You have 32 members on your board, which seems like quite a large number, the way boards are going at the current time. It's considerably higher than the CUC guidance. We're aware of that. It's fewer than the 67 it was not so long ago, but we've just initiated a formal effectiveness review with external assistance, and we'll be putting it under the microscope over the next few months, so it may change. It doesn't necessarily mean bad, just that you can't pretend to run things the way you would with a much smaller board. You have to have a different way of doing things.

You meet six times a year and I'm wondering what your strategies are as chair for getting the most from your board, given its size?

Well clearly you have to rely very heavily on committees, where an awful lot of the more detailed governance and scrutiny of certain things happen. In terms of how we use our six days, we tend to have two strategic presentations and discussions during each of our meetings. We allocate 45 minutes to each topic so there's an hour and a half in total of detailed discussion, presentation and debate. Then we move into the other business we need to conduct.

ROTATING THE SPOTLIGHT ON COMMITTEES

It does mean that the papers that come through from the committees tend to be more ‘for approval’. What I do in each meeting is have a space for one of the committees, so that we spend a bit more time on understanding what that committee is dealing with, what direction it’s taking, and the issues it’s debating.

The space rotates, so a different committee will come into the spotlight at each meeting, and it provides more time for the rest of the board to engage with the issues. To do that for all the committees at all of the meetings would be impractical.

We also have an awayday once a year, where we’ll pick one or two topics and that gives even more time for more discussion and involvement of the board. That framework, combined with a committee structure, is really the way we deal with the work.

You're in your fourth year as chair. What have been your biggest challenges so far, in terms of governance?

It's been going pretty well. We haven't had governance challenges, but we've had some important decisions to make - for example, some quite bold and serious decisions on the level of indebtedness. We've been the most indebted university I think in the country for a few years, but actually we've decided to extend that a little bit further, so there were some quite interesting and challenging discussions because of the implications in terms of buildings and staff.

In terms of governance challenges, the governance process has tended to work quite well. We have very good relationships between the executive and the council, and the process runs pretty smoothly.
KEEPING THE BOARD CONNECTED TO DECISION-MAKING

I’m wondering how you, as chair, manage this group of 32 people - how you steer, guide, create the climate for the board to do its work and to do it effectively. What is your own sense of how you best do that, and what needs to be present in terms of the way that the board functions for you to achieve that task?

A lot of that I guess centres on the way in which our meetings themselves are run. It’s quite challenging, because by the time you’ve got some of the other attendees in the room, you could have 40 people, which is a big number. The time management has to be pretty good too, and I try to make it clear how I’m proposing to run it - where we’re seeking to spend more time, and I’ll try and move more quickly to those areas in as unhurried a way as I can, so that we do spend time on things, and people feel they really can speak.

We did this at our last meeting when we had some big decisions to make. I actually felt we didn’t have anything like enough time for those topics and they overran because of it, but I felt I had to let it run over and let people really say what they felt. One of the presentations had to be rescheduled for another time, but I think people appreciated it, and that it was the right thing to do.

I could have guillotined it and moved on, rushed everything and made sure we packed everything in, but I believe (and maybe the feedback we’ll get over the next few weeks and months will hopefully bear this out) that we have created the time and space for people to really have their say on the important things.

That is what is so critically important; that board members feel they are not just one of 32 council members where everything seems to be rushed through rather quickly and the meeting has been run like some little cabal.

We don’t have a strategy group at the centre of things taking the main decisions. We have the other committees, but we don’t have a general one where half a dozen movers and shakers are sorting everything out. We consciously don’t have that, and I fear that if I did, a number of other council members would feel they didn’t really have a significant role in making the important decisions. It is quite difficult with a large number and some quite big and important stuff has to be done.

CREATING THE CONDITIONS FOR DEBATE

I suppose with 32 people it is possible that with some of the more difficult or contentious issues, people could sit on things rather than speak. I imagine you must have that in your mind as chair, and I wonder what you do about it?

Well, I try and make it clear that people are absolutely encouraged to contact me outside meetings, and I try and make myself as available as possible. They don’t take that up that often, and I also obviously want to make sure that the choice of major strategic discussions and presentation topics is influenced by what council members would like to see covered. Again, they don’t often make contributions or suggestions.

I’m particularly aware of the challenge of staff members of council being able to take a view or a line that is somewhat contradictory to the executive’s because it might be seen to be a bit career limiting.

We’ve openly had some discussions about that and tried to recognise that it’s an issue. I think the executive have been good and I have at times been encouraging in that way, but I haven’t needed to because they’re not overly defensive. If I can stop them being defensive and make sure that it’s a little easier for people to raise things that are difficult, it helps things along.

ASSESSING THE BOARD’S EFFECTIVENESS

How then do you assess your effectiveness as a board?

Well we’ve tended to do a slightly different one over the last few years. We’ve had a survey/questionnaire; last year the vice-chair and I met with each member of council and had one-to-one meetings. He did some and I did some, we had much more detailed discussions and then brought that thinking together.

This year we’re using an external consultant and have set up a small panel. The external consultant is a specialist in the higher education environment, but in order to try and balance that we’ve brought onto the panel someone who has an understanding of governance in the private sector to try and make sure that we are not limited to just a single sector way of looking at things.
We get into assessing our effectiveness in a series of different ways - intentionally, and consciously.

Are you pleased with the way that it’s worked out?
Yes, and I’ve seized the moment to bring forward the external review of effectiveness because the vice-chancellor is standing down and retiring in a year’s time, and I think we probably will want to make some changes, not so much to cure problems that we perceive, but perhaps to make ourselves fit for the next period of time, where what’s needed in the future is a little different from what we’ve had in the past.

What sort of changes do you think that might mean in terms of the board you have?
I think we expect and wish our governance to get closer to strategy, but beyond strategy into really engaging clearly on the different long-term options that we’ve got and the big ideas that are going to secure the future success of the university. Doing that with 32 people as a process that’s streamlined more to oversight is possibly not the right one, so that’s our focus.

Do you envisage that the type of governors you might have would be different too?
Not very much so. I think we’ve gone out already to look for the sorts of people that will probably be appropriate going forward.

I think that’s the critical thing - to be very clear on the purpose we’re giving ourselves.

It sounds as though you’re in the early stages of having those conversations about the changing role of university governance and purpose?
Yes - we only kicked off this review about a week ago and we’re right in the early stages of it. We’re going to have a formal awayday on this topic in October and we’ll try and move that discussion forward before we appoint a new vice-chancellor in 12 months’ time.

APPOINTING A NEW VICE-CHANCELLOR
That can be quite a daunting task. What arrangements do you have in place for recruiting a new vice-chancellor?
We’re probably doing it in a fairly conventional way. We’ve got a small panel, drawn from different places in the university, different councils, staff and students. We have done a very extensive consultation exercise, with a number of meetings which I and others have held with alumni, Students’ Union and a number of external meetings as well, to help inform the route.

We take the view that work really needs to go into getting a very tight brief if it’s to be helpful and work.

You need that in order to avoid making overly subjective decisions when it comes to the final selection.

I want a group of people who can engage with the challenges and threats in the round and help us with that. I think the sort of people we’ve been attracting in the past are likely to be the people we’d want in the future, but just within a slightly different size group perhaps, and maybe sharpening up our understanding of the role and purpose we wish to fulfil as a council.

I’m not a great one for just trying to shadow the functional skills of the senior executive team.

Maybe there’s a bit of that, you need some way of understanding HR and someone who understands finance and so forth, and that’s a good skills mix.
What sort of questions did you think important to include in your consultation?

The consultation around this recruitment focused on three questions - ‘What did people feel was distinctive about the University of Bristol that we would seek to preserve or develop?’; ‘What were the opportunities and challenges facing the university over the next few years?’; and the last one was ‘What were the particular characteristics that people felt we should be looking for in a new vice-chancellor?’

Those questions opened up all sorts of things and led into discussions in lots of different directions. The outcome was not at all surprising. There were a number of contradictions within it, with different groups thinking entirely different things, with some inaccuracies and some contradictions. However, when we went through it all, we still got a very useful result, but the process itself was also massively important. The feedback has been very supportive - that we've taken the trouble to do this so comprehensively.

THE BOARD’S RELATIONSHIP WITH THE EXECUTIVE

You said earlier that you feel there’s a good working relationship between the board and the executive. What do you attribute that to?

I think the vice-chancellor has been very good. He will have completed 14 years when he retires next year. It’s a good long time, much longer that most vice-chancellors. It’s allowed plenty of time to get into a rhythm on some of these things. He must carry a lot of credit for helping because it takes two to tango on this. Clearly, I need to meet with the vice-chancellor, one-to-one, on a monthly basis to make sure we’ve talked through a number of things, one of which is the relationship, which is necessary for the health of the university, between the executive group and the council.

So again, we talk about these things from time to time and that helps to say that in order to get this to work we’ve got to make sure we don’t have any sense of manipulation or the executive trying to box the council into a corner in any way. He has to take a lot of the credit for being open and receptive to ideas, which in many ways doesn’t actually come easy to him so he has to work at it, but he does that.

It seems there’s a sense in which the two of you are also having to digest some of those issues when you get together in order to create that shared space for the work of the executive and board?

“I think if you want a good relationship between the council and the executive, then it’s got to start with the right relationship between the chair and the vice-chancellor. If that’s not in place, tensions spill over into the council meetings, and then you’re going to have trouble.”

WORKING WITH THE STUDENTS’ UNION

Do you have a separate working relationship with the president of the Students’ Union or the Students’ Union itself?

I meet them - we’re not terribly close. I do make sure there’s a working lunch with them a couple of times a year just to chew over what’s going on. Clearly I’ve seen them at every council meeting and I tend to go to the student affairs committee and see them more there. I don’t treat them that much differently from other council members. Again, a lot of the issues they wish to have handled are set up in a committee structure, and I try and make sure they have a place for a much fuller discussion and debate. I tend to go to those meetings - I don’t chair them - I haven’t felt the need for anything beyond that.

Would you say that the student body feel involved with the work of the board?

I think so. We’ve done quite a lot of work, particularly with the structure underneath our education committee and how we address some of the student issues. We’ve made some quite significant changes to that over the last couple of years. We have three students on our council now, which is more than many other universities.

“We’ve gone out of our way to try and find places on committees and elsewhere where students would wish to play a part, and they’re able to do that.”
We had a small working group where we decided to significantly increase our admission numbers, so that was a meeting they were very much involved with. We’ve gone to quite a lot of effort to try and make sure that they felt really involved and we’ve been encouraging and helping them to be much better at getting their course reps in position, so that they are better able to truly represent the thoughts and interests of students and are able to understand and communicate a lot better.

THREE LEVELS OF GOOD GOVERNANCE

Some would say that governance is still not really understood very well and that it means different things to different people. Is that a view you’d share?

Yes, I think it probably is. It isn’t well understood, which goes back to the point that if we’re reviewing ourselves for the next bit of time, we really do need to be clear about our purpose. We will spend some time making sure that we really discuss that, and that we’ve got that clear. I don’t think it’s well understood - I’m developing my own understanding of it myself as we go along.

What does good governance mean to you then, in terms of working practice when you are chairing your board?

It’s got to be on three levels. We’ve clearly got to do the basic fiduciary work properly and we’ve got to make sure that we’ve done all the audit committee and our oversight work.

That needs to be done in a value-adding way, rather than in a way that’s seeking to catch out the university in a slightly parent-child way.

Then there’s the strategic dimension. I think strategies need to be developed and brought to the council by the executive, but in an open way that enables us to engage with them, and approve or seek to amend.

Then behind that is the big question that I think gets missed - where are the ideas emerging from for which we need strategies? Where are the ‘generative ideas’, which the council as the stewards of the long-term success of the university need to be engaged with? They will be a very valuable resource because they bring perception and a point of view that is much more external, because of the make-up of council. That can be the most valuable area, and can be the area that is possibly done the least well.

Yes, and potentially where you have resistance too?

Yes, and it’s not easy. I haven’t found it easy to find the time, place and space for that sort of thing to happen as well as it needs to happen.

It can be a fine line, can’t it - the executive bringing the strategy, what’s contributed by the board in terms of maybe the ‘generative’ ideas, and whether they’re leading a process or it’s something that’s co-created?

Yes, I’m worried as to where ideas come from, so that the good ones get to see the light of day.

I’m certainly not possessive in saying it is the council’s - that it’s their role to come up with this and not somebody else’s. But then you can’t say you’re going to sit down and come up with all the best ideas for the next 25 years. It doesn’t happen that way. Things emerge and they emerge through discussions and debate. I’m trying to make sure that we bring that together and have presentations to council.

That really is where it happens. It’s very easy to have the topics just given as presentations, and nodded through. I’m being much stricter nowadays and saying, ‘What is the strategic question that needs an answer behind these topics?’, and once we’re clear on those, let’s spend some time discussing them. That’s the way we’re seeking to do it.

You’re saying that governance must hold some of those wider areas of leadership in terms of thinking and focusing on the purpose and task of the university?

I think that is where the value-added comes in. If you’ve got a good, professional executive, they’re going to do all the necessary things - the regulations, our commitments etc. That’s all got to be done properly, by and large. They’re going to be quite good at looking out to the next year or two at budgets and forecasts, but how are we positioning ourselves and what questions should we be asking about the way we manage people and the way we do this, that and the other? It takes much longer for that to take effect and take root. At the end of the day, it may be hard to do and hard to copy, and the real secret to success.
Do you have a sense that governance is practised in a different way in the newer universities compared with the older, more established ones?

Yes, though I have no evidence really apart from chatting to people at CUC and others, but yes, it probably is. You’ve got some of these other universities with much smaller boards. They’re much more corporate in style.

We got some very encouraging feedback on the collegiality that exists within Bristol University when I did the vice-chancellor consultations, and I think it’s really important to blend that collegiality with the business professionalism. I sense perhaps that we are better than some others in doing that, and I think the board, the council, can have quite an influence on that.

Is there anything else about the governance of universities that you’ve been thinking about and that you consider important to some of the debates that are in progress?

I think we probably are no different from many others in finding that whole topic very difficult.

We tend to have people who are not terribly up to date on what’s happening and may see it too much as a functional dimension of university life, in that you’ve got to make sure that the systems are right. But actually, the power to redefine what we try and do and how we do it is there. I think lots of other governing bodies would probably ask themselves whether they do justice to the topic and probably feel that they don’t do it justice.

I wonder whether you feel there’s almost a lag between the pace of technology and the speed with which its potential to almost revolutionise learning and its delivery is being realised in universities, and whether there’s a further strategic gap between where staff and students are in relation to technology and the board?

Yes, what you’re saying is right. There are gaps all over the place, and there always will be because there are different levels of understanding, and different levels of opportunity - possibly not properly understood and examined. It seems to me that it’s quite important to have people round the table who really can help the board to understand what questions they should be asking, and the thinking processes they should be going through. I know it’s very difficult to get really good chief information officers and they’re really expensive - a lot of universities may opt to get good, functional people; but

where is the generative thinking happening around IT?

It’s a very expensive area of investment, and it’s full of risk. Those are two things that usually make it massively important for good accountability - lots of money and lots of risk, and it can end up by fundamentally shifting how your institution is perceived, and how it performs.
ABOUT THE GOVERNOR DIALOGUES SERIES

Governor Dialogues are a series of interviews with senior governors, in which the issues facing governors and how they are dealing with them are considered.

We hope that Governor Dialogues will provide governors and those interested in governance with ideas for best practice.

DENIS BURN, CHAIR OF UNIVERSITY OF BRISTOL

Denis Burn has held a number of senior posts across a range of engineering-based industries and in management consultancy. He joined the council in 2006, becoming chair in 2010. Denis is also a member of GDAF, the LF’s governor development advisory forum.

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