

1. Joining a Governing Body

Introduction and aim

This briefing note offers an introduction to becoming a governor. It briefly considers the reasons why someone might be invited to join a governing body, a typical selection process and the role and responsibilities of governors. Some of the typical challenges facing new governors are noted, and the role of governor induction and the opportunities for further development introduced.

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1. Policy environment

The determination of higher education policy is devolved to the national governments of the United Kingdom.

There are important policy differences between the different nations. Changes to national higher education policies will affect all institutions in that jurisdiction. As a general statement, national policy environments have become less stable and predictable.

2. Institutional context

The higher education sector comprises a large number of heterogeneous institutions, each with its own histories, missions, strengths and operating models. Institutions seek to position themselves in different segments of the 'market' and develop strategies which offer a competitive advantage. While institutions may share common characteristics, no two institutions are identical. The differences between institutions mean that individual institutions may face different challenges.

3. The governing body

The governing body sits at the apex of the institution and is its sovereign body.

4. Governor responsibilities¹

Governors are responsible for exercising oversight of the institution's strategic direction and policies, and ensuring the institution complies with external regulations and statutory requirements. The governing body's responsibilities are normally set out in a *Statement of Primary Responsibilities*².

5. Stewardship

Governors are placed in a position of stewardship and need to oversee the institution's progress in the immediate term, but also ensure its survival and success in the longer-term³. They should seek to ensure they pass to their successors an institution in good health.



6. Academic governance

Academic governance encompasses teaching and learning, research, assessment and other student-related pedagogic matters. Academic governance is normally delegated to the institution's senate (or equivalent body).

The relationship between the governing body and senate, is central to the institution's system of governance. To facilitate the exchange of information between the two bodies, the governing body will receive the minutes of meetings of senate, and have amongst its membership, governors who are both appointed by, and members of, senate. The head of institution chairs senate, and is a member of the governing body.

7. Charitable trustees

Many institutions are a charity or exempt charity and subject to the legislation governing charities. An exempt charity is one not regulated by, or registered with, the Charity Commission for England and Wales. Instead compliance with charity law is overseen by another body, the principal regulator. In England, the Office for Students (OfS) is the principal regulator.

If the institution has charitable status, governors will be trustees of a charity. This has implications for how they should act. Guidance on the responsibilities of a charitable trustee can be found in ['The Essential Trustee: What you need to know, what you need to do'](#).

8. Company law

Some institutions are constituted as companies and subject to company law. Governors are therefore directors of a company, and have associated [responsibilities](#).

9. Composition of governing bodies

The membership of a governing body is determined by the institution's constitutional instruments. The membership comprises independent or 'lay' (external – not employed by, or a student of, the institution), and staff and student (internal) governors.

A majority of the governing body's membership will comprise of external governors. Some may be appointed from specific constituencies, and include a Treasurer or similarly titled role in many pre-92 institutions with significant financial/accountancy experience.

Internal governors will be the head of institution (and for some institutions a number of other senior post-holders), student governors, academic staff appointed/elected by

senate and individuals drawn from the non-teaching staff. Other senior staff may be in 'attendance' at meetings of the governing body and its committees.

10. Lay members

Lay individuals are typically invited to join a governing body on account of their personal skills and expertise. They bring an external perspective, and may play an important role in how the institution engages with its wider communities or associated professions or industries. Having a mix of external members with different backgrounds and perspectives is an important factor adding to effectiveness.

11. Before becoming a governor

A prospective lay governor is likely to have the opportunity to meet informally with either the Chair or head of institution before a formal appointment process is commenced. The meeting provides an opportunity to explore the expectations of both parties, personal chemistry and to discuss the challenges facing the individual institution. It is in part a process of due diligence on both sides. Similarly, internal governors should seek to meet with the chair of the governing body and head of institution at an early opportunity to discuss their role and the work of the governing body.

12. New lay appointments.

The recruitment of new lay governors usually occurs when there is a need to fill an identified skills gap, or because of the need for succession to replace an existing governor who is about to complete their allowed term of office.

New appointments are also important to ensure the governing body's membership is regularly refreshed and renewed, ensuring governors remain independent of the institution's management.



13. Appointing new governors

Rather than the past practice of approaching 'known' individuals, institutions are increasingly advertising to fill governor vacancies. This reflects pressure to have a more open and transparent appointment process and to secure a more diverse membership by appointing individuals from a wider range of backgrounds. Diversity (ie. gender, ethnicity and social background) reduces the risk of group think and in the private sector has been shown to led to improved business performance⁴.

Although it may be informed by the outcome of a contested election, senate commonly appoints academic staff governors. Governors appointed from the non-teaching staff: selection may also be by election. Student governors are typically ex-officio members, and drawn from the elected officers of the students' union or Guild.

14. Information for prospective governors

An information pack is produced to accompanying an advert for new governors. Normally, this will contains information about the institution, the role and responsibilities of a governor and skills and expertise sought.

15. Recruitment and selection

Irrespective of process, individuals interested in becoming a lay governor will normally be asked to submit a letter of application and/or curriculum vitae. Applicants favourably considered will be invited to meet informally with the chair of the governing body and/or head of institution or attend for formal interview. Applicants who successfully navigate all elements of the selection process will be invited to join the governing body.

16. Term of office

Independent governors are normally appointed for an initial term of two to four years, and, subject to their satisfactory performance, may be invited to serve for a subsequent term(s) of office up to a maximum of, typically, six to nine years in total. Staff governors may serve for terms of two or three years and have the opportunity to be re-elected/ appointed. Unless they hold representative office for a longer duration, student governors typically serve for only one year.

17. Challenges facing new governors

New lay governors from outside the sector face the immediate challenge of finding out how higher education works. Understanding the sector and its often more consensual style of decision-making can take time.

Staff and student governors face different challenges, including understanding that they should not act as a delegate of the constituency from which they are drawn, but take decisions based on their responsibilities as a governor. Student governors face particular challenges in becoming an effective member of a governing body, which generally comprises older and more experienced business and higher education professionals. They also frequently only hold office for a short duration.

18. Induction and development

The background of a new governor will strongly influence the induction and development programme they require. While typically all new governors are likely to receive an 'induction pack', the clerk to the governing body should be able to arrange for the governor to receive more specific briefings as required. To further their understanding and benefit from the opportunity to network with governors of other institutions. new governors should also consider attending the Governor Development Programme events⁵.

Beyond their initial period of induction, governors should ensure they remain up-to-date with developments effecting the sector. There are a number of ways this can be achieved, including subscribing to AdvanceHE's News Alert service⁶.

19. Remuneration and expenses

Governors are not paid for serving on the governing body, but are entitled to claim reasonable travel and subsistence costs incurred while carrying out their duties as a governor⁷.

20. Time commitment

The time required for a governor to discharge their duties varies by institution. Most governing bodies meet four to six times a year, with in addition 'strategy' days set aside to consider fundamental issues facing the institution⁸. Most governors also serve on at least one of the governing body's committees (eg. finance, audit and estates), which demands additional time.

For governors who do not live or work in close proximity to the institution, travelling to attend meetings may significantly increase the time required to fulfil their duties. If preparation for meetings and attendance at ceremonial events is included, it is not unusual for governors to commit between 10 and 20 days each year to the role.



21. Personal liability

The general consensus is that, providing governors *'act honestly, diligently and in good faith, avoiding real, potential or perceived conflicts of interest and contribute only to corporate decisions, issues of personal liability are unlikely to arise'*. If in any doubt, governors should check with the clerk or secretary to the governing body.

22. Linked governors

Some institutions may assign a named governor to a particular area of activity to act as the "linked governor". While this enables the governor to gain a better understanding of an area, they need to exercise care to ensure the boundary between governance, which is the responsibility of the governing body, and the responsibilities of management are respected. At all times the governor must remain independent and objective and should not view their role as being an advocate for area to which they are linked.

23. Governor visibility

Governors are often encouraged to attend ceremonial and public events, including attending one or more graduation ceremonies. Many of these events offer governors an opportunity to meet staff and students.

24. Support and challenge

Members need to balance the support they offer to the executive team with their responsibility to constructively question proposals placed before them. It can be a difficult to strike the right balance between support and challenge.

25. Governor effectiveness

Governors should be individually effective and contribute to the overall effectiveness of the governing body's Best practice requires the governing body to periodically review its effectiveness and for the chair of the governing body to separately monitor the development and contribution of individual members. This may take the form of a 1-to-1 conversation every year or 2/3 years between the chair (or deputy chair) and the individual governor, exploring the governor's views about how the governing body operates and the nature of the contribution that they make.

26. Conclusions

Prospective new governors should undertake their own 'due diligence' about the sector and institution before joining a governing body. They should understand what challenges the institution faces and how they might contribute to its good governance. Should they agree to join a governing body, they can expect to receive a thorough induction and be prepared to commit further time to develop their understanding of the sector, and its governance.

27. Questions to review

- Q Do you have a good understanding of the policy context to higher education?
- Q What are main challenges facing the institution you are joining?
- Q Have you reviewed the statement of primary responsibilities?
- Q How do you see yourself contributing to these responsibilities?
- Q What development needs do you have? How are might these needs be best met?
- Q How will you judge whether you are making an effective contribution to the work of the governing body?



End notes and further reading

- ¹ [Getting to Grips with Being a New Governor](#) offers further information on many of the topics introduced in this briefing note.
- ² A statement of primary responsibilities can be found in, [The Higher Education Code of Governance](#), Committee of University Chairs, revised June 2018, Appendix 1, pp.30-31. The Primary responsibilities are also detailed in the [Scottish Code of Good Higher Education Governance](#), Section 1, pp.8-10.
- ³ For further discussion of the importance of stewardship, see S.Collini (2017), *Speaking of Universities* (London: Verso), pp.238-244,
- ⁴ For more detailed discussion of diversity and some of the issues around 'group think' see [Briefing Note 27, Governing Bodies and Culture](#).
- ⁵ For further information see details of the [Governor Development Programme](#).
- ⁶ News Alerts about different aspects of governance are regularly posted on the [Governance Home page](#) of the AdvanceHE website. Governors can sign-up to receive an email alert indicating when a News Alert has been published, and also receive the Monthly Bulletin, which summaries the News Alerts and other relevant information for governors that has been posted during the preceding month. To sign-up for the News Alert service email Governance@Advance-HE.ac.uk
- ⁷ In England a small number of institutions have sought, and gained, the approval of the Charity Commissioner to remunerate, for example, the chair of the governing body.
- ⁸ There are exceptions to this statement, with, for example, the governing body of one institution meeting monthly.

