

Influences on and dimensions of English university governing body roles

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Why is this topic relevant?

English university governing bodies are accountable for all aspects of university governance within regulatory construct of institutional ‘self-governance’.

Potential clashes between corporate and academic values, norms and practices were less significant when the role of governing bodies was more limited and perfunctory.

Compared to European counterparts, English universities are seen as having more institutional autonomy (DeBoer et al 2010, Austin & Jones 2016) and viewed as having relatively good practice with regard to engaging academic community in institutional governance (DeBoer et al 2010).

Scholars have identified trends towards “boardism”, “corporatisation” and “laicization” in response to funding constraints, marketisation, and policy makers quest for efficiency and effectiveness (Meek & Hayden 2005, Trakman 2008, Stensaker & Vabo 2013, Veiga et al 2015, Shattock & Horvath 2020).

“Boardism” (Veiga et al 2015) – internal power shift from academics to management and more external representation on governing bodies. Related to universities shift from community of scholars to stakeholder organisations (Bleiklie & Kogan 2007).

Scholars researching effectiveness have identified the need to better understand governing body roles (Chait et al 1991, Nicholson & Kiel 2004, Kezar 2006).

The literature

Scope included three 'genres', across UK, US, Australia and Europe

1. Governance theories and higher education literature regarding them
(note: excluded university governance "models")
2. Governing body roles outside higher education
3. Governing body roles inside higher education

The research addressed these questions:

1. How are the roles of English university governing bodies characterised at sector level?
2. How do members of governing bodies understand their roles? What are the influences on their perceptions?

Conducted at system and university level

Level	Data Collection
System – all 120 unis*	Documentary review from 1985 to 2020 (see Appendix 1) for references to governing body composition & roles
	Compilation of governing body attributes; new data set - composition, committee structures, other
	Interviews with 13 expert informants re. roles & influences
Institution – 5 case study universities	Documentary evidence (including governing documents & non-publicly available in addition to above)
	Interviews with c. 12 governing body members at each university re. motivation to join, purpose, stakeholders, roles and influences

*including all English universities previously in receipt of Higher Education Funding Council for England funds

Adopted Zahra & Pearce (1989) role clusters: **strategy, control & service** to analyse roles and added **individual** considerations to Hung's (1998) external and internal to analyse influences

Considered a range of governing body attributes

Bold = included at sector and case level; ✓ = included at case level; ✗ = not included

Dimension	Composition & Characteristics	Scope	“Practices”
Indicators	Size ✓	Terms of reference ✓	# & time of meetings✓
	Member types ✓	Committee structure ✓	Mtg agendas, minutes✓
	Independence ✓	Role spec✓	Governance review findings ✓
	Skills & experience ✓	Governance statements ✓	In crisis?✓
	Motivation to join✓	Board/cm'tee agendas✓	Member induction✗
	Selection process✗	Other boards✗	

Based on Zahra & Pearce (1989) categorisation of governing body attributes

Governance theories as explanatory tools...

Theory	Primary board roles	including	Original Scholars	HE Scholars
Managerial hegemony	Largely symbolic	Ratify decisions, provide legitimacy, managers have real power	Mace 1971	Kerr & Gade 1986 Marginson & Considine 2000 Kretek et al 2013 Shattock & Horvath 2020
Agency	Compliance/ conformance	Safeguard owners' interest, oversee management, check compliance	Fama & Jensen 1983	Tomo 1990 Buckland 2004 Lane & Kivisto 2008 Buck 2013
Stewardship	Improve performance	Add value to top decisions, strategy partner, support management	Donaldson 1990	Shattock 2006 Buck 2013
Stakeholder	Balance stakeholder needs	Make policy/strategy, control management	Freeman 1984	Amaral & Magalhaes 2002 Bleiklie & Kogan 2007 Veiga et al 2015 Magalhaes et al 2018 Vukasovic 2018
Resource dependence	Boundary spanning	Secure resources, maintain stakeholder relations, bring external perspective	Pfeffer & Salancik 1978	Slaughter & Leslie 1997 Marginson & Considine 2000 Pusser et al 2006
Institutional	Maintenance	Maintain standards relative to outside world, provide legitimacy	Selznick 1957	Various incl. Frank & Meyer 2020

Source: Cornforth 2003, amended to include Institutional theory

Five universities* participated as case studies

Key features	University of Aspen	University of Beechwood	Maple University	Oak University	Yew University
Nature of foundation	Post-1992	Post-1992	Pre-1992	Pre-1992	Russell Group
Total # students 18/19	10-15k	25-30k	15-20k	15-20k	20-25k
<i>% change since 15/16</i>	-10%	-2%	2%	35%	29%
Income £m 18/19	100-150	250-300	250-300	150-200	450-550
% teaching	c.80%	c.75%	c.60%	c.70%	c.50%
Governing body size	16-18	22-24	19-21	16-18	19-21
% female	35-40%	55-60%	50-55%	40-50%	50-55%
# GB meetings p.a.	10-12	4-6	4-6	7-9	4-6

* Excluding smaller, specialist universities

Case study participant profile

61 interviewees across five universities

60% of total membership

By member type:

- All Chairs, VCs and clerks
- 47% of academic staff members
- 29% of other staff and 38% of student members
- 63% of lay members

External participants by sector:

- 13 corporate, 9 professional, 8 public/civil svc, 5 education, 4 other
- Over-indexed on professional and education, under on public/civil service

Key influences by source

Internal	External	Individual
VC's approach	The Office for Students	Exec & non-exec experience
Organisational culture	Tuition Fees	Personal characteristics
Governing body attributes	Competition for Students	Available time*
Chair's approach	The Pandemic*	Time in post*
	Sector scandals*	
	Practices in other sectors*	

Source: interviews with 61 governors across five case studies; identified by majority at three or more case study universities; **bold** denotes majority of governors at four or more case study universities; * denotes fewer mentions

Key roles by cluster

Culture & Values		
Strategy	Oversight	Support
Approve strategy	Monitor performance	Provide advice
Shape strategy	Assure compliance, incl. academic assurance	Act as critical friend
Agree KPIs & targets	Identify risks	Support Executive
HR strategy	Understand student experience	Represent (internal) stakeholders
Academic strategy*	Understand staff experience	Help understand external stakeholders*
Make senior appointments*	Exec remuneration	Make introductions*
Agree risk appetite*		Enhance legitimacy*

Source: interviews with 61 governors across five case studies; identified by majority at three or more case study universities; **bold** denotes majority of governors at four or more case study universities; * denotes fewer mentions

Quotes re. culture & values

“Compared to the commercial world, most staff seem to be living in the 19th century and it’s hard for Council and management to engage with staff who seem to think there’s a magic money tree.” (Russell Group lay member)

A “public service culture [...] in that it’s slow and it’s very consensual. There does seem to be a fear of destabilising.” (Pre-1992 lay member)

“You can’t manage academics [...] You recruit them to be creative and push boundaries. Trying to make them do what you want is a mixed message.” (Pre-1992 academic member)

“What kind of culture are we driving? [...] Changing culture at scale, while you are bobbing and weaving on a bunch of major, sometimes existential threats, is a really difficult balance for anyone, corporate or otherwise, to manage.” (Pre-1992 lay member)

“It’s probably the most important thing, particularly if you’ve got an institution going through change [...] getting the culture and taking people right with you is absolutely critical. [...] The understanding of how the Executive engage staff.” (Post-1992 lay governor)

“Council wants to [...understand] the extent to which our approach relates to the strategy, but more importantly that our approach [...] is informed by our values.” (Russell Group Secretary)

Compared to sector expectations*

Gaps regarding identified roles:

- Setting and agreeing the mission
- Approval and oversight of plans
- Oversight of risk management
- Safeguarding reputation
- Facilitating legitimisation of governance

Additions:

- Shaping culture & values
- Understanding students' (and more limited, staff) experiences
- Supporting the Executive

*based on review of sector documentation 1985-2020 re. roles and expert informant interviews

Compared to previous literature

Strategy roles consistent with more recent corporate and HE studies, including gatekeeper and emerging Culture & Values roles; although mission largely out of scope in universities (Stiles & Taylor 2001, Buck 2013).

Governors placing greater emphasis on oversight roles than previous HE studies (Bargh et al 2006, Buck 2013). More specific focus on students' experiences. Findings differ in a crisis; university governing bodies don't "take control" (Mace 1971, Stiles & Taylor 2001).

Less focus on performance linked to externalisation of performance monitoring, consistent with corporates (Stiles & Taylor 2001, Huse 2007).

Support roles differ compared to corporates which are more externally focussed, but consistent with recent HE studies even if roles undocumented (Buck 2013). "Service" roles differ.

Potential conflicts for staff governors and ambiguities regarding the status of governing bodies remain (Bargh et al 1996).

Cross-cutting themes

Governing body attributes such as member characteristics & composition influence roles

“New” stakeholders are emerging

Governing body-level governance is contextual

Governance v. management paradigm pertains to strategy & oversight roles, with a range of activities for each

Views differ regarding institutional support and service roles

Governing body attributes matter

Shift of lay members from “great & the good” to “skills & experience”.

- Not all corporate; public sector & some academic lay members
- Different ways of recruiting; different motives & expectations
- Majority do not “represent” external stakeholders

Bringing norms & expectations from other sectors - isomorphic pressures? (DiMaggio & Powell 1983).

Governing bodies have become more similar in size & member types across the sector – but still large with staff & student members.

Internal members see themselves as representing internal stakeholders (*note; most excluded from committee work*).

Committee structures are key.

Quotes re. governing body attributes

The shift from “the great and the good” has led governors to “understand they are there for a purpose [...and] this is hard work”. (Pre-1992 Vice-Chancellor)

The Board “needed to be expert” but “it also needed to sort a diversity problem” (Post-1992 Vice-Chancellor re. previous Chair’s view)

“Don’t hire me because I tick your boxes. [...] Diversity is thinking, forget all these stupid characteristics and labels.” (Pre-1992 lay member)

“How can you govern something where you don’t have experience?” (Post-1992 Secretary)

“The representation of industry specialists as non-execs is pretty light [...] and if you were the Board of Rio Tinto, you would have some mining specialists on board as non-execs” (Post-1992 Vice-Chancellor)

I have an “interest in the real parallels I see developing in HE as a sector around governance that we’ve gone through, certainly in local government and in the NHS” (Pre-1992 Chair)

“If you’ve got 25-30 people in the room [...] it’s quite a difficult number to manage and to have all of them engaged [...] having a tighter focus with lay members [...] was the right thing to do” (Pre-1992 lay member)

The staff governor role is the “worst job ever [...] you are expected to be an advocate on one side and to toe the line on the other.” (Pre-1992 Deputy Chair and former staff governor)

'New' stakeholders are emerging

Rise of students as stakeholders

- Introduction of tuition fees and competition plus governor experiences from other sectors where services or products consumed.
- Greater salience – including the power to influence, legitimacy and urgency of claim (Jongbloed et al 2008, Vukasovic 2018).
- Where does this leave staff and the Executive as stakeholders?

Rise of the regulator as stakeholder

- Shift to self-governance combined with no safety net increasing uncertainty – for both governing body & Executive.

Rise of debt-funders as stakeholder

- Encroaching on institutional autonomy; putting liens on estates/influencing governance arrangements. Consistent with Resource Dependence Theory - swapping control for certainty (Pfeffer & Salancik 1978).

Quotes re. emerging stakeholders

There's a need to "make sure that the university's direction [...] is really benefitting all involved, so members of staff, the local community and the students" (Russell Group student member)

"It's very hard to balance when you become [...] viewed increasingly by your students as [...] a provider. Everything on the list has to be provided, and you're not able to push back." (Post-1992 lay governor)

"Universities had this independence...now there is a purchasing relationship going on that hasn't fully worked its way through, particularly for those who working the institutions...it is an important thing for governing bodies to be conscious of." (Pre-1992 Deputy Chair)

"The university doesn't exist for the staff [...], if we disregard them or don't support or manage employees well, then we won't have much of a business." (Pre-1992 Vice-Chancellor)

"The role has fundamentally changed [...] with the overarching body now a regulator not a funder, [...] examining governance [...including] who is taking decisions and skills available [...] and whether it is asking itself difficult and uncomfortable questions if things go wrong [...] or simply accepting what the Executives say uncritically." (Pre-1992 Chair)

The debt guarantor "ultimately has the power to get rid of the SMT and the Board." (Post-1992 Secretary)

Governing body-level governance is contextual

Set within wider environment

- Greater uncertainty – policy and funding environment, regulatory regime, and competition for domestic and international students.
- Norms & expectations from other sectors.

Depends on the institutional context

- Vice-Chancellor's (& Chair's) approach – shifting from Managerial Hegemony to greater openness & transparency. Motives warrant exploration.
- Organisational culture – greater focus with industrial action and pandemic. Greater involvement with culture & values & HR policies.
- Institutional performance – unexpected changes in performance prompt governors to reassess their roles.

Quotes re. context

“There has been so much change and uncertainty out there that nobody is an expert anymore [...so], at the moment, it’s very much a ‘we’re going on this together’ [...] we’re all slightly in discovery mode.” (Post-1992 lay governor)

“The Government was starting to say, ‘it’s down to you as a governing body and the Executive [...]. We’re not going to step in and save you.’” (Pre-1992 lay governor)

“The (corona) virus is going to be the biggest driver of change within HE because it has accelerated...a lot of stuff that people were talking about but not really delivering like remote and distance learning...Governing bodies will be pushing very hard for innovation.” (Pre-1992 committee chair)

“The main change has been the change of Vice-Chancellor in terms of the openness and transparency of decision-making.” (Pre-1992 lay governor)

“Our VC has come in with a view that s/he respects the people on Council and wants to hear their views.” (Pre-1992 Chair)

“Change [...] it’s especially difficult when it involves[...] people who are experts. Whether it’s doctors [...], engineers [...], academics [...] or lawyers.” (Pre-1992 lay governor)

“If it’s going swimmingly [...] they just approve [...] and they start feeling like they are just rubberstamping things. If things get difficult, as they are now, they have a much bigger involvement.” (Pre-1992 Secretary)

Governance v. management

Consistent with decision control (approving and monitoring) v. decision management (initiating and implementing) in Agency Theory

- With governing bodies acting on behalf of multiple “principals” and Executives acting as “agents”

Spectrum of contribution to strategy from *taking strategic decisions, shaping strategic decisions to shaping the context, content and conduct of strategy* (McNulty & Pettigrew 1999)

Most oversight done in committees and a range of approaches to oversight from *taking assurances, giving assurances to facilitating performance enhancement* (based on Mintzberg 1983)

Biggest gaps – academic governance and performance monitoring

- Blurred/normative ownership
- Lack of expertise, time, place

Quotes re. governance v. management

“It is slightly dangerous for Council to encroach too far into academic matters. What we are accountable for is the mission of the university. The mission is about the delivery of excellence in teaching and research, so please show us [...] how that’s being done.” (Pre-1992 Deputy Chair)

Whilst “strategy development and implementation are Exec roles, you must have oversight of that to check that it’s taking place”. (Post-1992 lay governor)

“It’s easy to write a strategy and you find reality eats it for breakfast...the governance bit is very helpful in forcing Exec colleagues...to keep performance and implementation front and centre.” (Post-1992 Vice-Chancellor)

“We’re not there to manage the day-to-day but we do need to understand the staff experience.” (Russell Group lay member)

“There still isn’t a sense of governors being responsible for an organisation’s reputation, its assets, its money, its people [...] the governance role is really quite poorly understood.” (Pre-1992 Chair)

Quotes re. strategy roles

Discussing the scope of strategy development, “culture is a big one [...]; student experience is a big one; IT is massive as well for us [...] we actually have people on the Board who have done big IT projects.” (Post-1992 lay governor)

“One of the things we have ramped up [...] is the whole people strategy.” (Pre-1992 Deputy Chair)

“The design of the strategy came out of the engagement between the [...] Vice-Chancellor and the team and the staff.” (Russell Group lay member)

“It is about challenging what is put before you [...] does it really stack up to being a deliverable future for the university?” (Pre-1992 lay governor)

“I suspect we’ll end up with some form of [...] academic subcommittee that can work closely with Senate [...] to come up with the right academic strategy and [...] get Council to buy in.” (Pre-1992 lay member)

“Once the strategy was agreed, there was a lot of work [...] that was as much led by council saying ‘if we’re going to sit around the table and judge how the strategy is going, we need some early warning of where things might be going off track’ or the opposite, ‘we’re doing something incredibly well, could we do even more of it?’” (Pre-1992 lay governor)

“For a lot of key elements of the strategy, there isn’t a sufficiently responsive KPI.” (Post-1992 lay governor)

Quotes re. oversight roles

“Most years, there’s something that doesn’t turn out quite as expected [...] and where that occurs, the Board is absolutely on it.” (Post-1992 lay member)

Once disappointing outcomes are previewed, “it’s almost like a get out of jail free card [...] nobody bats an eyelid.” (Post-1992 academic member)

The OfS registration requirements “provided a degree of clarity about what the regulator expects us to do in relation to academic quality and standards...I don’t think any of us has expert knowledge...would I genuinely be able to stand up and say ‘we did everything that we possibly could have done?’ I don’t think I can really say yes.” (Post-1992 lay governor)

“There’s no kind of deep dive approach in terms of academic performance.” (Pre-1992 lay governor)

“There is quite a bit of deference that academics know everything.” (Pre-1992 lay governor)

“Using an NHS example...in about 2-3 years’ time, we will probably have a quality committee. Not to second guess Senate...but to triangulate what you hear, what you monitor and what is being delivered at the front line.” (Pre-1992 Chair)

Differing views on institutional service & support roles

Member perceptions more instrumental and internally focussed than sector expectations which are more normative and externally focussed

- Member perspective consistent with corporate findings (Mace 1971, Mintzberg 1983, Stiles & Taylor 2001) and Stewardship Theory re. support
- Some supporting Executive to improve Decision Management (initiation & implementation)

Issue/question is how much is governing body willing/able to enable the Executive to deliver objectives?

- Depends primarily on Vice-Chancellor and Executive appetite
- Depends on governing body capability/capacity, including the Chair

Trust is key (Davis et al 1997)

Support roles are undocumented. Is informality undermining legitimacy?

Quotes re. support roles

“Being a VC or a senior leader in a university is a hard job [...] so I am very disappointed when people on the Board think it’s not a collective responsibility to be supportive [...] but we have to be critical [...]” as well. (Post-1992 Chair)

“We want to be a kind of comfort and support to the VC and Executive in times of change.” (Pre-1992 lay governor)

“If you’re a member of the Exec, the value to be had from an effectively functioning governing body to challenge and develop you is enormous.” (Russell Group Secretary)

“Any past lay governors who were not very constructive were either moulded or jettisoned.” (Post-1992 Secretary)

“It’s important that the governing body is seen and is known [...] being a symbol that you have got this organisation and people who are involved [...] and they aren’t simply rubberstamping.” (Post-1992 academic member)

“Council helps the university make connections with the wider community, particularly the business community.” (Pre-1992 lay governor)

“We’re all terrified of the DeMontfort experience [...] the personalities and the group of individuals is so important.” (Post-1992 Chair)

Dimensions of Governing-body level Governance

Topic	Dimension	Indicators
Degree of integration	Strategy	Take decisions Shape decisions Shape content, context & conduct
	Oversight	Oversee activities & take assurances Monitor outcomes & give assurances Facilitate performance enhancement
	Support	Reactive/proactive
Nature of involvement	VC appetite & capacity	Arms-length Neutral Cooperative
	GB capability, capacity & expectations	Rubberstamper Informed challengers Expert professional governors
Level of legitimacy	Internal	Apparency Transparency Engagement (Dawkins 2018)
	External	See key findings from gov failures

Reflections

The importance of agency

- That of lay members **and** internal members
- How do all members gain expertise to conduct roles?

How well a governing body governs (approves and monitors) relates in part to how well an Executive team manages (initiates and implements).

The role of different sector influences

Governing body's relationship to institutional governance

- power: dominant VC v. balanced v. dominant Chair/Board
- scope of activities: oversight/compliance to strategic decisions to long-term planning to engaging/making connections/promoting
- engagement: **reactive to proactive to interactive**

If formal roles are different, does recruitment criteria change?

What, if any, sector-level roles are there if institutions are “self-governing”?

Areas to explore further

Expand geographically

Wider range of English universities – specialist, newer

At system level – isomorphic pressures and processes

At institution level –

- role of governing body in institutional academic governance (see Rowlands 2017)
- explore specific governing body attributes (size, composition) in relation to roles
- explore internal and external stakeholder perceptions of governing body roles

At individual level – relational aspects of governing body-level governance (see Llewelyn 2009)

At all levels, professionalisation of university governing body-level governance (see Baird 2006 in Australia)

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Appendix 1: sector documentary evidence

Level	Actor	Documents
State	UK Government	Higher Education Policy papers - 1987, 1991, 2003, 2011, 2016 Reports by commissions/reviews, including Jarratt 1985, Nolan 1996, Dearing 1997, Lambert 2003
	Parliament	Education Reform Act 1988, Further & Higher Education Act 1992, Education Act 1994, Teaching & Higher Education Act 1998, Higher Education Act 2004 and Higher Education & Research Act 2017
	Office for Students	Operating Framework 2018, Audit Code of Practice 2018 and Report on Registration Process 2019
Sector	Committee of University Chairs	Review of governance 1997-2000 Guide for members 2001 Higher Education Governance Code 2020