

QUEEN MARGARET UNIVERSITY

**A REVIEW OF THE
EFFECTIVENESS OF
THE COURT 2015**

A Report to the Court Effectiveness Review Working
Group from the External Adviser, John Lauwerys

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1 INTRODUCTION

- 1.1 As part of a process of ensuring the effectiveness of its governance, and in fulfilment of the requirement of the Scottish Code of Good Governance, the Court of Queen Margaret University initiated a governance effectiveness review early in 2015. In February, half a day was set aside by the Court at a special Away Day meeting to determine how best to undertake the review and to identify the key questions and issues that required to be answered and addressed. This session was facilitated by an external adviser, John Lauwerys, formerly Secretary and Registrar of the University of Southampton, who has wide experience of governance effectiveness reviews.
- 1.2 Prior to the Away Day session, a questionnaire was produced and used by Court members on the day to help guide the discussion on identifying the main factors relating to the Court's effectiveness. Consideration was also given to how best to review the effectiveness of the Chair of Court against agreed key requirements of that role.
- 1.3 Following the special meeting, it was decided to set up a Working Group of the Court to take forward the Review with the assistance of the External Adviser. The Group met on two occasions in June and September 2015 and will meet for a final time in November prior to submitting its report and recommendations to the Court for consideration at its meeting on 2 December 2015. The External Adviser attended all meetings of the Working Group and contributed to the discussions, and in particular introduced an external perspective by drawing on examples of practice at other universities.
- 1.4 At its first meeting, the Working Group identified a series of key questions relating to the effectiveness of the Court. It was agreed that all members of Court, together with those members of the Senior Executive who regularly attend Court meetings, should be interviewed and asked their views on these questions. The majority of interviews were conducted by members of the Group but the External Adviser undertook the interviews of the members of the Group itself.
- 1.5 Following the Away Day in February 2015, in addition to attending the two meetings of the Working Group, the External Adviser was also able to attend as an observer the Finance and Estates Committee meeting on 22 September 2015 and the Court meeting on 7 October 2015. There was also an opportunity for the External Adviser to interview the Principal and two other members of the Court in addition to the six members of the Working Group, and of course the External Adviser was able

Margaret University's Governing Articles or because, in other cases, changes are still in progress.

- 2.3** A key document which sets out the responsibilities of the Court and which forms a key reminder of what these are is the Statement of Primary Responsibilities. The current format of this document is directly drawn from the Queen Margaret University Order of Council 2007 and

plans will be prepared to ensure the Strategic Plan goals are reached. The key

appropriate action and this in turn should be reported to Court on a regular basis, either in the Principal's Report or, if of lesser importance, in the commentary to the quarterly KPI Report.

4 COMPOSITION OF THE COURT AND THE APPOINTMENT AND INDUCTION OF MEMBERS

4.1 SIZE OF THE COURT

The Court current

recommendation for appointment to a full meeting of the Court. This seems an appropriate and rigorous process for making this appointment.

4.3 APPOINTMENT OF MEMBERS OF THE COURT

The Nominations Committee is responsible for making recommendations to the Court for the appointment of new members. Vacancies are advertised in the Press and interviews are held with the aim of identifying people who have the skills and experience that most complement those of existing Court members and who best help improve the diversity balance of the Court. In October 2015, 43% of Court members were female against a target that not less than 40% of members should be of either gender. Achieving a balance in diversity in regard to ethnicity, disability and age is a much greater challenge still.

It is not always easy for universities to find suitable candidates to join their governing bodies and it is an even greater challenge to achieve balance in terms of diversity while still finding potential governors who bring the right mix of skills and experience the University needs. While public advertisement of vacancies is good pr

three hours. However, this cannot happen without a redesign of the Agenda and Court papers.

- 5.2** There has already been some reordering of the Agenda but this could go further. In many universities the Agenda is divided into Part A where significant discussion is expected, and Part B where items are essentially to be noted or approved but which should not require discussion.
- 5.3** Really engaged discussion at Court meetings however requires less time to be taken presenting information and more papers written in a style which encourages discussion. This is more likely to happen if questions are posed and options presented rather than just concluding with a recommendation and a request that it be approved. At the Court meeting in October 2014, a 25 minute presentation was given on the University Masterplan Development Strategy which concluded with a discussion session. A comprehensive paper, not just copies of the slides projected onto a screen, could have been circulated in advance and the introduction made correspondingly shorter. An introductory paper could have concluded with some 'what if' questions and options which would have engaged Court members more meaningfully and allowed them actively to steer the strategic direction of this important long term development of the University.
- 5.4** Some have commented that the contribution of individual Court members is enormously varied. Some members speak very rarely, while a small number speak very often. This is the nature of discussions in relatively large groups and is one argument in favour of reducing the size of the Court to provide a greater and more even contribution from all members. However a feeling that time is short will discourage some from contributing, and if the item under discussion is a matter of formal approval there is little perceived need for members to say anything. When relevant, the Chair of the meeting can draw in those less inclined to speak by specifically asking them to make a contribution to a discussion, particularly when they are likely to have relevant experience or knowledge.
- 5.5** The present format of Court meetings involves, as with many other universities, the receipt of a large amount of information and dealing with set items of business. A university governing body does require to receive a wide range of reports and to give formal approval to many items which do not necessarily require any significant discussion. However the agenda needs to be planned so that not too much time is spent with Court members in passive mode receiving large amounts of information but not having the need or opportunity to contribute significantly. In many universities, before formal governing body meetings, time is set aside for presentations or visits to departments. This would be possible if Court meetings started with such a briefing session at 4.00p

its Committees while at the same time strengthening the Committees. All Committees should have a quorum of half the number of members plus one as a guideline.

- 6.4** At present, the style of agendas and minutes between the different Court Committees varies. There is best practice which could, with benefit, apply across all Court Committees, not least concluding each discussion item with a clear indication whether something has been resolved, that is a decision taken by the Committee within its area of authority, recommended where it is for the Court to determine but with a recommendation from the Committee, or noted where no

The Committee also oversees the policy on severance payments and its implementation.

- 6.12** Regular reports and minutes from the Committee are submitted to the Court. There would be benefit in once a year having a discussion on the approach being adopted by the Remuneration Committee with the Court being asked whether it is receiving the information it feels it needs. This is all the more important in light of the publicity and sensitivity which surrounds senior salaries in the public sector which is deemed to include universities.

6.13 EQUALITY AND DIVERSITY COMMITTEE

This is a large Committee which is doing an important job and producing results. I have no particular suggestions beyond that of encouraging it to refine the reports it makes to Court so that they are briefer and give a clearer view of the high level conclusions and proposed actions. In this regard, an Annual Report which is given proper time at Court for a meaningful discussion is one of the potentially best ways to review the Equality and Diversity agenda. I note a member of Court is a member of the Committee and this is good practice.

6.14 HEALTH AND SAFETY COMMITTEE

This is another 'statutory' Committee which has a large membership, which again usefully includes a Court member. Aside from the issue of the University Smoking Policy which has proved beyond the Committee's ability to resolve, it appears to be doing a competent job.

7 OTHER MATTERS

7.1 DELEGATION BY THE COURT

As the Instrument of Governance makes clear, almost all authority and responsibility for the University rests with the Court. In practice, no governing body can function effectively

7.2 THE COURT'S COMPREHENSION OF THE 'ACADEMIC' AGENDA AND ITS ENGAGEMENT WITH SENATE

The comments made during the interviews with Court members suggest not all Court members feel well informed about, and engaged in, the academic agenda of the University. Equally, there was not a high degree of understanding of the role of Senate. The Working Group has already identified some ways of dealing with these issues including holding an annual joint meeting of Court and Senate. At one other university, this works well with the joint meeting receiving and discussing a report from the Principal about the academic work of the University. I have suggested above that meetings of Court could be preceded by a visit or presentation and this would be another way to further inform members about the academic agenda. The standing invitation for Court members to attend Senate meetings is also good practice.

7.3 IMPROVING LINKS BETWEEN COURT AND THE WIDER UNIVERSITY

Thought needs to be given on how to raise awareness across the University about the Court and the important role its members perform. Court members do, I understand, get invitations to attend University events, and a majority do join in the graduation ceremonies. More thought should perhaps be given to the kind of events that it would be really valuable for Court members to be invited to attend.

advised. In this latter context, the role of the Secretary to the Governing Body is especially important.

Turning from the general to the specific, the Court needs to ensure it has regular reports on the University's performance and risk profile. Court also needs to be well informed, particularly the Chair of Court, about the wider context in which higher education is operating. The Court must (h) -3 (ig) / mul

8 RECOMMENDATIONS

8.1 The Statement of Primary Responsibilities of the Court should be redrafted to

One member could be co-opted onto the Committee rather than necessarily appointed from the Court. [Paragraph 6.3]

- 8.13** The membership of the Finance and Estates Committee should be increased to seven