



**Ravensbourne University London
Board Effectiveness Review**

Final Report

April 2020

Contents

Executive Summary	3
Introduction	5
Methodology.....	6
Findings and Recommendations.....	6
Academic Governance.....	6
Governance Support.....	7
Transparency.....	8
Student Engagement.....	9
Accountability.....	10
Relationships	11
Committee Operations	12
Conclusion	21
Appendix A Review Participants and Document Review.....	22
Appendix B About AUA Consulting	23

Executive Summary

- 1 Ravensbourne University, a specialist creative University providing short, undergraduate and postgraduate courses designed for industry, is an independent corporation established as a Higher Education (HE) Corporation under the Education Reform Act 1988 and the Further and Higher Education Act 1992. It was granted taught degree awarding powers in 2017 and University title in 2018. Its Articles and Instrument of Government provide for it to be governed by a Board of Governors, for there to be a Vice-Chancellor (VC) as Chief Executive and for there to be an Academic Board. The Board of Governors is supported by a system of committees.
- 2 HE providers are required to have 'adequate and effective' governance arrangements in place as a condition of registration (Condition E2) by the independent regulator of HE in England, the Office for Students (OfS). This governance review, conducted by AUA Consulting, provides an independent assessment of the effectiveness of the University's governance arrangements demonstrating compliance with this condition.
- 3 It also meets the formal requirement set out in the 2018 Committee of University Chairs 'Higher Education Code of Governance' (CUC Code) that governing bodies conduct a regular, full and robust review of their effectiveness and that of their committees. The CUC has recently launched a consultation regarding a new version of the Code that is expected to be finalised for issue later in 2020. The effectiveness of governance structures and processes remains a primary element of HE governance in the proposed new Code.
- 4 The review was carried out over the period January to March 2020 and comprised a combination of desk research (document review and horizon scanning), anonymous surveys of the Board of Governors and Academic Board, confidential interviews of members of the Board of Governors, the Academic Board, the Executive Team and other relevant stakeholders and observations of the Board of Governors, the Academic Board and meetings of committees (as agreed with the University). The findings and recommendations in this final report build on initial observations made in an Interim Report produced mid-way through the review. To a certain degree these observations are repeated but have been further informed by the interviews conducted and meetings observed during the latter part of the review.
- 5 Overall corporate governance arrangements at the University are determined to be effective but are dependent on the expertise of the Board members and the dedication of the Clerk to the Board. The issues identified in the report and its recommendations provide opportunity to strengthen the University's governance arrangements including those for academic governance where the Review Team has less confidence. Examples of where arrangements provide assurance and where good practice is in evidence include:
 - strategic focus on the student experience

- regular consideration of institutional risk
- mechanisms in place for monitoring compliance with key regulatory requirements and the CUC Code
- a clear scheme of delegation, rules and bye-laws
- comprehensive appointment process for new Board members
- a culture which supports inclusivity and diversity
- regular review of governance effectiveness with independent input
- annual joint meeting between the Board and Academic Board

6 The recommendations are summarised below:

Recommendation 1 - The Board should review the arrangements in place to demonstrate its oversight of academic governance

Recommendation 2 - The University should review the resources allocated and support available to those dealing with governance activities

Recommendation 3 - The University should review the governance information published externally

Recommendation 4 - The University should ensure processes are in place for the Board of Governors to fulfil its responsibilities for proper oversight of the Students' Union

Recommendation 5 - The Board should review the arrangements for maintaining effective oversight for all legal and regulatory requirements

Recommendation 6 – With recent changes in personnel, priority should be given to the establishment of effective working relations between the Board of Governors and with the Executive

Recommendation 7 - The University should consider changes in practice in respect of the operation of the Board and its committees (as detailed in paragraphs 42 to 86)

Recommendation 8 - The University should further review the academic governance sub-structure.

Introduction

- 7 This is the final report on the effectiveness of Governance at Ravensbourne University London (the University) by the Review Team (Jim Benson and Dawn Turpin of AUA Consulting). The Review Team welcomes comment on this report and gives an undertaking that the review has been independent.
- 8 Following a procurement process, AUA Consulting was appointed by the University in January 2020 to conduct an independent review of the Board of Governors, the Academic Board, their respective committees, and the relationship between them. The current CUC Code requires that reviews be conducted at least every four years. An independent evaluation of the Board of Governors was last carried out in 2014/15. The Academic Board sub-structure was reformed in October 2019.
- 9 The Review Team has been presented with a large body of evidence and opinion regarding the governance processes at the University during the review. The documentation relating to the University's corporate governance arrangements provided at the preliminary stage was thorough and the staff and Board members were generous with their time. A list of review participants and the documents reviewed are set out at Appendix A. As with the Interim Report we have sought to consider this evidence objectively and compare it with regulatory requirements and best practice in the higher education sector and beyond.
- 10 The context for the review is also relevant. A new Chair of the Board of Governors was appointed in October 2019 and there is currently an Interim VC in place. The University has launched a new curriculum and is investing in technology and physical infrastructure and resources to support its teaching. As noted in the Interim Report there are a number of challenges in the external environment relating to increased regulatory oversight.
- 11 The review also took place at the time COVID-19 impacted significantly on the University; our recommendations do not seek to advise specifically on how these challenges should be met. At the risk of stating the obvious, it is our view that the Executive and the Governors should be prepared for significant changes as a result of the impact of COVID-19 to the extent that they will need to assume that business will be conducted in an entirely different way for a period, with longer-term implications into the future. We have endeavoured to guide how our recommendations might be applicable for future needs in respect of COVID-19 where appropriate.
- 12 The final report sets out the findings of the review and its recommendations. In doing this the Review Team have sought to build on the initial observations made in the Interim Report prepared part-way through the review. Both the interim and final reports have been prepared on the understanding that the University may publish them. We support publication in the interest of transparency but cannot accept responsibility for any reliance which third parties may place upon the report.

- 13 We would like to thank Katie Germer, Clerk to the Board, for the support she has given in providing documents, information and in making arrangements for our visits. The conclusions and recommendations are entirely the responsibility of the Review Team.
- 14 The Review Team thoroughly enjoyed their time at the University and finding out about the work of this innovative institution. We were impressed by the dedication of the staff and Governors, all of whom have been unfailingly constructive. It is hoped that our recommendations enhance the resilience that the University has demonstrated in recent times and provides the basis for enhancing its governance processes so that it is well-placed to meet the future challenges confronting the sector.

Methodology

- 15 The methodology for the review has included a combination of desk research and engagement with staff and Governors. The views of other stakeholders have been garnered from published documents, such as those issued by OfS and the CUC. The review has incorporated anonymous surveys of the Board of Governors and Academic Board, confidential interviews covering members of the Board of Governors, Academic Board and the Executive Team and a document review (Appendix A). The Review Team has attended meetings of the Board of Governors and its committees and the Academic Board (as agreed with the University) to observe. The final report will be presented to the Board of Governors in May 2020.

Findings and Recommendations

Academic Governance

- 16 The OfS Public Interest Governance Principles require that the governing body receive and test assurance that academic governance is 'adequate and effective', and the current CUC Code requires governing bodies to satisfy themselves that academic governance is working effectively. This requirement remains in the proposed new Code. This recommendation relates specifically to the relationship between the Board and the Academic Board. The operation of the Academic Board and its committees is commented on further in the section on Committee Operations below (see paragraph 87).
- 17 Responses to the survey of Board members conducted as part of this review indicate some dissatisfaction with the ability of the Board to provide assurance on the adequacy and effectiveness of academic governance and some members considered there to be a lack of mutual understanding of roles and responsibilities between the Board and the Academic Board.
- 18 As noted in the Interim Report a joint meeting of the Board of Governors and the Academic Board is held annually each November. The joint meeting considers an annual report on academic quality and standards and an annual

report from the Academic Board. There has also been attendance at meetings of the Academic Board by a member of the Board of governors although it is not clear that this has happened at the last two meetings and it is suggested this practice be reinstated.

- 19 The joint meeting between the Board and the Academic Board is commended as an example of good governance practice however there is more that could be done to enhance assurance arrangements and improve mutual understanding. For example it is noted that the Board does not receive a report from the Academic Board and vice versa – provision of the minutes of meetings or an oral report provided by members who attend both bodies would provide a straightforward way of increasing understanding and would also enable the Board to have oversight of the work of Academic Board between the annual joint meeting.
- 20 The work of the Academic Board and specifically the University's quality assurance arrangements might form one of the 'in depth' sessions that take place before the formal business of the Board commences. The University might also consider inviting Academic Board members to attend part of the Board's annual away day to discuss areas of mutual interest such as academic strategy and risk.
- 21 The business planning cycle for the Board could be extended to include the business of the Academic Board, with the University Management Team (UMT) taking the lead in a more systematic and integrated approach to improve the management of business between the respective bodies and improve mutual understanding. Consideration might also be given to whether the visibility of Board members amongst the Academic Board and indeed across the University might be improved.

Recommendation 1 - The Board should review the arrangements in place to demonstrate its oversight of academic governance

Governance Support

- 22 Whilst acknowledging that the resources available are limited and there is a need to achieve effectiveness and efficiency appropriate to a small institution, the Board and the Executive need to be aware that they are wholly dependent on the dedication and continued availability of a few members of staff to support governance activities and meet regulatory demands. These are not insignificant demands for all institutions regardless of size.
- 23 The role of Clerk to the Board (or Secretary) is codified in the current and proposed new CUC Code and is responsible for ensuring effective governance through the provision of objective advice and guidance to the Board and for ensuring the proper conduct of business and that the University's governance arrangements are 'fit for purpose'.

- 24 As noted in the Interim Report support to the Board of Governors is provided by a 0.5FTE clerk with no administrative support. The role reports directly to the Chair of the Board and provides support to the Board and its committees, its responsibilities do not extend to academic governance and it is not combined with any executive responsibilities. A number of examples observed during the course of the review suggest that the resource allocated is not sufficient including minutes of the November Board meeting not having been produced and actions from Committee meetings not having been progressed. Board members were in the main positive about the contribution of the Clerk but were mindful of the postholder's capacity to perform the role effectively within the time available. There is also little in the way of back up available to cover for absence which is not uncommon in small and specialist institutions and the impact of this was also observed in meetings of the Board and the Audit Committee during the course of the review where another member of staff was present to take minutes but was not in a position to provide advice on process to the Chair or to members should it be needed.
- 25 As noted above the Clerk's responsibilities do not extend to academic governance where arrangements are similarly dependent on one or two members of the Quality Team who provide support to the Academic Board and its committees alongside their substantive responsibilities relating to academic quality. Variability and some inconsistency in support to academic governance committees was commented on during the review. There also appears to be little interaction between the Clerk and those responsible for academic governance other than over the annual joint meeting between the Board and Academic Board.
- 26 A more systematic approach to business planning between the two areas is suggested in paragraph 21 above. The University might also want to consider whether the role of the Clerk to the Board be extended to ensuring good governance throughout the University encompassing academic as well as corporate governance arrangements. This would also respond to recommendation 1 in respect of oversight of academic governance.
- 27 Whilst not strictly speaking within the scope of this review the sufficiency of resource appears not limited to governance support. Board and Executive members acknowledged that while information provided to the Board and its committees had improved, at times the resource available was not adequate for the demands being made on service departments. Board members in particular commented that support services needed further professionalisation.

Recommendation 2 - The University should review the resources allocated and support available to those dealing with governance activities

Transparency

- 28 The OfS regard transparency as an important regulatory tool and the publication of accurate and transparent information that is openly accessible is an expectation of the current CUC Code and a core value in the proposed

new Code. As noted in the Interim Report there is limited information about the University's governance arrangements published externally on the Ravensbourne website. Whilst the low profile of governance is not uncommon amongst HE Institution's (HEI's) in general, in this instance it could give rise to concerns that compliance and regulatory requirements are not being met.

- 29 Most governance information is published on the 'Exempt Charity Information' web page and the 'Staff and Student Policies' page. The model publication scheme published on the University's website indicates that terms of reference (ToRs) and membership of committees will be published at a later date however there is no mention of publishing the minutes of meetings in line with guidance from the Information Commissioner's Office in the "Freedom of Information Act 2000 Definition document for universities and other HEI's" on the kinds of information which they expect universities to publish on decision making processes and records of decisions.
- 30 Of the information that is published, the Access and Participation Plan and the Student Protection Plan appear in different places on the website, and procedures such as the Student Complaints Policy seem only to be accessible at the end of the Student Contract details. It is recommended that the governance information published on the website be reviewed. The creation of a Governance section providing all the information or links to the information that the University is required to publish would serve to aid and demonstrate transparency.

Recommendation 3 - The University should review the governance information published externally

Student Engagement

- 31 The Board and the Executive can take a great deal of credit for the attention paid, collectively and individually, to matters relating to the student experience. There is a strategic focus on the student experience and a Student Experience Group has been established to develop policy and monitor actions to deliver the Student Experience Strategy. Whilst the UMT has taken responsibility for monitoring this Strategy it is recommended that the Group also formally reports to the Academic Board.
- 32 The University's legal requirements in respect of the operation of the Ravensbourne Student Union (RSU) are set out in detail in the Education Act 1994, the Higher Education and Research Act (HERA) 2017 and are restated in the current CUC Code and in the National Union of Students (NUS) "Guide for Members of Governing Bodies: Supplementary Guide regarding the role of university governing bodies in relation to students unions" March 2011. Student engagement in governance is a requirement of the OfS public interest principles and the engagement of stakeholders - which would include students - is a primary element in the proposed new CUC Code.

- 33 The constitution of the Students' Union (RSU) is set out in Rules and Bye Laws and is reviewed every five years. A Relationship Agreement and Memorandum of Understanding (MOU) between the University and the RSU was introduced in March 2019. The constitution and MoU provide for there to be an RSU Advisory Group (RSUAG) as a formal sub-committee of the Board of Governors. It is chaired by the RSU president who is a member of the Board and two members of the Board are appointed to it, one of whom is the Vice-Chair. The RSUAG was formed and became effective from July 2019. It is required to report annually to the Board on elections held during the year, its financial accounts, external donations and affiliate organisations. It is also required to publish minutes of its meetings on the RSU website although there is no evidence that they have been.
- 34 The Board does receive a report from the RSU at each meeting which is well received by members. It is suggested that the format for this be reviewed to ensure that it provides the information the Board needs to enable it to fulfil its responsibilities in regulatory terms.
- 35 It is understood that responsibility for the relationship with the RSU currently lies with the Director of Compliance, formerly the Director of Academic Services, and it is suggested that it might more appropriately lie with the PVC Academic (Learning & Teaching & Student Experience). The Review Team noted that the RSU were not present at the meeting of the Academic Board held in March 2020 and did not respond to requests to be interviewed as part of this review. That may be a result of elections taking place for new officers or because COVID-19 was starting to impact. Nevertheless, it indicates that the University needs to do more to ensure that student engagement in governance is taking place.

Recommendation 4 - The University should ensure processes are in place for the Board of Governors to fulfil its responsibilities for proper oversight of the Students' Union

Accountability

- 36 The University's governance arrangements appear broadly to cover the OfS Conditions of Registration. A mapping of the conditions and the activity that demonstrates compliance with them, including where they are considered by governance bodies, accompanies the Board's business cycle. There were however mixed views through the stakeholder interviews over the University's ability to manage these conditions on an ongoing basis with some examples of returns being missed. The OfS has made it clear that the conditions are the governing body's responsibility and the document published by the OfS in autumn 2019 "Registration Process and Outcomes 2019-20" was fairly uncompromising about the perception of deficiencies in HEIs' submissions for inclusion in the Register of English HE providers. This is an area where the Board should seek further assurance from the Executive that effective arrangements are in place.

- 37 The current CUC Code is clear that governing bodies are “unambiguously and collectively accountable for institutional activities” and this accountability is retained as a primary element in the proposed new Code. This includes all legal as well as regulatory requirements. It is recommended the Conditions of Registration mapping be extended to include all compliance responsibilities e.g. Freedom of Information, Data Protection, Prevent, Competition and Markets Authority, Charity law, Bribery, Public Interest Disclosure, Equality etc so it is clear how assurance is provided and reviewed and where within the Board structure compliance is overseen. This assurance mapping should be reviewed annually by the Audit Committee.
- 38 Whilst the OfS does not require the adoption of a particular code of governance the adoption of an appropriate governance code is stated as an example of a behaviour that will indicate compliance with the requirement to have in place ‘adequate and effective’ governance arrangements. The University’s Report and Financial Statements state that the Board of Governors “applies the HE Code of Governance in its entirety”. Application of the current CUC Code is reviewed annually by the Audit Committee and was last reviewed in June 2019. As is referenced at several points in this report however it is recommended that the arrangements in place for applying the requirements of the CUC Code are looked at again e.g. oversight of academic governance and the students’ union. As noted in paragraph 3 above a new version of the CUC Code is expected to be published later this year and the Board should revisit its self-assessment against that new version, as soon as is practicable.

Recommendation 5 - The Board should review the arrangements in place for maintaining effective oversight for all legal and regulatory requirements

Relationships

- 39 The University and the Board has faced considerable stress with the departure of the previous VC and related matters. It serves no purpose to dwell on these issues save as to state that the institution has proved to be resilient through this process. During the course of the review it was commented that relations between the Board and the Executive had improved latterly. The Board and its committees were generally seen to be focused on the right issues, asking the right questions and being proportionate in approach, however they sometimes requested considerable detail, strayed into areas of management and demonstrated a lack of trust in certain members of the Executive.
- 40 The appointment of a new Chair provides the opportunity to establish effective working relationships between the Board and the Executive that focus on the needs of the University. The relationship between the Chair, the Clerk to the Board and the VC, the ‘golden triangle’ of effective governance, should also be considered to ensure roles and responsibilities and expectations are clearly understood.

- 41 Equally as important are the relationships between Board members. Consideration might be given to developing the Governance Code of Practice set out in Rules and Bye Laws in this respect by building on the accepted standards of behaviour in public life (Nolan Principles). A facilitated session on relationships and behaviours might form part of the annual away day. Additionally, the University might provide opportunities for members to meet informally as well as formally e.g. over lunch/dinner before or after scheduled Board meetings.

Recommendation 6 - With recent changes in personnel, priority should be given to the establishment of effective working relations between the Board of Governors and with the Executive

Committee Operations

Board of Governors

- 42 The Board's Statement of Primary responsibilities and scheme of delegation are set out in Rules and Bye Laws. The Instrument of Government provides for the Board of Governors to comprise not less than 12 and not more than 24 members. The membership was revised at the March 2020 meeting to remove the distinction between independent and co-opted members which was unclear as observed in our Interim Report. Up to 13 members are required to be independent to the University and of these one shall be a person who has experience in the provision of education.
- 43 In addition, the VC (referred to as Principal) is a member unless choosing not to be and staff and students may also be appointed as governors. The changes made in March 2020 have removed the requirement that at least one and not more than two members should be teachers and that at least one and not more than two should be students – this may have been unintentional. There is no requirement for there to be a non-teaching member of staff appointed to the Board although given the maximum number of members is 24 there is nothing to prevent one being appointed. It is suggested the articulation of the Board composition be revisited in respect of staff and student membership.
- 44 At the time of the review the Board comprised 15 members and an exercise was underway to search for new members to join the Board. The appointment processes are commented on further in the section on the Nominations Committee below.
- 45 The quorum for the Board is nine members of whom five (a majority) shall be independent. Whilst the current CUC Code requires governing bodies to 'have a majority of external members, who are independent of the institution' the proposed new Code is in line with the OfS Public Interest Governance Principles which state that a governing body's size should be appropriate to its nature, scale and complexity. At least one external member independent of the provider is required for providers in receipt of public funding.

- 46 It was noted that there were seven members of staff in attendance throughout the meeting observed in this review. It is suggested that the University consider limiting the numbers of staff regularly in attendance and invite others only for specific items on the agenda where needed. This would help avoid any perception of management influence and ensure all members including staff members feel able to actively participate.
- 47 The Board of Governors meets six times a year including an annual away day and the joint meeting with the Academic Board. The meeting observed as part of the Review in March 2020 was held remotely due to the COVID-19 pandemic. All members attended. The Clerk to the Board of Governors was absent due to ill-health with the VC's Executive Assistant providing minute taking cover.
- 48 As noted previously a cycle of business for the Board is in place. Agendas are divided into formal items, discussion items, financial health and governance items. The VC provides a 'Red, Amber, Green' rated report on the University's activities to the Board at each meeting. An 'in depth' look at an academic area of the University has recently been introduced to precede the formal business. Members have welcomed this innovation; more than 15 minutes may need to be allocated to allow time for members' questions.
- 49 The business of the meeting was in general well managed by the Chair given it was being held online for the first time and the Clerk was not present. It did overrun but this was in part attributable to time taken with technical issues (i.e. members remembering to unmute when speaking). It was noted that the discussion part of the agenda included a detailed presentation relating to the design of the new Institute for Creativity and Technology. Whilst members were clearly interested it did prompt some questions of detail from staff members and took some time. The Review Team welcome the desire of the Chair to allow time on agenda for more discussion but it is recommended that this clearly be allocated to 'strategic discussion' items with more operational matters the subject of the new 'in depth' section at the start of the meeting. The Governance section might also be renamed 'Governance and Compliance' with regulatory items appearing here.
- 50 The Board regularly receives reports on progress towards the achievement of its Strategic Plan enabling it to monitor and assess progress. Key Performance Indicators - including those relating to financial health and sustainability - are being developed. It is not clear however that there is a single view of the various supporting strategies indicating more work needs to be done here.
- 51 The Board receives oral reports from the Chairs of its Committees. It is recommended that it receive a written report from each committee or the minutes of each meeting to enable it to exercise effective oversight. It does not receive a report from the Academic Board as commented on in paragraph 19 above and it is recommended that it should do so.

52 As noted the meeting was well managed considering it was the first time it was being held using remote technologies. It is suggested that the University might produce a Rule and Bye Law setting out the rules in respect of online meetings particularly in relation to voting and the use of chat facility during the meeting not only because it is not yet known how long meetings will need to continue to be conducted this way due to COVID-19 but also because it is expected that operations will not simply return to normal once the crisis has passed.

Board Committees

53 There are four committees of the Board: Nominations, Audit, Finance and HR & Remuneration. The ToRs, constitution, quorum requirements and frequency of meetings are set out in Rules and Bye Laws and these were last reviewed in July 2019. There is also provision for an Emergency Committee comprising the Chair of the Board, the Vice-Chair and the Chairs of the Boards committees. A meeting of this Committee was due to be called in response to COVID-19. The RSUAG as a sub-committee of the Board is commented on in the Student Engagement section above.

54 The following general observations are made about the operation of the Board Committees. Overall, the Review Team consider that the Committees are well chaired and manage their business effectively. An appropriate level of challenge and support was observed although the balance of challenge outweighed support in relation to the Finance Committee where work needs to be done to improve the quality of the information the Committee receives.

55 As commented in paragraph 51 above a report from each committee or the minutes of meetings should be submitted to the Board to enable it to exercise oversight over its committees. It was noted that an external member who is not a member of the Board is appointed to the HR & Remuneration, Audit and Finance Committees which is a welcome development. This is not reflected in the constitutions of these committees which should be updated accordingly.

56 Guidelines for the production of Board and committee papers are set out in Rules and Bye Laws however they are not consistently adopted for all papers. Formal calls for papers directing authors to the guidance might help address this. Standards (e.g. timeline/turnaround) for the circulation of papers and minutes do not appear to be in place.

Nominations Committee

57 The Nominations Committee comprises seven members - four independent members of the Board and three staff members. It is chaired by the Chair of the Board; the quorum is four members. The meeting of the Nominations Committee scheduled to take place during the course of the review was postponed to later in the year to accommodate the timetable for the recruitment of new members to the Board. An external recruitment agency has been appointed to support this process following competitive tender in line with good practice.

- 58 New members receive a letter of appointment setting out their term of office, remuneration, meeting information and development alongside a welcome letter from the Clerk signposting a number of resources and seeking personal information which is commented on further below. It is suggested that the resources form part of an online “Governors Handbook” which could be a relatively straightforward development and be added to the University’s website as part of the work to implement recommendation 3 in relation to publicly available governance information.
- 59 Membership is limited to three 3-year terms of office except where subsequently undertaking a new and more senior role (e.g. Chair). Whilst this provides opportunity for the development of members and may facilitate succession planning it potentially would enable a member to serve up to 18 years and it is recommended that this exception be restricted to a maximum term.
- 60 Members are not remunerated although reasonable expenses are paid. The authority granted by the Privy Council to pay the Chair was removed from the Instrument of Governance at the Board meeting in March 2020; the Chair has not been paid since 2017. There has been increasing discussion in the sector as to whether Board members should be paid to reflect the work involved and to facilitate improved diversity in membership. The payment of members is something the University may want to reconsider in the future. Member letters of appointment state that they will meet annually with the Chair to discuss their role and get feedback on their contribution – it is not clear whether this takes place. The Review Team recommend that it does and that the Nominations Committee are provided with appropriately anonymised information e.g. key themes emerging from these discussion so that it might consider whether any action is needed either in relation to specific memberships or in relation to induction and development provision.
- 61 The OfS Public Interest Governance Principles require members to be ‘fit and proper’ persons. Governors are asked to complete a self-declaration on appointment to the Board. The OfS have however indicated that this is not sufficient and that providers must undertake checks themselves.
- 62 The current CUC Code requires members to act ethically at all times and this requirement remains in the proposed new Code in order to safeguard and promote institutional reputation and autonomy. As noted in paragraph 41 a Governance Code of Practice requires Board members to conduct themselves in accordance with the Nolan Principles. It is not clear that the University has an ethical framework beyond this. Consideration could be given to developing the Code of Practice further in respect of member behaviours as previously commented.
- 63 All new Governors are asked to declare a statement of independence and a register of interests, the latter is understood to be updated at least annually thereafter, and to inform the University of any changes to their declaration. Guidance on conflicts of interest is set out in Rules and Bye Laws and declaration of interests is a standard item on the agenda for all meetings of the Board and its Committees demonstrating how conflicts are managed in practice.

- 64 The declarations are maintained by the Clerk, however no collective ‘register’ of interests is produced or made publicly available on the University’s website. The publication of such a register is an example of a behaviour that indicates compliance with the OfS condition to have in place ‘adequate and effective’ governance arrangements. It is recommended that a ‘register’ is produced and published as part of the review of governance information made publicly available in recommendation 3 above.
- 65 Members are asked to complete a skills audit via Survey Monkey, and it is understood that this is reviewed online in meetings of the Committee when vacancies are discussed. Survey Monkey does have facility to export data to other formats e.g. Excel and it is suggested that it would be helpful to produce a formal record of the skills audit for regular review and to inform discussions.
- 66 The current CUC Code expects that equality of opportunity and diversity is achieved including in relation to the governing body’s own operations and Inclusion and Diversity remains a primary element in the proposed new Code. As with size the OfS expects the diversity of the governing body to be appropriate to its nature, scale and complexity.
- 67 One of the University’s three stated values is that it will ‘Be inclusive’. The Board regularly considers matters related to student and staff diversity and last considered diversity information in relation to its own operation in March 2019. Equality information is collected from governors on appointment as required by the OfS and members commented in the survey that inclusivity and diversity is a strength of Ravensbourne. It is recommended that this information should appear more routinely at meetings of the Nominations Committee.
- 68 A review of papers for meetings of the Committee during 2019 indicate that the main business considered relates to the appointment of Board members. There is no evidence of consideration of policies and processes related to induction, development and annual review of members as required by the ToRs. Whilst members commented both through the anonymous survey and in interview that they were satisfied with induction and development arrangements it is suggested that it would be timely to review these in advance of the forthcoming appointment of new members as referred to in paragraph 44 above.
- 69 In addition to business relating to the appointment of members the ToRs of the Nominations Committee include responsibility for organising reviews of Board effectiveness and overseeing recommendations arising from such reviews. This is an important function of the Committee that might appropriately be reflected in renaming the Committee as the “Governance and Nominations Committee”.
- 70 Responsibilities in this area could also be extended to include oversight of practice against the CUC Code (currently undertaken by the Audit Committee) and monitoring external developments in governance. Consideration might also be given to how committees, including those in the academic governance

structure, adopt an approach of continuous improvement between major external reviews. This might take the form of a self-assessment as was undertaken by the Board in 2017. It might be extended at committee level to include a survey of members, a mapping of business against ToRs and attendance and equality monitoring.

Audit Committee

- 71 The Audit Committee currently comprises four external members out of a possible total of five members provided for in its constitution. It is chaired by an independent Board member; its quorum is three members. There is no cross-representation between the Audit and Finance Committees in line with good practice set out by the CUC in the Handbook for members of Audit Committees (CUC Audit Handbook). The Committee reports annually to the Board summarising its activity for the year and giving the Committee's opinion on the adequacy and effectiveness of the University's arrangements for risk management control and governance, Value for Money and the management and quality assurance of data.
- 72 The Committee has recently increased the number of times it meets from three to four times a year in order to ensure it has sufficient time to allocate to consideration of risk and internal audit reports. As is common in smaller institutions there is no internal audit function, internal audit services are provided externally, currently by KPMG, and external audit services are provided by Buzzacott LLP. The ToRs of the Committee provide for it to meet with the internal and external auditors without management present at least once a year as required by the CUC Audit Handbook. The Committee meets jointly with the Finance Committee in November each year to discuss the draft financial statements.
- 73 The OfS Public Interest Governance Principles require higher education providers to operate comprehensive corporate risk management and control arrangements (including for academic risk). The current CUC Code states that governing bodies need to be assured that there are "effective systems of control and risk management" and this requirement continues in the proposed new Code. The ToRs of the Committee include responsibility for risk management arrangements however responsibility for approving the University's risk appetite currently lies with the Finance Committee. Risk appetite covers more than financial risk and it is recommended that this be reallocated to the Audit Committee on behalf of the Board.
- 74 The OfS require as a condition of registration the provision and publication of 'transparency information' and will monitor the quality, reliability and timeliness of this information. The CUC Code requires that governing bodies get assurance that there are effective arrangements in place for the management and quality assurance of data. The Audit Committee's ToRs include responsibility for data quality and its annual report indicates activity in this area. Transparency information is published externally on the University's website and should be included in the new Governance section referred to in recommendation 3.

- 75 As suggested for the Board in paragraph 49 above the agenda would benefit from having a “Governance and Compliance” section and as recommended in paragraph 37 above an assurance mapping should be introduced. The Audit Committee have previously discussed this and given the increase in regulatory requirements and penalties for not meeting them it is suggested it be revisited.
- 76 The CUC are expected to publish an update to its Audit Handbook during 2020 and the Committee should consider its practice against this code when published.

Finance Committee

- 77 The Finance Committee comprises seven members – five independent Board members and two ex officio staff members. It is chaired by an independent Board member; its quorum is four members. It was commented that the quality of information provided to the Committee had improved over the past couple of years but that there was more that could be done to ensure the Committee was receiving the information needed to enable it to meet its ToRs. The Review Team agrees.
- 78 A clear example of this was observed at the meeting in February 2020 when a paper on commercial activity was submitted providing little financial information and without linking to the University’s financial strategy. There needs to be a step change in financial modelling and analysis to enable monitoring of growth in commercial income, in student numbers and, more pressingly, the fall out of the impact of COVID-19.
- 79 In addition to financial matters the Committee is responsible for the University’s estates strategy and demonstrated an appropriate level of challenge and support in relation to the new building for the Institute of Creativity and Technology. As noted in paragraph 73 above it is recommended that the Finance Committee’s responsibility for risk appetite be reallocated to the Audit Committee.
- 80 The University might consider expanding the remit of the Committee, as is seen elsewhere in the sector, to include HR matters with a focus on policies, strategies and performance relating to staffing and people as well as finance and estates. The Committee might be renamed as a “Finance and Resources” Committee. This is commented further in the section on the HR and Remuneration Committee below.

HR and Remuneration Committee

- 81 The HR and Remuneration Committee comprises six members all of whom are currently external members of the Board. The quorum requirement is four members. As written the constitution would allow for the appointment of a staff or student member of the Board to be appointed to the Committee should it be considered appropriate to do so. Some institutions have made student appointments to their Remuneration Committees on the basis that they have

an interest in knowing how and why their fee income is spent. The University may want to consider this given the trend towards doing so in the sector.

- 82 In accordance with the CUC HE Senior Staff Remuneration Code (CUC Rem Code) the VC is not a member of the Committee although is in attendance to support discussions relating to executive staff, but is not present for consideration of their own remuneration, and the Committee is chaired by a member of the governing body who is not the Chair of the Board. The Committee reports annually to the Board. It is clear from the 2018/19 annual report to the Board that the Committee adopts the CUC Rem Code however this could be written more explicitly into the ToR.
- 83 It is not uncommon for small and specialist institutions to rely on the expertise of governing body members and this is evident in the way that the HR and Remuneration Committee conducts its business. It clearly will not benefit the University to make a recommendation that prevents the executive gaining from expert advice provided by the Governors. However, at the meeting observed as part of this review it was difficult to see what issues of governance were dealt with by the Committee.
- 84 Inclusion of HR matters together with remuneration matters is not uncommon in the sector but it may be worth considering the value or otherwise of this broad remit. HR matters could be delegated to management. An alternative would be to include these issues in a broader “Finance and Resources” Committee as mentioned in paragraph 80 above. In so doing the business considered should relate to policy, strategy and performance.
- 85 Furthermore, the ToRs for the Committee allow the governance/management distinction to be blurred by dealing with the salaries and terms and conditions of all staff who report to the VC and not just those determined to be senior postholders which according to the annual report is the VC, the Clerk to the Board and the Chief Operating Officer. The ToRs should be revised to reflect this.
- 86 The ToRs for the Committee provide for it to consider and review and keep the Board informed in respect of the Whistleblowing Policy. This is a matter for governance and if HR matters are delegated to management it is recommended that this responsibility be incorporated into ToRs for the Audit Committee.

Recommendation 7 - The University should consider a number of changes in practice in respect of the operation of the Board and its committees (as detailed in paragraphs 42 to 86)

Academic Board

- 87 The responsibilities of the Academic Board are set out in the articles of government. The constitution provides for it to comprise no more than 30 members. Formally it is chaired by the VC but since the appointment of the Interim VC it has been chaired initially jointly by the two Pro-Vice-Chancellors

(PVCs) and now by the PVC Academic (Learning & Teaching and Student Experience). In addition to the Chair the membership comprises the Executive Deans of the Schools, the Programme Directors, the President and Vice-Presidents of the RSU, four members representing academic fields of study, one member of administrative and support staff, two co-opted members with experience of the provision of education and such other co-opted members as are necessary to conduct its business. At the time of the review there were 24 members.

- 88 There appears to be no quorum specified for the Academic Board. It is likely that one has been specified in the past but the current secretary to the Academic Board was not aware of what it was confirming our observation that it is not actively monitored. In order for decisions and recommendations of the Academic Board to be legitimate its meetings must be quorate and it is recommended that a Rule and Bye Law setting out its ToRs, composition, quorum and frequency of meetings is produced for the Academic Board alongside those in place for the Board's Committees given its status in the Articles and Instrument of government.
- 89 It was observed that the Academic Board itself was effectively chaired and dealt with its business efficiently. Meetings however have not been attended by the Interim VC and only by a few other senior officers. This is considerably out of line with sector practice. It creates the potential for a serious disconnect in deliberations over University policy, as evidenced in a discussion about staff absence, and gives the impression that academic governance is not taken seriously by the senior executives. As noted in paragraph 19 a formal report should be made by the Academic Board to the Board of Governors.
- 90 There was no student attendance at the meeting which some suggested was due to the recent holding of elections for new officers. It needs to be ascertained why students and other members do not attend Academic Board on a regular basis. As already noted in recommendation 5 above student engagement in governance is a requirement of the OfS public interest principles. Lack of attendance by any member gives the impression that academic governance is not taken seriously. This impression was reinforced amongst the Review Team by there being only one response received to the online survey of Academic Board members.
- 91 The OfS Public Interest Governance Principles include Academic Freedom and Freedom of Speech. The CUC Code states that governing bodies must understand and respect the principle of academic freedom. The Board is required to have regard to academic freedom in the Articles of Government (9.2) and a Code of Practice on Freedom of Speech and Academic Freedom entitled the 'Prevent Code of Practice' is in place however it is not publicly available and it is recommended it should be as part of the work to review the governance information publicly available (see recommendation 3 above). Given the responsibilities and accountabilities of the Board in relation to academic freedom and freedom of speech it is also recommended that this Code of Practice is reviewed and approved annually by the Board.

Academic Board sub-structure

- 92 The Review Team were limited in their ability to conduct a more comprehensive assessment of the effectiveness of academic governance by the limited and late provision of information on the Academic Board and its sub-structure. Observations of sub-structure meetings including of the Research Committee and Boards of Studies could not take place as the meetings had already been held. The need for the University to review the resources allocated to governance activities including academic governance has been commented on in the section on governance support above.
- 93 The Review Team did note the reform of the Academic Governance sub-structure undertaken in October 2019 which saw the abolition of the Portfolio Development Group, the Quality Development Committee (QDC) and the Learning, Curriculum and Student Experience Committee with their responsibilities being assumed by the Academic Board. It is perhaps too early to comment whether there has been any unintended consequence of this reform as the new structure has not yet been in place for a complete year. However, the Review Team agree with the findings of an internal audit of academic governance undertaken by KPMG that there is a risk that academic quality and standards might be compromised by this change which appeared to be driven largely by a need to improve efficiency in academic governance operations. The Review Team further agrees that an internal review should be conducted of the new academic governance sub-structure arrangements at the end of the year for report to the Academic Board. The scheme of delegation set out in Rules and Bye Laws also needs updating to reflect the changes that have been made.

Recommendation 8 – The University should further review the Academic Board sub-structure

Conclusion

- 94 It is determined that Ravensbourne University's corporate governance arrangements are effective but could be strengthened to improve their contribution to the University's performance into the future and to ensure it continues to meet the ongoing condition of registration with the OfS to have in place 'adequate and effective' governance arrangements. The Review Team is less confident in the effectiveness of academic governance arrangements.
- 95 The implementation of the recommendations in the report will have resource implications. As has been noted a review of the CUC HE Code of Governance and the CUC Audit Handbook are currently underway with revised versions expected to be available during 2020. The Board of Governors should consider whether any further changes in practice are needed when these revised Codes are published.

Jim Benson
Dawn Turpin
April 2020

Appendix A Review Participants and Document Review

Review Participants

Andrew Summers, Chair Board of Governors

Marta Phillips, Chair Audit Committee

Jo Stimpson, Chair Finance Committee

Nathan Donaldson, Chair HR & Remuneration Committee

Professor Helen Higson, co-opted member Board of Governors

Andy Cook, Chief Operating Officer and Interim Vice-Chancellor

Brian Duncan, Director of Finance

John O'Boyle, Director of Compliance

Professor Lawrence Zeegen, PVC Research, Innovation and Enterprise

Dr Gary Pritchard, PVC Academic (Learning & Teaching and Student Experience)

Louise Prideaux, Academic Board member of the Board of Governors (outgoing)

Katie Germer, Clerk to the Board

Paul Jeffery, Quality Officer

Document Review

- Board of Governors agendas, papers and minutes
- Nominations, Audit, Finance and HR & Remuneration Committee agendas, papers and minutes
- Joint Board / Academic Board agendas, papers and minutes
- Academic Board, Research Committee and Board of Studies minutes
- Annual Report and Accounts for 2018-19 and 2019-20
- information given to governors on appointment
- OfS management and governance self-assessment
- Rules and Bye laws
- Relationship Agreement and MoU between the University and the RSU
- Anti-bribery, Data Protection and Whistleblowing policies
- Code of Practice on Freedom of Speech and Academic Freedom

Appendix B About AUA Consulting

This report has been produced by AUA Consulting, a service for higher education provided by the Association of University Administrators (AUA).

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