are not routinely present as observers. We **suggest** that the Chair facilitates a discussion at Council to determine how the Governing Body might best obtain the information they require. **(S26)**
216. Several interviewees commented that management capacity was stretched. During the Council meeting held in November 2021, several references were made to heavy workloads for staff in general and in particular the strain the pandemic had presented. We understand that pressure was also created when several roles became vacant and responsibilities fell to members of ET; however, this has been resolved with new staff now recruited. Interviewees suggested that it had been challenging for Council to drive change, while the Executive Team was sometimes overwhelmed by the challenges of responding to the pandemic. Some Council members suggested that UEA might wish to support the management infrastructure. The management capacity of the University is beyond the scope of this review. However, Council has a duty of care to ET and appears to need assurance that the capacity of ET is being considered. Council may wish to seek a review from HR to identify points of pressure for ET and recommend how management infrastructure might best be supported.

217. UEA is both an educational institution and a significant business, and therefore needs both academic and business expertise.
218. Interviewees identified that there is a gap in Council's knowledge in some areas. We understand that this point was addressed during the ten sessions offered by UEA to Council to support discussion of the UEA plan. While not all members of Council attended, a record of all sessions was made available on the Blackboard site. To fill any gaps in Council expertise, we **recommend** that UEA may wish to recruit/co-opt new Council members with relevant experiences. **This is a priority recommendation (PR8)**. We understand that this may pose a challenge to the size of Council, and that Council will need to balance the size of membership with any skills needed by the University.
219. We further **suggest** that UEA uses this opportunity to make Council more diverse and as an aid to succession planning. **(S27)** This can be done by creating a succession-planning grid that includes aspects such as diversity as well as skills and experience in role profiles. The grid could also be used to help identify future Council members 'in the pipeline' for Council and committees. This provides an important visual guide to when vacancies will arise across a timeline. We note that a paper on succession planning has been brought to the Governance Committee, which considers skills and experience. Diversity monitoring data should also be considered. We also note that current recruitment is, where possible, focusing on increasing diversity. See Appendix 4 for our guidance note on building more diverse Councils.

Matters of Debate

220. During the course of this review, it became clear that with regard to certain issues, a wide variety of views are held by Council and ET. It would be helpful for Council and the Executive to come to a settled view regarding such matters, to enable UEA to move forward as one team. We **recommend** that the Chair identifies those topics where it could be helpful to come to a settled position and uses a range of different mechanisms to build consensus. This will prevent any unnecessary revisiting of conversations and free up UEA to take the necessary action to confidently implement its strategy. This is a **priority recommendation**. (PR9)
221. Section 2.3 of the CUC Code states: “The governing body will need to receive regular, reliable, timely and adequate information to monitor and evaluate performance against the strategic plan”.
222. There have been long-standing discussions at Council meetings regarding type and number of KPIs to be used to monitor progress. It was suggested that the delay in establishing agreed KPIs was partly due to the number of actions recorded in the previous UEA strategy. It was recognised that there was a need to exit from these circular conversations. In October 2019, it was agreed that formal KPIs would no longer be submitted to Council. Instead, key metrics would be provided to Council, including league table position, research metrics, and the Training Excellence Framework. Council also receives at least an annual summary of what would effectively be UEA’s KPIs (such as league table outputs).
223. It was agreed that high-level (but fewer) KPIs would be developed alongside the new strategy. It is anticipated that the new strategy will be signed off in May 2022. We **commend** this decision. (C31) It is vital that UEA develops KPIs to evaluate the University’s progress in meeting its many challenges and re-set course if necessary. We **recommend** that the Chair and VC establish exactly which data, level of detail, format and style is required for reporting on KPIs; and that this information is communicated with absolute clarity, so Council and ET share a joint view of what UEA is required to deliver. (R12)
224. All governors are responsible for the University’s finances and should be able to understand, consider and comment on financial information. However, several interviewees stated that they considered UEA’s finances to be opaque, and that given the current challenges facing UEA, they wanted to gain a deeper understanding of the University’s finances. Finance reports are presented to Council on average every 3–4 months. Interviewees considered that reporting was not regular enough. Council’s wish for better oversight of finances is a **key finding**.
225. However, we understand that University finances and the monitoring of finances forms a major part of the Trustees’ induction. Secretariat has also offered additional sessions with the Finance Director after induction and at least one new member has engaged closely with this. We **recommend** that the Chair contacts individual Council members to try and understand their concerns about finance. Once the Chair has built up a picture, she may then wish to facilitate an open discussion at a Council meeting regarding financial reporting processes, so current members can discuss how they would like to receive more assurance regarding UEA’s finances and what risk they are happy to delegate. (R13)

Council's impact on strategy and performance

226. Under Section 2.2 in the CUC Code, it states: "The governing body must be engaged in development of the institution's strategy and formally approves or endorses the strategic plan in accordance with its constitution and the expectations of stakeholders, including students and staff. It will need assurance that the strategic plan is supported by plans or sub-strategies".
227. The question was posed: "What impact has the Council had on University strategy and performance?"
228. Opinions were very split regarding Council's impact. 11 respondents (48%) stated that Council had "little impact", eight respondents (35%) stated that Council had "impact" and four respondents (17%) did not know.
229. The need to devise an excellent strategy was identified by both ET and Council as the top task that UEA needed to achieve. Several interviewees described previous strategies as unrealistic. Interviewees were pleased that the new Chair had insisted that the new strategy should be pragmatic, deliverable and achieved within financial constraints.
230. There were disagreements regarding Council's input into the strategy. Previously, Council's involvement was seen by both Council members and some staff as limited to the approval of ET's strategy document. Some perceived the current Council as overstepping its role and trespassing into management territory. Others welcomed the challenge that the current Council was providing to the Executive and considered that there were some issues which necessitated the Council's full involvement and engagement. This is another role boundary issue. We **recommend** that the Chair and the VC clarify for everyone the boundary between Council and ET's roles in strategy development, **as part of priority recommendation 6**.
231. Secondly, not all interviewees were confident that ET had the right skills to produce a strategy. ET was seen by both Council members and some staff as reluctant to ditch what had worked for UEA in the past. Council was keen that ET recognise that the changing landscape demanded new approaches. Some interviewees stated that they did not find the November 2021 strategy sessions useful because the presentations did not identify choices or direction. However, some staff stated that they had thought that the aim of these sessions was primarily to brief Council on the issues, rather than identify choices or options. The objective was for Council to hear from staff experts and then collectively consider what this might mean for UEA. Again, this suggests confusion around tasks and roles. We **suggest** that it might be beneficial to hold an externally facilitated Away Day to discuss strategy and strategic approaches. **(S28)**

Relationship between the Chair and the Council

- 232. The question was posed: “How would you describe relationships internally with the Chair?”
- 233. Eight respondents (35%) stated that the relationship was “excellent”, 11 respondents (48%) stated that the relationship was “good”, one respondent (4%) did not know, and three respondents (13%) did not answer.
- 234. The Chair was almost unanimously praised for her dynamism, rigour, and governance expertise. She was seen as having a good understanding of challenges facing the University, as captured in her document ‘Creating a strategic approach for Council’. Most appreciated were her proactive efforts to reach out across the University and listen to the opinions and concerns of different groups.
- 235. To build Council as a team and clarify the PVCs’ role as observers at Council, the Chair had asked PVCs to sit away from the table at Council meetings. Considerable resistance was expressed regarding this change and there was a concern that the PVCs were disenfranchised.
- 236. UEA contains the very unusual provision in Ordinance 5 which specifies that PVCs who are not members of Council “attend with full speaking rights”. There are five such PVCs, which could mean that there are more executive than non-executive attendees at Council meetings. This could inhibit discussion and be off-putting to independent members of Council, who may not wish to speak up in front of the whole Executive Team.
- 237. We are aware that most universities have reduced the numbers of members of the Executive on their governing bodies, and have limited attendance by others, inviting specific senior managers to attend only for items where they are required to contribute.

Equality, Diversity and Inclusion and Council

238. Under Section 4.1 of the CUC Code, it states: “HEIs are required by law to comply with equality and diversity legislation, and governing bodies are legally responsible for ensuring the institution’s compliance”.
239. The question was posed: “What actions has Council taken to improve EDI performance?”
240. All interviewees expressed a commitment to EDI, but opinions were split between those who saw Council as fully engaged with UEA’s EDI initiatives and those who considered Council had done very little to improve EDI performance.
241. Under Section 4.4 of the CUC Code, it states: “The governing body must routinely reflect on their own composition and consider ways it can encourage diversity in all its forms, thus leading by example”.
242. Council has a good gender mix but as the diversity of Council is not formally captured, its representation with regard to other protected characteristics remains unknown. We **recommend** that Council members are asked to complete a diversity form – in line with the data UEA gathers from staff. Members should be asked to declare the protected characteristics as defined by the Government. **(R14)** We also **suggest** that UEA further considers how to monitor EDI with regard to data on background, skills and education. **(PR3tt)** This information should be returned directly to the Director of HR, to be stored as confidential. We are aware that as a county, Norfolk is challenging from a diversity perspective and many people looking for a governance role may opt for choices closer to home where they can engage. While UEA has used specialist recruitment agencies in the past, according to the current profile of candidates, using UEA’s own recruitment processes has produced more diverse candidates.
243. Disquiet was expressed by some interviewees regarding past appointments of both Council and staff members. Their perception was that individuals at UEA had sometimes appointed the person they wanted, rather than the best person for the role. However, the University Secretary has confirmed that all UEA jobs are transparently listed on the UEA’s website under the ‘Current Vacancies’ webpage. UEA’s interview policy requires all candidates to be formally interviewed and all interview panel members must receive UEA interview training. All staff and Council roles are advertised, and candidates interviewed – unless individuals are facing redundancy, in which case recruitment rules vary slightly.
244. The decision for the Chair of Council to sit on the EDI Committee (this includes the current Chair and the two Chairs prior to them), was seen as a very positive signal of the importance of EDI to the University. This should be **commended**. **(C32)**
245. However, the Committee’s current configuration is obscure and its membership very large. This committee currently appears to function more as a staff network. In line with the Governance Committee’s current review of committees, we **recommend** that Terms of Reference for the EDI Committee are developed so that its remit, reporting status, accountability and membership are all made clear. **(PR3uu)**

246. UEA's website states that the University plans to set up a range of staff networks related to diversity, which will all be given the opportunity "to influence decision making". Currently, there is a BAME network for 'Black, Asian and Minority Ethnic' staff; a Pride group for LGBT+ staff; and an 'Access All Areas' network for staff with disabilities. This is **commendable** and demonstrates UEA's commitment to EDI. **(C33)** Currently, these views are fed into the EDI Committee. We **suggest** that UEA formally determines exactly how these staff networks will influence decision making and publishes this information on the website. **(PR3vv)**
247. We **suggest** that the use of the acronym BAME is reduced at Council level and beyond. Sometimes use of the term BAME can mask data. Instead, UEA should support a more granular focus on Black, Asian and other ethnic minorities. This should be considered in areas such as (but not limited to) recruitment, diversity monitoring and the EDI Committee. **(S29)**
248. To retain members of Council, it is important that they feel comfortable within the group dynamic. In any sector, there may be a time when there is a problem at Council/Board level, perhaps due to a conflict of interest or in relation to how minority groups may be treated. We **recommend** that Secretariat sets up a robust complaint-reporting mechanism for Council members to use if they have any complaints relating to EDI or complaints in general. This mechanism should ensure that the person who has made a complaint has access to support, should they need it. **(PR3ww)**
249. There should be a culture of encouraging Council members to give regular feedback, so that report mechanisms only need to be used as a last resort. The opportunity to feed back needs to be continuous, rather than waiting for formal feedback mechanisms to be triggered. We **suggest** that it can be very helpful if a statement is given at the end of key meetings, encouraging members to feed back on how the meeting has gone. **(S30)** This process should be considered for other Council committees and Senate too. Some Councils also have a closed session at the end of key meetings with selected members. Alternatively, a member of Council has suggested that Council appoint a meeting reviewer (in advance) who will be given a maximum of two minutes at the end of each meeting to summarise, constructively, the good aspects of the conduct of the meeting and where matters might be improved. Any follow-up would be handled outside the meeting. We agree that this may be an excellent suggestion to formulate continuous feedback on Council discussions.
250. Interviewees reported that Council receives the following EDI reports on an annual basis: an Equality and Diversity Update produced by the EDI Committee, an Athena Swan Progress Report, a Race Equality Report, a Social Inclusion Report, and an Access Participation Plan. These reports were viewed as very useful.
251. However, interviewees expressed the view that they would like to receive much more regular updates on EDI practice across the University, and especially more data in relation to staff. We **suggest** that Council receives brief updates on progress from the EDI Committee each quarter. **(S31)** We further **suggest** that Council may wish to view staff data – split by protected characteristics – in relation to overall staff profile, staff recruitment, retention, progression, and exit. **(S32)**
252. During the Council's November 2021 strategy day, UEA's pride in its deep commitment to inclusion was referenced several times. Inclusion appears to be an agreed part of UEA's brand.
253. The VC was seen as instrumental in increasing UEA's reputation for inclusive practice. The VC is currently Chair of the UUK Advisory Group 'Tackling Racial Harassment in Higher Education' and Co-Chair of Advance HE's Race Equality

Charter Governance Committee. Previously, he was a member of UUK's taskforce that authored the 'Changing the Culture' report with recommendations for a whole-institution approach to tackling violence against women, harassment and hate crime. This senior commitment to equality was seen as positive for UEA and should be **commended**. (C34)

254. UEA runs an internal 'Taskforce on Tackling Racism' and a 'Changing the Culture' group. Both bodies contain representatives from staff and students. The work of these groups is **commendable**. (C35)
255. Some interviewees considered that inclusive practice was already well embedded into the fabric of UEA. Others questioned whether EDI practices had truly permeated the work of the University. These opposing views may suggest that UEA needs to communicate its initiatives more strenuously. It is important that UEA's commitment to equality is shared at all levels of the organisation. We **suggest** that UEA develops a sub-strategy for its EDI initiatives which is then embedded into UEA's overall strategy for the organisation. (S33) This should complement and support the University's prioritised objectives.
256. We note that in 2020, a Freedom of Information (FOI) request regarding the number of sexual harassment complaints submitted was submitted to 164 universities. UEA was one of 39 universities which did not divulge any information due to concerns regarding confidentiality. The University Secretary has confirmed that this was because there were so few complaints that any response might have led to individuals being identified. We **recommend** that UEA ensures that both Council and ET gain a shared understanding of the University's obligations under the FOI Act, by inviting UEA's Data Protection Officer to present an update to Council. (R15) This should include best practice and case study examples showing when information might or might not be released. We understand that the Chair of Council is also keen that all members of Council undertake the University's online data protection training course.

Council Engagement with Stakeholders

257. Under Section 6 ('Engagement') in the CUC Code, it states: "Governing bodies understand the various stakeholders (especially staff and students) of the institution globally, nationally and locally, and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes". This includes:
- making governance processes and structures "clearly visible"
 - establishing "regular, effective two-way communication with students, staff and other stakeholders"
 - ensuring that "institutional success and achievements are reported to stakeholders"
 - making sure "stakeholders are advised of any material changes, adverse or other, in policy or circumstance".
258. The question was posed: "What action has Council taken to support stakeholders and how could this be improved?"
259. It emerged that there is no unified view of how UEA undertakes stakeholder engagement, nor of the range of stakeholders with whom to engage. Interviewees considered that UEA had not yet dedicated sufficient thought to this area of work.
260. It can be observed that four strands of the UEA 2030 vision – "student success", "research success", "staff success" and "global success" – highlight the importance of stakeholders to UEA. However, there is currently no oversight of UEA's stakeholder engagement as 'one organisation'. During the interviews, it emerged that while stakeholder engagement may be carried out by staff within the University, Council and the Executive are not always aware of this.
261. We **recommend** that Council as a body is fully involved in the creation of a stakeholder mapping exercise at a facilitated Away Day session. The engagement of governors would help to directly involve and leverage the value of governors' networks. **(R16)** This would also provide a means of reporting on external views of the University, so that external stakeholder impact considerations form a larger influence on Governing Body decision making. This would be leading practice in the sector.
262. One best practice example is from the [University of Edinburgh](#), which has a community engagement strategy. This includes who their stakeholders are, how they aim to engage with them and their measures of success (please note that this strategy was written in 2017).

Visibility of Council

263. Across the sector, student and staff communities often voice concerns with regard to a lack of transparency, communication and engagement from university leadership and governing bodies, and lack understanding of the role and function of leadership

and governance. The profile and visibility of senior leaders and governing body members is often key to tackling such concerns.

264. At present, governance processes, structures and Council itself remain mostly invisible to the general public, staff and students. We understand that the issue of Council transparency was raised as a theme in the last review of Council, but that little progress has been made on this issue.
265. Some interviewees reported that staff see Council as a separate enclave from the rest of the University and have no understanding of what Council does. To make Council members more visible, we **suggest** that UEA considers posting short 'talking head' interviews with Council members, explaining why they are interested in supporting UEA as a member of Council and detailing the experience they bring. **(PR3xx)**
266. Many universities now distribute a condensed version of the Council minutes to staff the day after the Council meeting, and publish Council meeting minutes online within a week of the meeting. We **recommend** that UEA implements this communication timetable as standard. **(PR3yy)**
267. We **suggest** that UEA makes strenuous efforts to communicate Council's role to staff and students. The Chair is considering holding UEA 'Town Hall meetings' with the Executive and Council in attendance. **(S34)** We **commend** this as a very positive development. **(C36)**
268. We **suggest** that Council may wish to further strengthen its internal engagement and communications to raise the profile of governors and increase awareness of governance processes. **(S35)** We offer good practice suggestions from HE and other sectors in the table below:

Table 4: Good practice in stakeholder engagement and communications

	Activity	Method	Audience
1	'Meet the Governing Body' Town Hall-style event ¹	Online meeting	All stakeholders
2	Termly blog on governance activities by a governor	Blog on governance website	Staff and students
3	Governing Body chooses three important pieces of information to share after each meeting, which are passed to the Communications team for dissemination	Social media, internal staff and student updates, staff meetings etc	Staff and students
4	Biennial stakeholder survey and interviews	Online	External stakeholders
5	Hold Governing Body/Executive meetings in partner/key stakeholder	Meeting (in person)	Partners/key stakeholders

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

	offices and organise an informal meeting of teams		
6	Themed business breakfasts	Meeting (online/in-person hybrid)	Executive, senior academics, partners, stakeholders
7	Attend partner/stakeholder events, e.g. AGMs	Meetings	Partners/key stakeholders
8	Stakeholder engagement training as part of induction	Online/in-person	Governing Body and Executive
9	Governing Body briefings – an invitation to heads of department and other senior managers to give a briefing on their area or a key project before the Governing Body meeting, to allow more informal discussion	Online/in-person	Governing Body, Executive and staff leaders

Student voices

269. Section 6.4 of the CUC Code states that “governing bodies need to promote a collegiate, collaborative and cooperative approach to liaison with students, staff and other stakeholders”.
270. The Students' Union was invited to attend Council last year and gave a presentation. It was reported that relationships between the Students' Union and UEA were good and that their views were sought out and welcomed. This approach should be **commended. (C37)** However, some interviewees were aware that they had little engagement with students outside of the SU. To further support effective consideration of the student voice, the University may wish to consider **suggestions** contained in the table below: **(S36)**

Table 5: Suggestions for engagement with students across campus and online (S36)

S36a	That there be a standing agenda item on the student voice dedicated to the appointed member that has been nominated by the SU, with the contents of the report at the discretion of the officer. This is best practice and other institutions within the comparator group have implemented this action.
S36b	That annual reports of student experience produced by the SU are presented at Council. In return, a member of the Executive and a Council member should give a presentation at the SU Board on the University strategy.
S36c	That the Chair of any committee always seeks out views from student members present to encourage their participation.
S36d	That UEA schedules more opportunities for face-to-face interaction with students or uses technology to interact with groups of students.
S36e	Before a Council meeting, there could be a pre-meeting led by students to talk about key issues. This should be done in partnership with the Students' Union. These students could be a mixture of representatives and non-representatives. The group should be a representative demographic sample of the student body. This type of meeting could happen once or twice during the academic year.

Staff voices

271. Outside of liaison with the Executive, it was considered that Council did not have much engagement with staff and that the staff voice remained unheard by Council. Some interviewees also suggested that there were hierarchies within the staff body, with different status accorded to the voices of those involved with teaching, research or support services.
272. In January 2022, the People and Culture Division introduced 'pulse' surveys; a second 'pulse' was carried out in March. These surveys aim to 'take the temperature' of staff views and this data will be shared with Council. We **commend** this initiative. (C38) We **suggest** that Council may wish to consider which topics would most benefit from staff input. (S37)
273. In 2021, UEA's trade unions gave a presentation to Council. The new Chair also recently met with the staff trade union representatives. The trade unions have a 25% share of staff membership at UEA and wish to be represented at Council. Some staff object to this as they do not represent all staff. The trade union representatives at UEA requested that they become full members of the Council (as they are in the Scottish system). However, on further investigation, they changed this request to being "represented at Council". This means acting as observers with rights to speak. Currently, UEA's 'staff' membership of Council is limited to the two elected by Senate and one elected by the support staff. Halpin's benchmarking research has revealed that there were no English universities which had trade union representatives as members of Council; and we posit that it is not best practice to have Council places dedicated to trade union representatives. UEA has suggested to the trade union representatives that they are welcome to put themselves forward for any of these posts. We agree that it is important for UEA to continue to build a relationship with the trade unions and therefore **suggest** the trade union representatives continue to present annually at Council and that the Chair continues to meet with the representatives. (S38)

Other stakeholders

274. UEA was identified as engaging particularly well with the Civic University agenda. The VC makes an annual presentation to the city of Norwich regarding UEA's impact on the region. The last presentation was held in an external venue and was open to the public. The CEO of Norwich City Council sits on Council. Standing invites to Council are issued to Norwich City Council and Norfolk & Norwich University Hospitals. This engagement is to be **commended**. (C39)
275. However, while members of Council come from businesses in the local community, and members of ET sit on local boards, some interviewees commented on a lack of engagement with local communities surrounding UEA. Some interviews commented that the University is the biggest employer² in Norfolk, and it was suggested that more could be done to capitalise on links with the surrounding community.
276. Several Council members considered that their skills and contacts within their own area of expertise had yet to be utilised by UEA in the pursuit of stakeholder engagement. Some Council members expressed surprise that they had yet to be involved with stakeholder engagement. We **suggest** that there is a forum for Council

² We recognise that this quote is not factually correct as the University is not officially the biggest employer in the area: it is behind the NHS.

members to put themselves forward for opportunities to engage with targeted individuals in Norfolk and Norwich. (S39)

- 277. Interviewees suggested that UEA needed to do more to strengthen Council's understanding of UEA's research institutes, Norwich Research Centre, Sainsbury Family Charitable Trusts and funders, and the extent of UEA's influence.
- 278. Interviewees also proposed more might be done to engage with Whitehall. It was suggested that UEA might consider visiting Westminster for a day to talk about the University's research and teaching.
- 279. We understand that the Provost was recruited partly so that the VC could take on a bigger international role and we **commend** this action. (C40)
- 280. It is most important that stakeholder objectives are known across the University, so that staff can bring potential opportunities to senior leadership's attention.

Recommendations for an approach to change

- 281. The question was posed: “What will be the big challenges for the University which Council would need to get a grip on, over the next 3–5 years?” The main themes were very clearly identified by all interviewees and are laid out below:
- 282. Finance was identified as the number one challenge facing UEA. There was recognition that the University would need to be more strategic when determining which initiatives to fund.
- 283. UEA’s campus was seen as a big draw for students: therefore the campus redevelopment project and the improvement of the estate were identified as the second priority.
- 284. The Digital Transformation project was seen as crucial for student retention and was identified as the third top priority.
- 285. The recruitment of international students was identified as critical to shore up future revenue and was identified as the fourth priority.
- 286. To retain its market share of students, it was suggested that UEA would need to review and adapt its programme offering, and this was identified as the fifth priority.
- 287. The question was posed: “What sort of leadership does UEA need to meet these challenges?”
- 288. Overall, interviewees expressed a unified view. To implement the new strategy, it was suggested that UEA would need to make tough decisions; stick to decisions; clarify what the University would or would not do; internally engage with all members of the University; and externally engage and promote UEA’s brand on the world stage. This shared clarity is **commendable** and demonstrates that Council has clear sight of the challenges and opportunities that UEA faces, and high levels of confidence in the senior leadership. **(C41)**

Conclusion

- 289. In reaching a conclusion about the overall effectiveness of governance at the University of East Anglia, we have assessed our findings against the CUC Code and the Halpin Governance Maturity Framework. The Governing Body can be assured that governance is 'improving' with many areas moving towards 'good' practice.
- 290. Relationships between Council, the Executive and Secretariat are positive. We anticipate that governance will improve still further once role boundaries are clarified.
- 291. Implementation of the recommendations that we have made should support UEA's quest to implement good governance at the University. We are aware that some of our recommendations and suggestions reflect areas that UEA has already begun to consider for actions to improve.

Appendix 1: Halpin Review Team Biographies

Susie Hills, Project Director

Responsible for developing Halpin's cross-sector governance expertise and a champion of best practice in governance, Susie has previously worked in the charity, corporate and HE sectors, and brings her sector perspective to Halpin's clients.

Susie has worked with a number of clients on highly customised governance reviews, including UCL, UUK, QAA, the Universities of Kent and Westminster, and the Royal College of Art.

Previously CSR Manager for Tesco plc, she was responsible for CSR policy and practice, setting and reporting on KPIs for environmental and social impact across the international business and working with the plc Governing Body. She writes regularly on governance, leadership and management topics.

She is a Trustee of the Halpin Trust and, until recently, was a member of the Governing Body of Governors at Plymouth College of Art.

Susie was listed in 2019 as one of '50 Leading Lights' by the FT in recognition of her work on kindness in leadership.

Kea Horvers, Lead Consultant

Kea has over 20 years' experience across the education, charity and health sectors, with significant governance expertise.

She has recently worked with Newman University as a Governance Consultant, reviewing the University's current processes and policies against the updated CUC Code, and helping to streamline administrative processes and draft a range of papers for Council.

She has also held various interim roles, including Head of Governance at Glasgow Caledonian University, Director of Programmes and Operations for Inclusion London, and Consultant for SOAS, leading their first Transnational Education partnership. She has also held the role of Governance Manager at St George's, University of London.

Kea has been a Council member for St George's University and an external Trustee on the St George's Students' Union Board, a Vice-Chair and Trustee for the Minster Centre, and a Trustee and/or committee member for various charities, including Stonewall.

Osaro Ootobo, Consultant

Osaro worked as a Consulting Fellow for Halpin for over a year before joining as a full-time Consultant, and is already a familiar name to many of Halpin's clients. She has worked on projects with University of Sunderland, University of Manchester, University of Liverpool and University of Sussex. She is currently working with Halpin clients such as the University of Exeter and Durham

University, and also with Unite Students on a project to research Black students' experiences of university accommodation.

In 2020, she researched and authored Halpin's research project 'UK Universities' Response to Black Lives Matter' and chaired a follow-up webinar.

Osaro is also Deputy Chair of the British Youth Council, working alongside Trustees and staff to help young people make social and political change. She is currently a member of the advisory board for the Association of Students' Union Professionals.

From lived experiences, she created the 'Make Diversity Count' campaign, which is calling for all UK organisations to have transparent and effective anti-discrimination policies and procedures for long-term change.

While studying at the University of Hull for her undergraduate and Masters degrees, she was elected for three successive years to work in the best interests of students at Hull: she was a postgraduate student Trustee and a two-term President at Hull University Students' Union (HUSU). She was their first ever Black female President and the first Black two-term President at HUSU.

Rachael Magee, Project Manager

Rachael leads Halpin's client-facing delivery and services from project kick-off through to completion and beyond, ensuring all work is carried out to the highest standards.

An established professional with demonstrated results in the higher education sector, she has perspective of all sides of client delivery, previously being both a project manager and a consultant.

She has experience of creating, developing and nurturing teams and is an excellent relationship builder. She has project-managed a variety of projects, including recruitment, feasibility studies, engagement and benchmarking surveys, building relationships with higher education leaders, governors and Trustees.

Rachael works closely with clients to ensure work is carried out ethically, efficiently and in line with institutional values. She understands the importance of meeting agreed targets and the value of delivering on time and within budget for her clients, which have included the University of Cambridge, the University of Kent and the University for the Creative Arts.

Most recently, Rachael was Director of Development and Alumni Relations at Exeter School, creating their first development strategy, establishing KPIs across fundraising and alumni relations, and launching their first fundraising campaign. Before that, as Interim Director of Development for the Royal United Services Institute, she laid the groundwork for a million-pound fundraising campaign, working on the Case for Support and key messaging, as well as establishing a Campaign Advisory Governing Body.

Appendix 2: Governance Maturity Framework with Self-Assessment

Note: The characteristics shown under each column category are not intended to be comprehensive, only indicative. Universities will normally display characteristics in several of these column categories at any one time. The term “Governing Body” includes “Council”, and the term “Senate” includes “Academic Governing Body”.

At the beginning of the review, we asked Council members to self-assess UEA against the governance maturity framework. This was shared and discussed at the Emerging Findings Meeting on 17 February 2022.

The highlighted text indicates the Halpin team’s view of where UEA is positioned, based on our findings from the review. The final column shares the average response from participants of the self-assessment.

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
University Constitution⁵	Poor governance documentation and processes which are not accessible to staff and students. The Constitution has not been modernised and in the case of Chartered Universities, the University does not have the power to make relatively minor changes without Privy	Governance documentation and processes are in order but would benefit from simplification and being easily accessible. The Constitution has not been modernised and in the case of Chartered Universities, the University does not have the power to make relatively minor changes	Governance documentation and processes are easily understood and accessible internally to staff and students. The Constitution has been modernised and in the case of Chartered Universities, Privy Council permission is required only for major changes.	Governance documentation and processes are easily understood and accessible internally to staff and students and externally to stakeholders. The Constitution has been modernised and in the case of Chartered Universities, Privy Council permission is required only	UEA Assessment Average: Improving Halpin Assessment: Improving

³ Characteristics found in some governance **failures**.

⁴ Current best practice found.

⁵ Universities which are Higher Education Corporations or Companies Limited by Guarantee can make changes to their constitutions without Privy Council permission. Chartered Universities must obtain Privy Council permission.

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
	Council permission.	without Privy Council permission.		for major changes.	
	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Board or the VC/CEO.	Delegated powers are clearly set out showing what is reserved for the Board, but are still not clear for Academic and Executive delegations.	Delegated powers are clearly set out showing what is reserved for the Board with further schedules setting out Academic and Executive delegations.	
Board/Council Membership	Equality, diversity and inclusion (EDI) awareness does not exist. Inadequate member selection and induction processes.	Some EDI awareness. Otherwise satisfactory recruitment and induction processes.	Good EDI processes. Good quality recruitment and induction processes.	Good EDI processes. Capable, diverse and inclusive members appointed. There are good member succession planning processes.	UEA Assessment Average: Improving to good Halpin Assessment: Improving to good in some areas
	No Board training or appraisal.	Some training and appraisal processes. The Chair is not appraised.	Training and appraisal processes exist for all members including the Chair.	Good appraisal processes which are used as a learning opportunity for the Board. Senior independent Trustee appointed or alternative safeguards/arrangements in place.	
	Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings.	Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units.	Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students and units.	Members understand the University's culture and business and their role and responsibilities. They act accordingly. They regularly connect with University staff, students and units.	

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
	Members do not enjoy their role which involves firefighting and much frustration. Their reputation may be very much at risk.	Members believe that the University position is improving, and they will enjoy their role.	Members enjoy their role and believe they are making a difference.	Members and the Executive believe the Board adds value. They enjoy, learn and “give back” by being governors.	
Key Relationships	Dysfunctional relations between VC/CEO, Chair and Secretary.	Satisfactory relations between VC/CEO, Chair and Secretary.	Good relations between VC/CEO, Chair and Secretary.	VC/CEO, Chair and Secretary work as an open, trusting team.	<p>UEA Assessment Average: Good</p> <p>Halpin Assessment: Good</p>
	Members’ level of experience and relevant skills are not satisfactory. Members do not act as a team.	Some members have good experience and relevant skills, but they do not yet act as a team.	Most members have good experience and relevant skills. The Board is taking action to improve their ability to work as a team.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.	
	Some members question the general capability of the Executive.	Members support some of the Executive’s efforts but are not convinced they have the right officers for a good Executive team.	Members see the Executive as capable and respect them but see areas for improvement.	Members and the Executive engage in a respectful, open, trusting relationship. Executive capacity, capability and succession planning regularly reviewed.	
Board/Council Focus	There are immediate and major regulatory, quality and/or financial risks. The University reputation may be under attack.	The regulatory, quality and/or financial risks are improving but are still significant.	The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated.	Risk and strategic decision making are aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.	UEA Assessment Average: Improving

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
	The Board is firefighting and very operationally focused.	The Board tends to be too operational. However, it is involved in setting the University strategy and monitoring its implementation.	The Board sets the University strategy and monitors its implementation. It monitors progress against any regulator or student-driven priorities.	Significant Board time is spent on horizon scanning and understanding the market, risks and opportunities. The Board is very outcome-driven.	Halpin Assessment: Improving with some areas of leading edge around risk
Board/Council Meetings	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing and secretarial support.	Improved discussions and conduct. Some decisions taken outside of meetings by senior members. Staff and student members can feel that they are "second class" members. Secretarial support needs improving.	All members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the minutes. Good secretarial support.	Good-quality, well-chaired discussions fully involve all members. Board Secretary with senior status, relevant experience and appropriate independence in place. Challenge and the value added by the Board are clear in the minutes.	UEA Assessment Average: Good Halpin Assessment: Improving
	Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information and scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tend to pass their responsibilities to the Board by telling it everything.	Board Portal in use. Some Executives demonstrate they accept their ownership of outcomes in short risk-focused Board papers which give good assurance.	Short risk-focused Board papers (using graphs and other visual methods) are the norm along with short presentations supplemented by regular briefings. Good assurance given to the Board.	
Senate	The separate but inter-related roles of the Board, Senate and the Executive are not clear and not widely understood. There is a lack of trust, respect	The separate roles of the Board, Senate and the Executive are clear and understood. Trust, respect and transparency between the	The Board, Senate and the Executive understand and carry out their individual roles well with mutual trust, respect and transparency. However, there	The Board, Senate and the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Board has the	UEA Assessment Average: Improving

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
	and transparency between the three bodies.	three needs to be improved. The flow of business between the three also needs to be improved.	is still a need to improve the integration of their individual efforts.	confidence to know what assurance it requires from Senate and where it can add value. Effective and appropriate consultation takes place between Senate and the Board.	Halpin Assessment: Improving to good in some areas
	There is a lack of respect between the members of Senate and a lack of understanding of the role of Senate and its members. Members often have conflicting views as to the role and purpose of Senate. Sometimes, one group of members – whether elected or <i>ex officio</i> – becomes too dominant.	There is a simple written guide or regulation setting out the role of Senate and the role of its members. Members have induction training. Progress still needs to be made in developing mutual respect among members, allowing all voices to be heard and getting all to buy into the roles defined for Senate and its members.	Members of Senate understand their role and that of Senate. The Chair encourages contributions from all members of Senate and members recognise the importance of letting all members have a voice. Progress still needs to be made in working efficiently together in a shared endeavour.	Members of Senate understand their role and that of Senate. They respect the value of diverse voices. All members of Senate – <i>ex officio</i> or elected – work together efficiently to improve the quality of research, students' experience and education.	
	Senate has a poorly performing committee structure with ill-defined roles. Senate has too many committees to operate efficiently. Senate does not have an easily accessible	Senate has reviewed the number of its committees and defined clear roles for them and has an easily accessible delegation framework. Progress still needs to be made in improving committee discussions and	Senate has defined clear roles for its committees and an easily accessible delegation framework. The committee discussions are of reasonable quality and their scrutiny and impact are good. The relationship between the	Senate has an efficient committee structure with clearly defined roles for its committees and Senate. The committees have a strong, involved membership including elected members of Senate. They provide high-	

	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
	delegation framework.	the committee scrutiny of their areas of business. Senate's role in relation to its committees still needs to be clarified and be more efficient.	committees and Senate itself needs to become clearer and more efficient. The assurance Senate receives needs to be improved.	quality assurance to Senate for their areas of responsibility. Senate has confidence in the quality of the assurance provided by its committees and is able to maintain a strategic oversight role.	
	The Board does not receive adequate assurance of academic quality and standards from Senate. Senate does not have the structures/ processes in place to evaluate academic quality and standards and give such assurance.	Senate has quality assurance structures/ processes in place, but these can be improved significantly. Systems are not in place to monitor the University's academic quality against agreed KPIs or to regularly monitor against best practice in the sector. Senate reports on its quality structures/ processes but does not give an opinion on the adequacy of these to the Board.	Senate has the structure and processes to assure itself on academic quality, including KPI and best sector practice reporting. It gives an opinion on the adequacy of these to the Board. Its report is not risk-focused and not tailored to meet the needs of the Board. The Board does not adequately understand the risks or feel comfortable challenging the report.	The Board gets good risk-focused academic assurance from Senate tailored to its needs and feels comfortable challenging it. Senate's academic governance is regularly reviewed. The Board is assured that the governance of Senate and its committees is working well.	
Other Committees	Poorly operating committee structure. There is disconnection between the Board and its committees.	Committees function satisfactorily – basic improvements to membership and processes having been implemented.	Committees functioning well. They seek continual improvements. The Board gets reasonable assurance from its committees.	Committees operate to a high standard and are good at collaborating with each other. The Board gets good risk-focused assurance from its committees.	UEA Assessment Average: Good Halpin Assessment: Good – commend Audit Committee

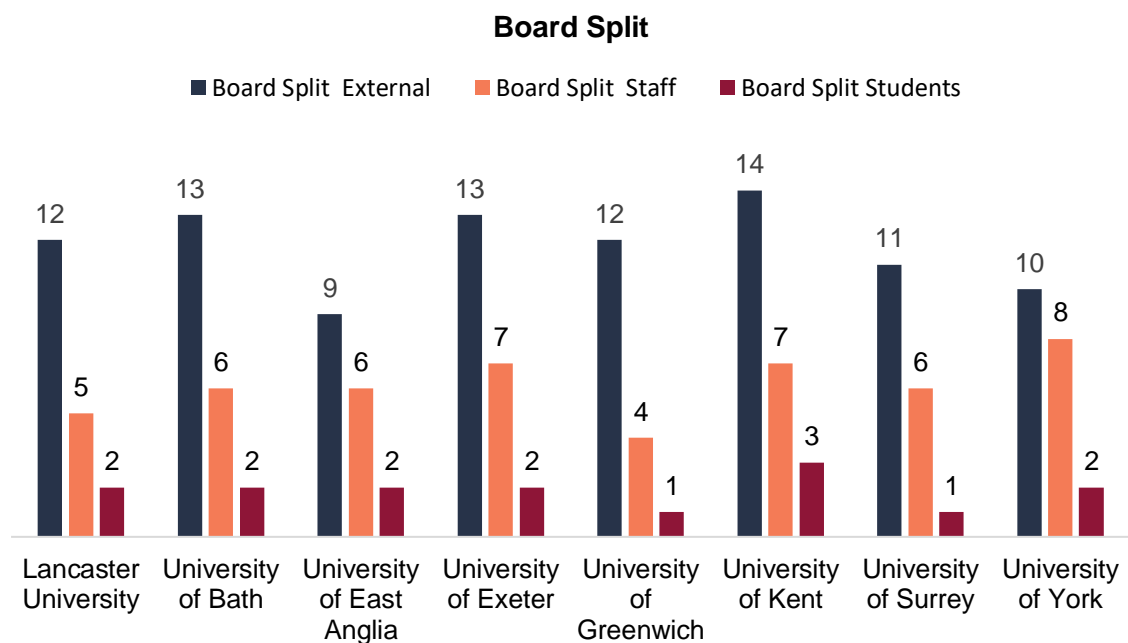
	Inadequate ³	Improving	Good	Leading-edge ⁴	Self-Assessment/ Halpin Assessment
Stakeholder Engagement	Board felt to be remote from the staff and students. Board not focused on students or staff.	The Executive conducts staff and student surveys and reports on these to the Board.	Clear evidence that staff and student views are reflected in decision-making processes.	Regular and effective two-way communication between the Board and the staff and students.	UEA Assessment Average: Improving Halpin Assessment: Inadequate to improving
	Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive.	Board discusses and agrees the values of the University but does not monitor the culture of the University.	Board sets and takes responsibility for the corporate values and culture.	Board lives and monitors the corporate culture, checking that behaviours are consistent with the University's values.	
	Stakeholder information not published.	Required regulatory information published for stakeholders, e.g. value for money, gender pay.	Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting.	University accessible and relevant to the University's local communities. Board takes responsibility for the socio-economic impact of the University. Good stakeholder information.	
Board/Council Reviews	The only reviews are those commissioned by the Regulator.	Occasional Board effectiveness reviews focused on compliance.	Board has occasional external reviews of its effectiveness against the HE sector.	Board regularly has external reviews of its effectiveness against the best in HE and other sectors.	UEA Assessment Average: Improving Halpin Assessment: Improving

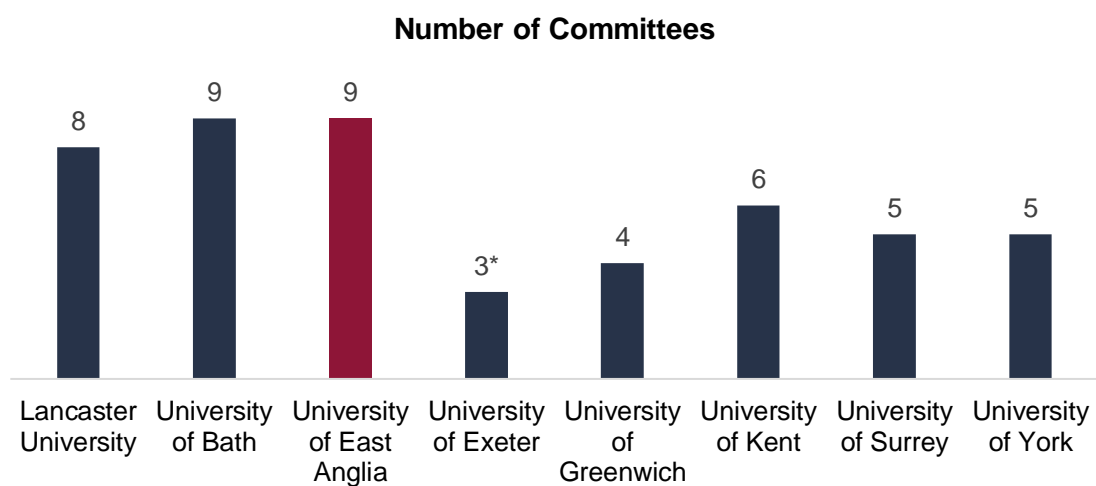
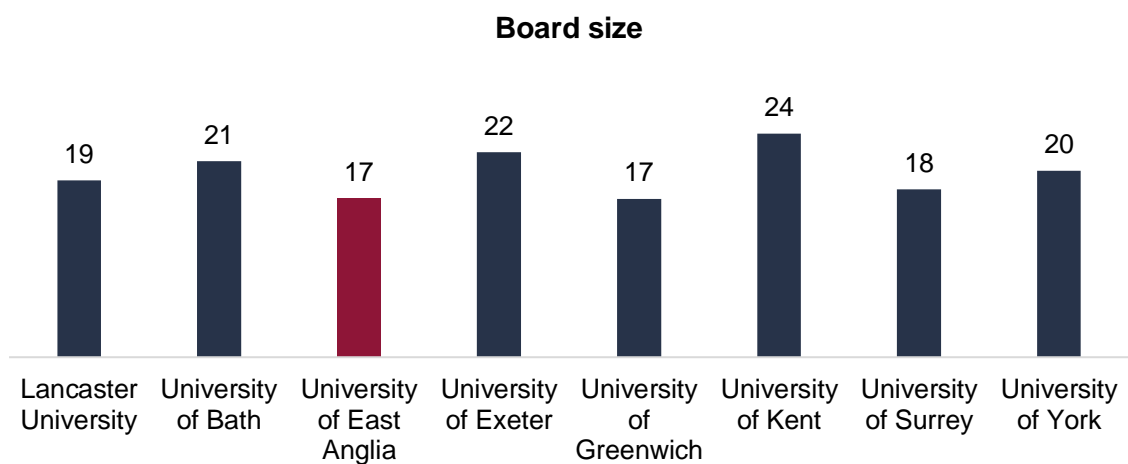
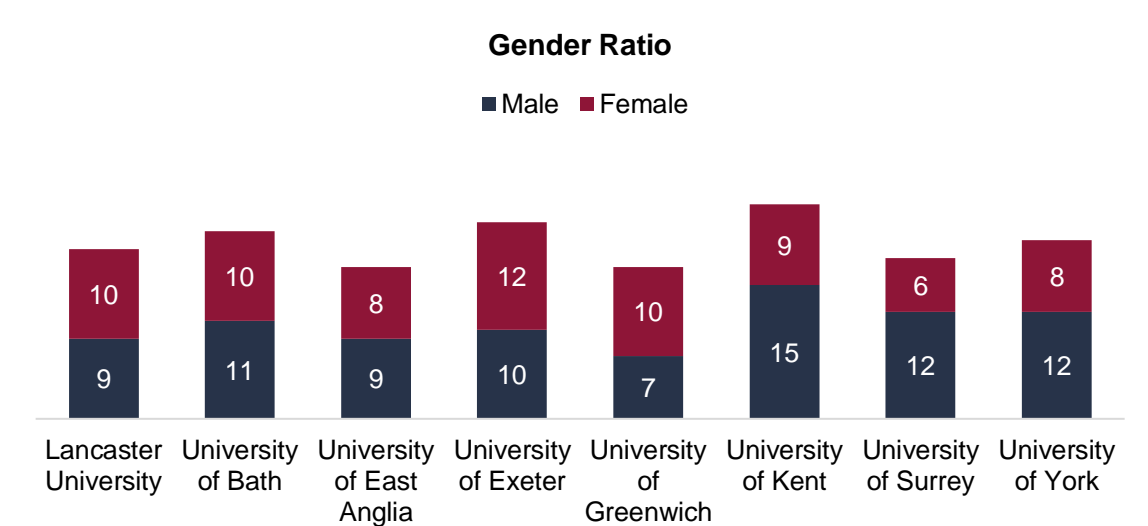
Appendix 3: Benchmarking Research

As part of our work, we conducted a benchmarking study with seven comparator institutions which were provided by the University of East Anglia. The group was chosen on a variety of factors including comparable geographical locations, similar campus style and/or subject coverage and includes:

University of York
University of Exeter
University of Kent
University of Greenwich
Lancaster University
University of Bath
University of Surrey

We include below both visual demonstrations of how UEA compares and some further written research on areas specifically highlighted by UEA.





*Exeter has two further informal committees that report to Council

Alongside our standard benchmarking work, Halpin also undertook focused research around EDI standing orders, around standing orders for student representatives and looking at a Board/Council's relationship with trade unions. We have also looked to provide guidance and areas of best practice taken from across the sector and beyond the comparator group.

Table 6: Which of the comparator groups have standing agenda items for their student representatives

Comparator Group Member	Yes / No / N/A	Notes
University of York	Yes	It is not listed officially in the agenda in the standing item section; however, it is always listed in the "Sub-Committee Summaries and Meeting-Related Information" as an item to note. It is led by the GSA President and YUSU President.
University of Exeter	Not sure	It is an agenda item for their December 2021 Council meeting. We completed a governance review very recently where we suggested implementing this. The University could be considering that recommendation.
University of Kent	n/a	Papers not available online.
University of Greenwich	Yes	They have a standing item that their SU President speaks to.
Lancaster University	Yes	They have a standing item that their SU President speaks to.
University of Bath	n/a	Minutes not available.
University of Surrey	Yes	They have a standing item that their SU President speaks to. They also have a Student Experience Committee at Council level .

Trade Unions

Based on our research, none of the comparator group has a trade union representative in place on their Board. We looked further afield and found good practice at [the University of Sheffield](#), which has a committee in place that works collaboratively with trade union representatives.

Table 7: EDI Committees/standing orders in meetings for EDI in Council

Comparator Group	Yes / No / N/A	Notes
University of York	Yes	They have an Equality, Diversity and Inclusion Committee. An update from the Committee is always listed in the “Sub-Committee Summaries and Meeting-Related Information” as an item to note.
University of Exeter	No	No Board-level EDI committee or standing item.
University of Kent	No	No Board-level EDI committee or standing item.
University of Greenwich	No	During a recent review undertaken by Halpin, we made the suggestion that: <i>“EDI should be a regular item for consideration, providing updates on progress within the EDI 2019–22 strategy and action plan.”</i>
Lancaster University	No	No Board-level EDI committee or standing item.
University of Bath	No & n/a	No Board-level EDI committee as seen on their governance structure diagram. Minutes not available so cannot see if they have a standing item.
University of Surrey	No	No Board-level EDI committee or standing item. They have it as an Executive Board sub-committee.

Stakeholder Engagement

We have provided a list of activities that would lead to good practice in engaging with stakeholders. Following the table below, we have compiled some examples of best practice in stakeholder engagement looking across the wider HE sector.

Table 8: Good practice in stakeholder engagement and communications

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

Examples from across the sector include the following:

- **Chichester** – have reintroduced student/governor lunches following their effectiveness review and a 'Meet the Governors' session with students/staff.
- **York** – have ['think tank' meetings](#) and a [Student Expert Panel](#).

⁶ Town Hall events are used frequently in corporate settings. For example, Rolls Royce held its first 'Meet the Board' event for employees in 2017. All employees were invited to apply and 350 were selected by ballot to attend the meeting, which was held on the same day as the shareholder AGM.

- **Harper Adams** – according to the [March 2019 minutes](#) the following is done:
 - Governors are able to meet students over lunch after meetings. Incoming SU is involved and suggested that student representatives could be invited.
 - Opportunities for members to meet students at Forum, graduation and other occasions.
- **Trent University, Canada** – have a [student/governor lunch](#).

Training and Induction⁷

Table 9: Good practice in Board induction and training

1	Pre-meeting between the new Board member and the Governance Officer to go over papers and prepare questions to ask at the Board, or see if anything needs clarifying prior to the Board meeting.
2	A mentor from the Board with whom they can immediately build a strong relationship, and from whom to seek advice and guidance.
3	A briefing on the Board business calendar so that they are better able to plan and organise how they can gather student views to feed into Board discussions.
4	An introductory meeting with the Chair to talk about the vision and strategy for the Board.
5	An early opportunity for new Board members to meet students and their representatives.
6	New members of Board committees receive an induction that is specific to the remit of that committee and their individual role.
7	New members should have a follow-up meeting after their first Board meeting to identify areas for further support.
8	The introduction of a Board mentor or a 'buddy' system. This is particularly important for the student representative members of the Board, who have usually had no prior governance experience. ⁸
9	EDI training to enable the Board to feel more comfortable talking about EDI matters, to learn about the lived experience of others with different characteristics and to enable them to provide constructive challenge to the Executive on these matters.
10	Annual refresher training is provided for all Board members, particularly on legal responsibilities.

⁷ The University of Greenwich has established a Governors' Development Programme which draws on external networks and expertise to support their Board.

⁸ Examples of University 'buddying' schemes:

University of Lincoln – mentor programme for new governors in place; see <https://jobs.lincoln.ac.uk/Upload/vacancies/files/1452/University%20of%20Lincoln%20-%20Role%20Descriptor,%20Board%20of%20Governors.pdf>

Henley College – see <https://www.henleycol.ac.uk/media/4138/policy-mentoring-for-new-governors.pdf>

Leeds Beckett – 'buddy' scheme now established; see https://www.leedsbeckett.ac.uk/-/media/files/our-university/governance/governance-and-noiminations-committee/gan_agenda_oct19.pdf

An 'off-boarding' exit interview is offered to Board members when they leave to capture their reflections on their experience.

Appendix 4: Guidance Note – Guidance Note on Building a more diverse Council

Recruitment and selection

- Reflect on Council membership and its composition over (say) the past 5–10 years to identify the trends and set targets.
- Build relationships within your community and widen your networks. Participate in and support networks which aim to increase diversity and equality.
- Involve alumni networks and honorary graduates in identifying potential members and advertising roles.
- Publicise roles through all internal communications and social media and encourage sharing.
- Professional body and association networks can be excellent ways to advertise vacancies to groups beyond the University's own networks. For some professions, non-executive experience counts towards their mandatory continuing professional development requirement.
- In recruitment, advertisements should carry equality statements which are tailored to the specific characteristics that you wish to encourage, rather than simply carrying a generic equality statement.
- If using executive search firms, be specific in the brief about the need for diversity and make sure you (as the client) are clear about its importance. Take account of an executive search company's prior success in gathering diverse fields in their selection process.
- Target advertising in publications/websites/social media aimed at particular sectors of the population which are under-represented on your Council.
- Consider whether shortlists should not be taken forward if they are single-gender or all-white. In such instances, vacancies should be re-advertised; and/or agree continuation of the search process with the executive search firm.
- Those carrying out any selection should be trained in fair selection processes, be aware of their own unconscious biases and be knowledgeable about equality and diversity.
- Those bodies selecting members (i.e. the nominations committee) should be asked to reflect on their own selection processes and to make, where necessary, amendments to such processes to ensure that members are chosen in a fair, equal and inclusive way. It may be useful for these groups to consider the characteristics of those who have been nominated in the last five years (e.g. are these primarily white males?). The membership of selecting bodies should be as diverse as possible.

- Using co-opted members on committees can help increase the diversity of experience. This will also help with succession planning by identifying potential future Council members. This gives people with no or little governance experience an opportunity to try it out before committing themselves.

Supporting inclusion

- Consider whether your governance practices such as meeting location and timing of meetings precludes some groups from participating. Make reasonable adjustments to meetings to enable participation.
- Consider out-of-pocket expenses for those who could not afford to serve on your Council without them. In the University's *Instruments of Government*, Council member allowances are permitted. This can be discretionary and assessed in the same way that travel expenses are, to ensure no Council member is 'out of pocket' by attending a meeting.
- Consider whether full digital inclusion is the case for all Council members – this might mean providing a specific device for reading Council papers or joining remote meetings or paying reasonable expenses for internet connection – via phone data or broadband.
- Offer an 'off-boarding' interview for any Council members who leave before their term of office ends, particularly if they are from a group with protected characteristics.
- Establish a 'buddy'/mentoring scheme for new Council members – this can be from within your Council or from another university.
- For the Chair or governance support team, offering to meet new Council members after their first few meetings to explore with them how they experienced the meetings can be a highly effective way to demonstrate and tailor their support.

Appendix 5: Review of Governing Instruments

Shakespeare Martineau were asked by Halpin Partnership to contribute to their work on the governance review for the University of East Anglia by carrying out a desk-based review of the University's governing instruments. Their findings are set out below.

Documents reviewed

- Charter, Statutes and Ordinances
- Organisation chart 2021/22
- Council membership 2021/22
- Declarations of interest 2021
- Role description for Council member
- Role description for senior independent member
- Letter of appointment for independent members
- Corporate governance statement (from Financial Statements 2019/20)
- Guidance for Council Members April 2014 (Orange Book)
- Terms of reference for Council committees
- Sample of agenda/minutes/papers for Council and committees
- Sample reports from committees to Council
- Council Effectiveness Review 2015
- Governance information on the University's website

Scope

The scope produced by the University for the governance review contained one point specifically relating to the University's governing documents:

- To consider the instruments of governance (Charter, Statutes and Ordinances), making any recommendations for improvements.

Overall conclusions

The University's key governing instruments are generally good. However, there are gaps in the documentation which sits beneath the Charter, Statutes and Ordinances.

The terms of reference for key committees would benefit from review, along with the reporting arrangements to Council (which has been recognised).

The University's website needs to be updated and steps taken to ensure that the University is meeting its legal and regulatory publication obligations.

We have set out some specific comments and suggestions for improvements, but overall it does not appear to us that any issues there may be with the governance of the University are specifically as a result of its governing instruments.

Governing instruments

- Charter

The version of the Charter published on the University's website is dated 2021/22, but it is not clear when it was last amended. The Charter is drafted in a modern style with most of the detail moved to the Statutes and Ordinances, which makes it easier for Council to make changes to key provisions as required.

The Charter sets out the overarching governance framework for the University which includes the Court, the Council (executive governing body), the Senate (responsible for academic matters under delegated authority from the Council) and the Assembly.

- Statutes

The Statutes were last amended by Council on 28 June 2021; the amendments were approved by the Privy Council on 30 September 2021, in accordance with the requirements of the Charter.

The Statutes are drafted in a modern style and are clear and easy to follow. Statutes 1–3 are about Council (general/functions/delegation). The functions do not include any specific reference to the public interest governance principles of the OfS Regulatory Framework which some universities have now included in their governing documents, including key areas of OfS interest such as academic freedom and freedom of speech. This might be something to consider the next time the Statutes are reviewed.

- Ordinances

The current Ordinances were approved by the Council on 28 June 2021. They are generally clear and well written.

Ordinance 1 (appointment of staff) covers the appointment of a key figure in the University's governance, the University Secretary. It specifies that the role of University Secretary is carried out by the Chief Resource Officer and that the University Secretary is appointed by 'the University'. This is different to Statute 4, which provides that the University Secretary is appointed by 'the Council'. The appointment and removal of the University Secretary by Council is a fundamental principle which ensures that the University Secretary is accountable only to Council and is able to act as an independent adviser without undue influence from the Executive.

It is not uncommon for a university secretary to have a dual role, i.e. where the postholder also has executive responsibilities within the institution, and this is recognised in the CUC Higher Education Code of Governance (CUC Code). However, the CUC Code emphasises that where "the person appointed has managerial responsibilities in the institution, there [must be] an appropriate separation in the lines of accountability". It is not clear from Ordinance 1 that such a separation exists, and we would recommend that these provisions are reviewed with a view to providing further clarity.

There are also provisions about the role of the University Secretary in Ordinance 4, which is a little confusing, and it might be preferable for all of the relevant provisions to be in one place.

Ordinance 2 (governance and organisation) covers the appointment of Pro-Chancellors. The Chair of Council is a Pro-Chancellor *ex officio*, and additional Pro-Chancellors may be appointed (although it does not appear that any are currently).

Ordinance 2 also contains a section about the role of the Executive Team, clarifying that it is not a committee but rather acts as an advisory body to the Vice-Chancellor, but going on to say that Council requires the Vice-Chancellor to consult fully with the Executive Team and have due regard to its opinion. These are unusual provisions but, in our view, provide helpful clarity about the role of the Executive Team within the University's governance structure.

There are also provisions about the role of the Executive Team in Ordinance 4, and again it might be clearer to include these provisions in Ordinance 2.

Ordinance 5 sets out detailed provisions relating to Council and its committees. It covers the membership of Council, the conduct of business at Council meetings (in effect, the 'standing orders' for Council), conflicts of interest, committees and other relevant matters. Quite a considerable part of Ordinance 5 is a repeat of Statute 1 (membership, appointment of Chair and other officers, quorum), which seems to be unnecessary duplication. Whilst it is fairly standard to include details of Council membership in the Statutes, ideally most of the other provisions would be set out only in the Ordinances, as they can then be amended without requiring the consent of the Privy Council. We note that the University's website also has a link to 'terms of reference' for Council which are slightly different from Statute 1 and Ordinance 5, which should be rectified.

Other governance documents

Whilst the key governing instruments are generally well drafted, the University is missing a number of other governance documents which we would usually expect to see, including:

- Statement of Primary Responsibilities of Council – it is a requirement of the CUC Code for the Council to adopt such a statement; most simply adopt the template version set out in Appendix 2 of the CUC Code.
- Scheme of Delegation – it is standard within the sector for a university's governing body to adopt a scheme of delegation which sets out, in one place, all of the powers delegated by the governing body to committees, other bodies and the executive. This aids transparency as well as being a useful reference point.
- Annual Cycle of Council/Committee Business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year.

We note that there have been recent discussions at the Governance Committee and Council about the University's lack of such documents, and we would recommend that Council should adopt all three as soon as practicable.

The University does have what amounts to a 'handbook' for governors, namely the Guidance for Council Members document (known as the 'Orange Book'). However, the version we saw dates back to October 2014 and so is very out of date. It does contain lots of useful information for members (including guidance about declarations of interest, personal liability and expenses), and we would recommend that the University should consider updating and reintroducing such a document as a tool for Council members.

We have also seen a very recent document setting out the Council strategy for the academic year 2021/22, which was approved by Council at its October 2021 meeting (although the document itself is an evolving one). This sets out seven strategic principles to guide Council's operation over the forthcoming academic year, with a considerable focus on the role, priorities and accountability of the many committees and Boards that sit below Council. The need to improve engagement between Council and Senate is also recognised, starting with the appointment of an independent member as a standing observer at Senate with full speaking rights. We have not seen a similar 'Council strategy' document before within the sector, but (subject to one point we highlight below) it is, in our view, an extremely helpful approach.

Membership and proceedings of Council

- Membership

The membership of Council is set out both in Statute 1 and Ordinance 5. The drafting of Statute 1 is designed to be very flexible, giving only an upper limit of 25 and a requirement that there be a

majority of independent members in addition to the Vice-Chancellor, at least one member appointed by the Senate and one student member.

Ordinance 5 sets out slightly more detail, specifying that the Council shall from time to time determine its composition, and that in addition to the Vice-Chancellor, the membership shall also include the Provost, the Pro-Vice-Chancellor for Research and Innovation (both *ex officio*), two members of staff appointed by ballot amongst members of Senate (at least one of whom shall be a member of academic staff), one member of support staff elected by those staff, and two students nominated by the executive of the Students' Union. This gives a total of eight 'internal' members, meaning that there must always be at least nine independent members.

We have not seen a formal 'determination' of current membership numbers; the website suggests that Council currently has nine independent members and two vacancies, although the Governance Committee recently recommended to Council that it should advertise for four new independent members.

The provision relating to the members "appointed by ballot amongst members of Senate" is slightly unclear, as it does not specify whether those members are chosen from amongst the membership of Senate or the wider University staff generally. It appears that the latter is the case, but this wording could be clarified. These members are also referred to in some places as 'Senate representatives', which is not their role. On a similar point, we note that the Council strategy document referred to above makes reference to the three 'types' of Council members: 'Executive, representation and independent'. Whilst some members of Council may be nominated or elected by particular groups of staff or students, they are not representatives of those groups; once members of Council (and charity Trustees), their role is to act in the best interests of the University. In addition, we would caution against dividing Council into different groups this way, as this can give rise to the perception that some members are more important than others, or have different roles to play on Council.

We note that Council has recently appointed two 'apprentice governors' through a Perrett Laver scheme; there is no detail set out about their role, but it appears to be to encourage potential members from under-represented groups to consider and gain experience of being a member of a university governing body. This is a positive initiative which should help the University to attract new members from a wider range of backgrounds.

Ordinance 5 specifies that Pro-Vice-Chancellors who are not *ex officio* members of Council "attend with full speaking rights". This is an unusual provision and appears to go beyond the normal practice of members of the Executive attending meetings to provide information on specific matters, rather than generally to contribute to the discussion. There are currently five such PVCs, which could potentially mean that there are more executive than non-executive attendees at Council meetings, something which should be avoided. We note that this issue is covered in the Council strategy document referred to above, following concerns raised by some members, and that in future non-member PVCs will not sit at the Council table (or be visible in Teams) so that it is clearer who the members of Council are. This seems a sensible approach.

Statute 1 provides that members of Council (other than *ex officio* and student members) hold office for a term commencing on their appointment date and ending on 31 July three years later. Whilst it is quite common in the sector for Council terms of office to run until the end of the academic year, this often means that there is considerable turnover in membership all at the same time, which can be difficult to manage. For example, at the end of 2020/21, the terms of office of seven members of Council (more than a third of the membership) came to an end. Some institutions have therefore moved to a system where members are appointed on a rolling basis throughout the year, although of course this can have disadvantages in terms of administration and the recruitment of new members.

Statute 1 specifies that a member may be reappointed at the expiry of their term of office, but that normally a member should not serve for more than three terms. Whilst it used to be fairly common

for universities to extend the term of office for those appointed to an officer role (presumably as was the case with the previous Chair of Council), this is no longer considered to be good practice.

Statute 1 also sets out the circumstances in which a member can be removed, including the unusual ground that the member “ceases to hold an office which was a material consideration in their appointment”. There is no process set out which governs how a member may be removed and we would recommend that Council should adopt a (short) procedure which provides for the member to be notified in advance of the proposal to remove them, and for them to have the right to make representations to Council before a decision is taken.

Council has recently appointed a senior independent member, in line with the recommendation in the CUC Code and good practice. There is a role description for that role and also for Council members generally, although the latter is slightly out of date; Council may wish to consider introducing one for the Chair, Deputy Chair and Treasurer as well.

A key element of the OfS Regulatory Framework is the requirement that all members of Council must be ‘fit and proper’ persons. Detail about what this means is contained in the declaration form which all members of Council are required to complete every year, along with the register of interests. The appointment letter also contains some information about what is expected of Council members, although there does not appear to be a ‘Code of Conduct’ for members, as is standard elsewhere in the sector. There is also currently very little information available to Council members about their role as charity Trustees, or their responsibilities under the OfS Regulatory Framework, and these could form part of an updated ‘Orange Book’, as referred to above.

Members of the Council are not currently remunerated for acting as members of Council. However, we note that the issue of remuneration appears to have been the subject of a ‘confidential and reserved’ paper at the October 2021 Council meeting (we do not have access to the document). As a charity, the University cannot remunerate any of its Trustees without either an express provision in its governing documents to do so (which it does not currently have) or specific authorisation from the Charity Commission; and even then, a decision to remunerate must be carefully considered in line with Charity Commission guidance.

- Meetings

The provisions governing meetings of Council are set out in Ordinance 5. Most of the detail we would expect to see is covered, although there is nothing about written resolutions and we would recommend that such a provision should be added the next time the Ordinance is reviewed.

There is an unusual (and presumably fairly recent) provision which sets out that “[by] exception, meetings of Council may be held virtually online but this shall not become normal practice”. This seems unnecessarily restrictive and it is not clear whether this approach is also taken with committees; we are aware that many universities have found online meetings work particularly well for committees, and are intending to keep them.

There are detailed provisions in Ordinance 5 about confidentiality and reserved business. These are well drafted and emphasise that “Council wishes to make as much information as possible open and reports should be constructed so that sensible redactions can easily be made”. However, our review of a sample of Council papers and minutes suggests that the actual approach to confidentiality is rather different, with large sections of minutes being classed as confidential and whole documents being headed with severe warnings about disclosure and being classified as confidential until a date several years hence. This goes against both the wording of Ordinance 5 and the requirements of transparency and openness which underpin the operation of any publicly funded body.

There also appears to be greater use of ‘confidential and reserved’ business than we might expect to see; this appears to be where papers are circulated to members of Council only, although Ordinance 5 does not actually specify this. In addition, there is an even more restricted category of

'secret' papers which are restricted to attendees at the meeting only. This is an extremely unusual provision which we have not seen before in university standing orders, and we would question whether it is appropriate in the context of collective responsibility.

We would recommend that Council should review its approach to confidentiality in order to ensure that it is satisfied that it is used only where appropriate and necessary (see also below our comments about the publication of information).

Council committees

- Committee structure

Statute 3 specifies that Council may appoint such committees and other bodies as it thinks fit, and may delegate its powers and functions to such committees/bodies, or to a member of Council or a member of University staff, subject to the usual list of non-delegable functions which are reserved to Council. Further detail is set out in Ordinance 5, which specifies that the provisions governing the conduct of meetings etc will apply equally to committees.

Council currently has a very large number of committees and other bodies which report to it, including ten which are classified as 'core' committees:

- Audit Committee
- Finance Committee
- Governance Committee
- Estates Committee
- Senior Officers Remuneration Committee (SORC)
- Equality, Diversity and Inclusion Committee
- Sustainability Board
- Academic Related Staff Review Committee
- University Research Ethics Committee
- Sainsbury Centre Board.

Of these, however, only the first four can really be classed as core committees of Council, because the membership of the others includes only one or two members of Council (or in some cases, none). We have therefore focused on these four in this documents review.

The other key committee is Senate, which under the terms of the Charter has delegated authority from Council for the oversight of the academic performance of the University and the assurance of academic standards. The membership and Terms of Reference of the Senate are set out in Ordinance 3. There is no reference in its Terms of Reference to its key role of providing assurance on matters of academic governance to Council, in order to enable Council to comply with its obligation under the OfS Regulatory Framework to "receive and test assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)". This issue is not explicitly addressed in the annual report from Senate to Council; it is also not clear how other matters of particular interest to Council under the Regulatory Framework (student protection plan, consumer law, new OfS conditions of registration) are reported up to Council.

- Membership and terms of reference

It is quite difficult to pin down the membership and terms of reference of each committee, because some of the information on the University website is out of date. It does not appear that each committee routinely reviews its terms of reference; in most universities, these are reviewed and formally approved by Council at the start (or the end) of each academic year, and we would recommend that this should be considered going forward. There are also differences between the committees: the Terms of Reference for the Audit Committee contain detailed provisions about

how its meetings operate, as well as its powers and functions, whereas the other three core committees' terms of reference list only their powers and functions. We assume that those committees operate in accordance with Ordinance 5.

Only the Audit Committee currently has the power to co-opt members, something which is common throughout the sector and which might be worth considering for other committees in order to fill any particular skills gaps.

We noted the following specific points in relation to individual committees:

- The membership of SORC as set out on the University website specifies that it is chaired by the Deputy Chair *ex officio*, whereas the document considered at its June 2021 meeting states that the Chair is a "lay member of Council appointed by Council", and also refers to another independent member being invited to join.
- The Audit Committee's Terms of Reference (as included with the papers for its meeting in November 2021) contain a number of out-of-date references to HEFCE; and the details of its '2021/22 membership' on the University website contain a wholly misleading statement about the Chair, Vice-Chancellor, Treasurer and Pro-Vice-Chancellors "not exercising their right to sit on this Committee", which should be removed.
- We note that the Chief Resource Officer (and University Secretary) is listed as a member of the Finance Committee. Whilst recognising that the CRO has a dual function, as noted above, it is, in our view, inappropriate for that postholder to be a member of a key committee which reports to Council (this will also apply to the recent proposal to add the CRO to the membership of the Governance Committee). In addition, the Director of Finance is listed both as a member of the Finance Committee and its secretary, which should not be the case.
- The information about the membership of the Governance Committee does not specify who chairs that committee.

As noted above, Council has not adopted a 'Scheme of Delegation' and it is therefore difficult to easily see which of its powers and functions have been delegated to committees and other bodies. Of the four main committees, only the Finance Committee has any substantive delegated decision-making powers. One of the functions of SORC is said to be "to determine and recommend to Council the remuneration policy for the Senior Officers of the University", which is slightly confusing; the use of 'recommend' in committee terms of reference usually implies that the final decision rests with Council, whereas 'determine' would suggest otherwise.

We would recommend that Council should agree a standard format for a document setting out the membership and terms of reference of each committee, and should review that document on a regular basis and ensure that any published information reflects the current version.

We note that under the terms of the Council strategy, committees are being encouraged to review their own effectiveness on an annual basis, which is good practice.

- Reporting

It is also difficult to fully understand the reporting lines from the committees into Council. The agenda for Council meetings lists the committee meetings which have taken place since the last Council meeting, but it is not clear whether the minutes of those meetings are routinely provided (or made available) to Council members.

Reporting lines to Council is one of the issues which is being addressed by the newly adopted Council strategy referred to above, which will require each committee to produce an annual report for consideration by Council.

Public information

It has been apparent from our review that much of the information relating to governance published on the University website is either out of date or incorrect. We understand that the University is aware of this issue and is proposing to take steps to address it.

There are many specific regulatory and other requirements for publication of information by the University. The CUC Code requires the University to “publish accurate and transparent information which is widely accessible”, including specific information on the use of public funding, value for money and other performance information, as well as a register of the interests of members and senior executives. In addition, the CUC’s ‘Higher Education Senior Staff Remuneration Code’ requires the University to publish an annual report on senior remuneration. Other than the register of interests, we could not find any of this information on the University website.

A key requirement for Council to note is the requirement in the OfS Regulatory Framework to make publicly available the minutes of the meetings of the Governing Body and committees, except where such material is genuinely confidential. There are currently no minutes or other documents relating to the proceedings of Council available on the website; links to each academic year are set out, but there are no documents behind them. The pages relating to the Audit, Finance and Governance Committees simply say: “Please note that the [xxx] committee is confidential and therefore no documents will appear online”; there is nothing at all on the SORC page. This blanket approach to confidentiality is inappropriate, as highlighted above.

We note that the University continues to publish a ‘Calendar’ containing a list of officers, the committee structure and its governing instruments, together with the general and academic regulations. There is no requirement to have such a ‘document’; its name is potentially confusing; and it does not give any indication as to its contents. Therefore, many universities have stopped collating this information in one place and instead publish each component part in the appropriate place on their website.

Appendix 6: Priority Recommendation 3 – sub-recommendations

Table 10: Priority Recommendation 3 – sub-recommendations

PR3a	In keeping with the common practice amongst other university providers, inclusion of data around public interest governance principles of the OfS Regulatory Framework and academic freedom and freedom of speech should be considered the next time the Statutes are reviewed.	Pg15
PR3b	With a view to provide further clarity the University Secretary's status contained within Ordinance 1 and Statute 4 are reviewed; and that a written resolutions provision should be added the next time the Ordinance is reviewed.	Pg16
PR3c	There are also provisions about the roles of the Executive Team in Ordinance 4, and again it might be clearer to include these provisions in Ordinance 2. For clarity we suggest UEA include these provisions in Ordinance 2 the next time the Ordinance is reviewed.	Pg16
PR3d	The University's website also has a link to 'terms of reference' for Council which are slightly different from Statute 1 and Ordinance 5; these discrepancies should be rectified.	Pg16
PR3e	UEA to adopt a Statement of Primary Responsibilities of Council as this is a requirement for the CUC Code.	Pg17
PR3f	To meet compliance regulations, once the current review of committee terms of reference, structures and performance is complete, this information should be published on UEA's website.	Pg19
PR3g	Relevant information on Senate's role in meeting the OfS Regulatory Framework is added to the Ordinances.	Pg19
PR3h	Current membership numbers for Council to be clarified within the governing documents to ensure a quorum, and that UEA has sufficient members of Council for its committees.	Pg20
PR3i	The provision relating to the members "appointed by ballot amongst members of Senate" is slightly unclear, as it does not specify whether those members are chosen from amongst the membership of Senate or the wider University body; the relevant text should be clarified.	Pg20
PR3j	Documents make clear that all members of Council have equal status and 'representation' is amended to elected.	Pg20
PR3k	Ordinance 5 to be amended to reflect new arrangements regarding PVC attendance at Council.	Pg20
PR3l	The Governance Committee to put in place a formal succession planning process; (we understand the Chair is currently considering this issue).	Pg21
PR3m	Statute 1 specifies that a member may be reappointed at the expiry of their term of office, but that normally a member should not serve for more than three terms. Whilst it used to be fairly common for universities to extend the term of office for those appointed to an officer role, extending the term is no longer considered to be good practice. This statute should be reviewed	Pg21

PR3n	Council should adopt a (short) procedure which provides for the member to be notified in advance of the proposal to remove them, and for them to have the right to make representations to Council before a decision is taken.	Pg21
PR3o	All Council role descriptions will be updated to cohere with one another. Council may also wish to consider introducing role descriptions for the Chair, Deputy Chair, Treasurer, and Elected and Apprentice Governors.	Pg21
PR3p	The use of 'recommend' in committee terms of reference usually implies that the final decision rests with Council, whereas 'determines' would suggest otherwise. We recommend that these discrepancies are addressed.	Pg21
PR3q	Council to agree to a standard format for all terms of reference for committees, which sets out the membership and terms of reference of each committee, and that these documents are all formatted to follow a similar framework.	Pg22
PR3r	Council and each committee review their terms of reference annually, to ensure they remain appropriate and that no amendments are necessary.	Pg22
PR3s	The Audit Committee's Terms of Reference contain several out-of-date references to HEFCE; and the details of its '2021/22 membership' on the University website contain a wholly misleading statement about the Chair, Vice-Chancellor, Treasurer and Pro-Vice-Chancellors "not exercising their right to sit on this Committee". This text should be removed.	Pg22
PR3t	To avoid any perception of conflict of interest the University Secretary should be removed as a member of the Finance Committee and the Director of Finance removed as Secretary to the Finance Committee.	Pg22
PR3u	The Terms of Reference for the Governance Committee should clarify who chairs that committee; and the University Secretary should be removed as a member of the Governance Committee.	Pg22
PR3v	To promote transparency, Secretariat will clarify the status of the Chair of the Senior Officers Remuneration Committee (SORC) clarifies	Pg23
PR3w	Once governance structures have been reviewed, streamlined and clarified, we recommend that this structure is made very clear to Council, and that it is openly published on the UEA website.	Pg23
PR3x	To promote transparency, we recommend that Secretariat publish the complaints process for both staff and members of the public on UEA's website, in an easy and accessible place.	Pg24
PR3y	As the operation of subsidiary companies is an area of risk for all HEIs, the University will embark on a comprehensive review of the governance and oversight of its subsidiary companies and their respective relationships with the University as parent.	Pg27
PR3z	As a follow-on from PR3y, UEA may wish to identify a 'cradle to grave' process for the set-up, ongoing management and potential wind-up of any subsidiary, spin-out or joint-venture company in which the University has or might have an interest.	Pg27
PR3aa	As part of a review of Senate, Senate to review of its committees and delegation framework for clarity.	Pg33
PR3bb	Senate reviews its reports from the perspective of Council's need for assurance that risk is being managed, so that Council can be confident of both the quality of academic excellence and the governance of Senate.	Pg33
PR3cc	Secretariat reviews all content currently placed on the governance webpage and systematically checks UEA's compliance against the CUC, OfS, ICO, Charity Commission and Companies House guidance, to ensure the	Pg36

	University publishes data which meets its legal and regulatory publication obligations.	
PR3dd	To meet compliance guidelines, UEA will refrain from collating their current 'calendar' information in one place and instead publishes each component part in line with the above comments.	Pg36
PR3ee	To promote clarity, it would be helpful if the meeting minutes text stated exactly what specific action is required; the deadline for its completion; and when it is proposed that this item be brought back to Council.	Pg37
PR3ff	To promote clarity, it would be helpful if cover sheet data was placed on a separate sheet from any attached report, to make it easier for the reader to pull out key information.	Pg37
PR3gg	To promote clarity, Secretariat reviews the agendas for Council and its committees; the presentation of categories for the discussion of agenda items is simplified; and it is made clear what action is required from Council or committee members for each item. Items requiring strategic discussion are prioritized in the agenda.	Pg37
PR3hh	To promote consistency, the accompanying guidance with the Governance House Style Policy Framework should be updated to contain conventions for the production of agendas, minutes, cover sheets and reports related to Council and its committees; and should stress the importance of using a consistent language, style and format when producing governance documents.	Pg37
PR3ii	To promote clarity, Secretariat ensures all minute-takers are aware of the governance house style to ensure consistency and quality of minute taking.	Pg38
PR3jj	To promote accuracy, Secretariat will set up a system for thoroughly proofreading all agendas, cover sheets and minutes for Council and its committees, before distribution and publication.	Pg38
PR3kk	To define UEA's position on confidentiality, Secretariat may wish to work with the Chair and the Data Protection Officer to devise institutional guidance on what type of information should remain confidential, and under which circumstances, and should share this with Council.	Pg38
PR3ll	To make Council papers more accessible, Secretariat will develop an online governance portal for Council and committee members. Meeting papers, documents related to the governor role, and updates uploaded by Secretariat mean data would be immediately accessible to Council members on demand.	Pg38
PR3mm	To promote understanding Council members' responsibilities, Secretariat will provide Council with a statement detailing all UEA's governance compliance responsibilities, and a governance compliance schedule which clarifies how Secretariat will ensure that compliance deadlines are met.	Pg38
PR3nn	As some Council members struggle to access their UEA email accounts, UEA's IT department to be tasked with swiftly resolving the access issues. In the meantime, Secretariat should consider whether the purchase of laptops for Council members, uploaded with key UEA data and links, might be helpful in supporting the engagement of Council members.	Pg39
PR3oo	As some individuals find it easier to absorb data via paper rather than online, UEA will openly acknowledged that reasonable accommodations will always be made to provide Council members with data in the format which best facilitates their participation.	Pg39
PR3pp	To share knowledge of Council duties and responsibilities across the governing body, Secretariat to supply all new Council members with the	Pg40

	Charity Commission's guidance entitled 'The Essential Trustee: What you need to know, what you need to do'.	
PR3qq	Once Secretariat has devised a 'Code of Conduct' for Council members, this document should be published on the UEA website.	Pg40
PR3rr	To keep trustees up to date with developments regarding their responsibilities Secretariat will update the 'Guidance for Council members' policy document with key information and review this information annually.	Pg40
PR3ss	So that staff delivering induction sessions are clear about which points they must cover during their own session, Secretariat will draw up brief guidance for all staff members who are scheduled to present, so they	Pg41
PR3tt	To capture the diversity of Council members, UEA to consider further how to monitor EDI data with regard to Council member's background, skills and education. This information should be returned directly to the Director of HR, to be stored as confidential. HR may then provide Council with an overall profile of its diversity.	Pg48
PR3uu	As the EDI Committee's current configuration is obscure, Terms of Reference should be developed so that its remit, reporting status, accountability and membership are all clear.	Pg48
PR3vv	To clarify how staff networks (supporting diversity) will UEA influence decision, UEA to formally determine exactly how they will do this and publishes this information on the website.	Pg49
PR3ww	Secretariat set up a robust complaint-reporting mechanism for Council members to use if they have any complaints relating to EDI or any other complaints in general. This mechanism should ensure that the person who has made a complaint has access to support, should they need it.	Pg49
PR3xx	To make Council members more visible, we suggest that UEA considers posting short 'talking head' interviews with Council members, explaining why they are interested in supporting UEA as a member of Council and detailing the experience they bring.	Pg52
PR3yy	To promote transparency, many universities now distribute a condensed version of the Council minutes to staff the day after the Council meeting and publish Council meeting minutes online within a week of the meeting. We recommend that UEA implements this communication timetable as standard.	Pg52



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