Committees

A governing body of (say) 20 to 25 members meeting, typically, four times a year cannot by itself meet its full range of responsibilities in the detail required to ensure that the institution is well governed. Therefore, governing bodies generally establish committees to focus on particular areas of business, and these are part of the overall corporate governance structure. For such a structure to operate - at a minimum - there needs to be:

- An agreed committee structure with all committees having clear terms of reference.
- An agreed schedule of delegated powers.
- Consistent reporting systems so that the flow of information is coordinated.

So far as the number of committees is concerned, there is no single ‘correct’ approach, although there is a clear trend for fewer committees. Traditionally many pre-1992 universities had an extensive committee structure, although this has generally been reduced. A few institutions are currently experimenting with a minimum number of committees and a smaller and more executive style of governing body that may meet more regularly (say monthly), although this approach may place a strain on the workload of governors.

The relationship between the governing body and the academic board or senate is important. The formal status of the academic board or senate in relation to the governing body varies: in most pre-1992s the senate has a clear responsibility for regulating and directing the academic work of the institution. Constitutionally the senate reports to the council. Decisions of the senate on academic matters which have financial or resource implications are subject to approval by the council. Conversely, the council is expected to consult the senate before making decisions with academic implications. In many of the post-1992s the Academic Board has a narrower range of responsibilities. Guidance can be found in the governing instruments of each institution. Whatever the specific arrangements, the governing body is the ultimate authority in the institution. That said, there can be tension between the two bodies, and an effective governing body must find a way to ensure that it takes its senate or academic board with it on key issues, without relinquishing its responsibility.

Committee structure

Every governing body must have:

- An audit committee (this is required by the financial memorandum with the funding councils). Since governing bodies have explicit responsibility for health and safety, value for money, equal opportunities, risk management etc, a committee to look at compliance issues is essential and this is frequently - although not always - combined with the audit function.
- A nominations committee dealing with appointments to the governing body.
- A remuneration committee to agree the salaries of most senior staff and, by extension in some cases, to handle performance appraisal and the appointment/dismissal of the vice-chancellor or principal.
- A number of committees may be required under specific governing instruments to deal with employment issues of academic staff e.g. grievance, redundancy, discipline.

In addition, the sub-committee structure of many governing bodies will include: a finance committee (or something similar); some form of planning or strategy committee (which may be combined with a finance and general purposes function); a staffing or HR committee; an estates or physical facilities committee; and perhaps a committee concerned with third stream income. However, there are widespread differences in arrangements, for example in many pre-1992 universities there is no finance committee but rather a governing body position of ‘treasurer’ who takes a special interest in financial matters and advises the governing body. In some institutions staffing or estates matters may be dealt with by a more general finance (and general purposes) committee.

Some institutions are considering alternative types of structures. The Council of the University of Exeter used to have a ‘traditional’ committee structure, but it was felt that this did not enable governors to challenge or to make full use of their skills and experience. The University has introduced the dual assurance system, which has some similarities with governance arrangements in the NHS. The dual assurance system provides for council members to be assigned to business areas based on their
expertise, where, as lead members, they 'sit alongside' the management leads. This gives a better assessment of performance, whilst retaining the principle of collective decision-making by the council. The University of Salford has developed a similar arrangement, with fewer committees and a system of lead members.

A detailed review of the dual assurance system at Exeter can be found in 'Perspectives' vol.14, no.2 2010, the quarterly journal of the Association of University Administrators (AUA)

The Court of the University of Aberdeen concluded after an effectiveness review that it should focus more on strategic and high level business, and in 2008 it established an operating board to support it in the monitoring the implementation of the strategy. The operating board's remit includes planning, finance and estates matters. It comprises lay members of Court, academic staff, the president of the Students' Association and senior members of the executive. The Chair of Court cannot also chair the operating board.

City University has received Privy Council approval to a 'slimmed-down' Charter and Statutes, which allows its Council more freedom in its governance. This has led to major revision of its ordinances. The University has significantly reduced its Council committee structure. Other than the Senate, the Council has only 3 standing committees - audit & risk, remuneration, and corporate governance and nominations. The Council has a membership of 21, all of whom are appointed. There is a 2:1 ratio between independent members and staff/students. The internal membership includes 2 deputy vice-chancellors, 2 deans, the Chief Financial Officer and the President of the Student Union; these appointments are made by the Council, which meets 6 times a year. Some of these developments are covered in an article by Creagh and Verrall: Higher education governance, leadership and management reform at City University, London in Mazza, Quattrone and Riccabone; European Universities in Transition (2008).

Other universities, for example the University of Lincoln, have significantly 'slimmed down' their committees, reduced the size of their Boards and adopted a pattern of more frequent Board meetings, as many as 8-10 per year.

**Governing body size**

The size of a governing body is a matter of much debate, and the CUC Guide suggests that 25 members is a 'benchmark of good practice', although increasingly boards are now smaller than this, and the trend is towards smaller boards. A small survey of contributions to the Clerks and Secretaries e mail list in March 2011 shows a range in size from 14 members (Lincoln) to 25 (Manchester and Portsmouth), with a cluster around 21/22 and a mean size of 20.6.

The more important issue which underpins the discussion about size is one of purpose and effectiveness, for example a governing body which has a strong representational membership and a substantial sub-committee structure may need more members than one which has a minimal sub-structure. The debate about size is likely to continue, and even in the new smaller boards many independent members still comment that governing bodies are too big to be truly effective. Hence the current trend in board size is likely to continue downwards, although this has implications for the time and workload of members - and perhaps the continuation of the principle of voluntary membership.

As boards become smaller the membership of staff and students is likely to be squeezed, raising a number of practical questions, for example communication within the institution between the governing body and the academic community. There may also be restrictions on the changes to governing body membership that can be made without Privy Council approval.

Irrespective of numbers, there should be a majority of independent, external or non-staff members, and the exact categories of membership will be defined in the institution's governing instruments.

Find more information and resources on this topic on our website at: www.lfhe.ac.uk/en/governance/ba/committees/structures