Governance Review

De Montfort University
March 2025

Contents

Executive Summary

1. The 2024/25 independent governance review of De Montfort University ('DMU', 'the University') provides an assessment of the governance structures, processes, and culture. The review highlights areas of strength, while also identifying key opportunities for positive change to continue to enhance effectiveness, transparency, and inclusivity in governance.

2. In our opinion, the governance review of DMU reveals overall, that there are predominately 'good' to 'leading edge' practices. This is a strong outcome and we believe that DMU is a well-governed institution with dedicated and experienced members of the Board of Governors (Board) and Executive. These governance practice descriptors are explained more fully in the Governance Maturity Framework in **Appendix 1**. We believe that DMU is compliant with the Committee of University Chairs' (CUC) Code. One area we would suggest that the University revisits is whether to appoint a Senior Independent Governor (SIG) as it is no longer a 'novel' role, and more institutions are creating this position to strengthen governance.

3. By implementing our recommendations, we believe that DMU can progress further towards 'leading edge' in the short to medium term.

4. In the following report, we have set out **11 commendations (C)**, **11 recommendations (R)** and **8 suggestions (S)**. These are noted throughout and summarised in tables at the end of the report. We also have identified **3 high-value recommendations (HVR)** that we believe will have the highest-value impact on your governance and reflect your desire to have leading edge governance - they are not indicative of urgent risks or governance failures.

5. The report presents recommendations intended to enhance DMU's governance structures, processes, and culture. The number of recommendations and suggestions should not be interpreted as a sign of significant governance deficiencies. Rather, they reflect a proactive response to your commitment to continually strengthening governance. These recommendations are designed to help DMU operate efficiently, collaboratively, and proactively without adding unnecessary complexity or burden, and to make the most of the resources available.

6. The recommendations are not intended to be prescriptive, nor do they require a single uniform approach. Rather, they are offered as a range of options for consideration, enabling DMU to determine which actions are most appropriate and feasible to take forward based on strategic priorities, risk appetite, and institutional context.

7. Halpin has been impressed by governance at DMU, and the review team found many examples of good practice, which we have noted throughout the report. These include the following activities which we would particularly like to **commend**:

- When changes to the University are being discussed by the Board, questions are asked with stakeholder experiences in mind.
- The cross-membership between the two bodies, with a Board of Governors member attending Academic Board meetings as an observer.
- Joint meetings between the Academic Board and the Board of Governors which provide valuable opportunities for engagement, fostering a greater understanding of academic quality, standards, and institutional priorities.
- The annual review of key governance documents, including the Scheme of Delegation, Standing Orders, and the Instrument and Articles of Government. Regular reviews ensure that governance structures remain aligned with sector best practice and responsive to the evolving needs of the University.
- By clearly outlining how each requirement against the CUC Higher Education Code (2020) is met, supported by evidence, and making this information publicly available, DMU demonstrates a high level of transparency and accountability.

- The Vice-Chancellor's report is highly comprehensive, covering sector-wide developments, stakeholder engagement updates, and strategic priorities for DMU.

8. Independent governance reviews are crucial for institutions like DMU, as they promote continuous improvement and adherence to best practices. These reviews offer an objective evaluation, highlighting strengths and identifying areas for improvement, ensuring that governance remains both dynamic and effective. This is particularly vital in this time of considerable challenge for institutions across the entire HE sector.

9. DMU has made substantial progress in continuously strengthening its governance, building on previous assessments and regulatory requirements. The Board provides strategic oversight and there is a well-structured committee system ensuring financial, academic, and risk accountability. The University's commitment to transparency, risk management, and stakeholder engagement is evident, but there are areas for enhancement. This includes refining strategic discussions, streamlining risk management reporting, and strengthening stakeholder engagement. Addressing these will ensure governance remains effective in an evolving higher education landscape.

10. In addition to publishing the report we would recommend sharing findings with staff and wider stakeholders at the University. Transparency around the review's outcomes and sharing actions and next steps will not only build further trust within the University community, but it underscores an ongoing commitment to accountability and improvement. Sharing the review findings will allow all members of the institution to understand current governance, the rationale behind proposed changes, and the collaborative path forward.

11. We would invite the Board to consider the whole report and decide how it wishes to take our recommendations and suggestions forward. We advise that a working group is established to take forward the review and that the group reports on progress to the Board. Joint membership of the working group from across the Board and Academic Board could be considered. Alternatively, this work could be placed with a Board committee to take this work forward and reporting back to the full Board.

12. We thank everyone at DMU who participated in the governance effectiveness review. Their dedication to the University and the communities they serve was demonstrated throughout the review process.

Introduction & Methodology

13. The UK higher education sector is experiencing unprecedented pressures and challenges, creating a climate of heightened uncertainty for institutions. Macroeconomic instability, geopolitical tensions, and an evolving regulatory landscape are reshaping the sector, demanding that universities adapt swiftly to remain sustainable and competitive. At the same time, future-proofing institutional sustainability must be balanced with safeguarding the student experience, ensuring that academic quality, student support, and campus life do not deteriorate amid financial and operational constraints.

14. In addition to these external pressures, universities are contending with sector-specific challenges that further complicate strategic decision making. These include ongoing industrial relations issues, increasing government intervention, international student number volatility, and the real-term decline in undergraduate tuition fees, which has significantly impacted university finances. Taken together, these challenges present complex governance considerations, requiring strong, informed, and agile decision making at the Board level.

15. Against this backdrop, effective university governance has never been more critical. Strong governance provides stability, strategic foresight, and the ability to navigate uncertainty with confidence. Recognising the importance of continuous improvement, DMU engaged Halpin Partnership to undertake an independent review of its governance structures, processes, and policies. This review seeks to identify opportunities for enhancement, ensuring that DMU's governance remains resilient, responsive, and fit for purpose in an increasingly complex operating environment.

16. An initial scoping meeting between DMU and Halpin on 21 November 2024 considered the extent of the review, including lines of enquiry, timescales and staging points. The focus of the review was agreed with the Steering Group (see below), which included the following members drawn from the Board and University staff, alongside members of the Halpin review team:

    Steering Group

    - Ian Squires, Chair of the Board
    - Paul Woodgates, Deputy Chair of the Board and Chair of the Finance & Performance Committee
    - Peter Tansley, Chair of the Audit and Risk Committee
    - Sardip Sandhu, Independent Governor
    - Buddy Penfold, Staff Governor
    - Komal Shahzadi, Student Governor
    - Katie Normington, Vice-Chancellor
    - Nikki Pierce, Registrar (Academic) and Secretary to the Board
    - Susie Hills, Project Director
    - Osaro Otobo, Lead Consultant
    - Beth Adams, Project Manager

17. The lines of enquiry for the review were agreed as follows:

    i.   Are the existing governance structures (i.e. committees), processes, and internal effectiveness reviews fit for purpose and supporting continuous improvement?
    ii.   How effectively does the governance structure balance strategic oversight with operational management, and how well does it contribute to strategic planning and performance monitoring?
    iii. What is the culture of governance, including the dynamics within the Board and between the Board and Executive Team? To what extent does a culture of transparency and openness exist?

iv. Are stakeholder views sought, heard, understood and effectively considered throughout the governance process? How present are student and staff voices in the decision making?

v. How well is the Board equipped to respond to changes in the external environment?

vi. How well does the Board's composition align with the University's strategic needs, ensuring the right balance of diversity, skills, and expertise?

vii. Where does DMU sit on Halpin's governance maturity framework? What improvements should be made as a priority?

17. The Halpin review team (biographies are included in **Appendix 3**) followed the following methodology:

- Scoping meeting with the Steering Group.
- Desk review of governance documents and papers.
- Governance Maturity Self-Assessment Survey by the Board (16 responses – see **Appendix 1**).
- Interviews with members of the Board, Secretariat, and Executive (20 individual interviews – see **Appendix 2**).
- Observation of the Board of Governors, Academic Board, Audit and Risk, Finance and Performance Committee and People and Culture Committee (see **Appendix 2**).

18. The Halpin team considered DMU's practices against the CUC's Higher Education Code of Governance Code (2020) and other relevant governance codes, as well as Halpin's Governance Maturity Framework (**Appendix 1**). We have noted our findings in relevant sections and in the Conclusion.

19. Please note that our findings, recommendations and assessment against the maturity framework is influenced by the desk review, observations and interviews.

20. We would like to extend our sincere thanks to all those involved in the review for sharing their knowledge and insights, and for the fulsome support of the DMU Steering Group throughout.

Strategy, Risk & Resilience

Strategy

21. DMU has a well-defined strategic plan supported by a robust governance structure that ensures alignment between institutional priorities and decision making. The strategy is structured around eight key themes:

- Digital Transformation
- Empowering People
- Equality for All
- Financial Strength
- Knowledge Creation
- Learning for Life
- Partnerships with Purpose
- Sustainability and the SDGs

22. These themes are embedded in governance processes, with committee oversight ensuring that each area undergoes detailed scrutiny before key issues reach the Board of Governors. This layered approach enables committees to conduct deep dives, alleviating pressure on the Board's schedule and allowing governors to focus on high-level strategic discussions.

23. Strategic performance is systematically monitored through strategic performance reports, which track progress against all strategic Key Performance Targets (KPTs). The Board of Governors receives a high-level overview, while committees like the Finance and Performance Committee (FPC) and the People and Culture Committee (PCC) undertake more granular reviews of KPTs relevant to their remits. This structured approach ensures that performance evaluation is both comprehensive and targeted.

24. To maintain a strategic focus, board agendas include a dedicated section for 'strategic items,' which guarantees that long-term institutional priorities remain central to discussions. Some examples from the past year include: financial sustainability, the future strategic direction of the University, future developments to the University's estate, student recruitment and marketing, and strategic transnational education partnerships.

25. Additionally, annual Board away days provide an opportunity for governors to engage in in-depth strategic dialogue, fostering collaboration and forward-thinking governance.

26. There is an opportunity to further support the forward-looking discussions had at Board. The review indicated that some items in the 'strategic matters' section of agendas were updates on ongoing work, sometimes delivered via presentations by staff that could have been provided in advance as pre-reading materials in papers. If it could be provided in advance, it could build on the time available for critical analysis, debate, and decision making.

27. To enhance strategic engagement, we present the following **recommendations** for your consideration**:**

- The Board could create more time for dedicated sessions for future-focused discussions, separate from performance updates. These could take the form of structured deep-dive discussions either as a fixed agenda item within Board meetings or as stand-alone pre-Board strategic sessions.
- Board packs should be optimised to ensure that updates are concise and allow governors to come prepared with targeted questions, facilitating more space for a more dynamic and informed discussion.
- Consider having two away day sessions every year. This is another way to help with increasing space for strategic discussions as well as relationship building.

- Currently DMU has a heading in the report template entitled 'Strategic context' where authors are asked to indicate how their paper relates to the University's strategy. However, we suggest considering implementing cover papers that clearly indicate on the first page an accessible summary of the key points of the paper, including the specific aspect of the strategy to which the item is related. This will further assist governors in understanding how they influence the strategic direction and will provide paper authors with a prompt to ensure clarity on how their contributions advance the strategy. **(R1)**

28. Further suggestions on cover papers are detailed in the 'Board papers and platforms' subsection of this report.

Risks

29. Effective risk management is essential for DMU's ability to navigate an increasingly complex and unpredictable higher education landscape. The University operates within a dynamic environment shaped by financial pressures, regulatory changes, student recruitment challenges, and technological advancements. In this context, the Board has established a comprehensive risk management framework, ensuring that strategic risks across all University functions are systematically identified, monitored, and mitigated.

30. Across the past year, the Board has had multiple discussions focused around the University's strategic approach to risk, including in relation to financial sustainability, the future strategic direction of the University, future developments to the University's estate, student recruitment, data, partnerships (e.g. DMU Dubai), and regulatory compliance.

31. DMU has a formalised risk management policy, with the Audit and Risk Committee (ARC) playing a pivotal oversight role. The committee provides critical assurance on the institution's risk exposure, governance controls, and financial sustainability. The annual Corporate Governance report and the Performance Management of the Strategic Plan audit report (that was presented to the Board on a one-off basis), have helped serve as key mechanisms for ensuring that governance structures and strategic planning processes remain fit for purpose.

32. The ARC submits an annual report to the Board, providing its independent assessment of the adequacy and effectiveness of the University's risk management arrangements. This report evaluates:

- The University's overall risk management framework, including its ability to identify, assess, and respond to emerging risks.
- The efficiency, effectiveness, and sustainability of institutional operations, ensuring that financial and strategic decisions align with value-for-money principles.
- The quality and reliability of data submitted to regulatory bodies, reinforcing the University's compliance with external requirements.

33. The Board appropriately relies on the ARC to conduct in-depth risk assessments and provide assurance that institutional risks are being effectively managed. The committee's work is rigorous and comprehensive, ensuring that governance structures remain responsive to emerging threats and challenges.

34. There are opportunities to further build on the strength of risk governance, particularly by streamlining risk reporting, improving risk prioritisation at committee level, and ensuring that the Board's discussions focus on the most significant strategic risks rather than operational concerns. Later in this report, we outline specific opportunities within the ARC's risk management processes, along with recommendations for increasing Board engagement with institutional risk.

35. At Board level, there is an opportunity to further enhance governors' direct engagement with risk discussions. While the ARC plays a crucial role in conducting detailed risk assessments, the full Board could have greater knowledge, visibility and active involvement in discussions on a smaller

number of the most pressing strategic risks facing the University, in addition to the work already done.

36. To achieve this, we **suggest** that the Board incorporates focused risk discussions into each meeting agenda (and away day agenda), selecting one high-priority risk for strategic deliberation **(S1)**. This approach would further increase Board awareness and ownership of key risks, ensuring all governors are well informed about the challenges facing the University. This approach will ensure the top risks are covered over the course of a year cycle and helps the Board better understand that they are carrying out that duty.

Resilience and future-proofing the Board

37. The UK higher education sector is undergoing profound change, driven by financial pressures, regulatory shifts, and evolving student expectations. University boards must proactively navigate these complexities, ensuring long-term sustainability and institutional resilience. A future-proof board is one that anticipates challenges, embraces innovation, and fosters strategic adaptability while maintaining robust governance structures and accountability.

38. A future-proof board must deeply understand external pressures and shape institutional strategies proactively. To achieve this, boards must demonstrate key attributes that enable them to govern effectively in a rapidly changing environment.

39. The following are key attributes of a future-proof board:

- **Strategic foresight**: Boards must firmly move beyond operational matters and actively engage in strategic foresight to ensure they are future-ready. This involves horizon scanning of sector trends, regulatory developments, and technological advancements. Universities should engage in scenario planning exercises to test resilience against different future possibilities, and external experts should be brought in to provide insights into economic, demographic, and policy shifts. At DMU, strategic foresight is embedded in governance through dedicated strategic items on Board agendas and annual Board away days. While these are effective practices, as mentioned earlier in this report, there is scope to strengthen them by ensuring that pre-meeting materials provide deeper strategic analysis, allowing for more time in meetings to explore future risks and opportunities rather than reviewing past performance.

- **Financial resilience and sustainability**: a financially sustainable university must diversify income streams and manage financial risk effectively. Boards should require strong financial modelling to stress-test institutional resilience. Diversification strategies – such as international partnerships and commercial ventures – are essential for strengthening financial health. Additionally, cost-saving initiatives should be rigorously monitored to ensure efficiency without compromising academic quality, as well as student and staff experience. At DMU, the FPC plays a critical role in financial oversight, and the Board ensures strong financial oversight through regular updates, such as on finance reports and the Dubai campus venture. We have observed that when changes to the University are being discussed, questions at Board are asked with stakeholder experiences in mind – we **commend** this practice **(C1)**.

- **Agility and adaptability**: in an era of rapid change, rigid governance structures can hinder responsiveness. Boards must regularly review governance processes to ensure they facilitate quick and informed decision making. Executive teams should be empowered to respond dynamically to emerging opportunities and risks, supported by a culture of innovation and calculated risk-taking. DMU has established mechanisms for ongoing governance evaluation, including committee and board self-assessments, and appraisals of Board members. Additionally, the strong relationship between the Board and the Executive allows for open dialogue and quick decision making outside formal meetings when necessary. These are clear strengths, but maintaining a balance between agility and accountability remains crucial. Being proactive in the area of risk is key to being an agile board and our recommendations on supporting the Board in this area should help further strengthen confidence in this area.

- **Stakeholder-centric approach**: a future-proof board must actively engage with students, staff, employers, and the wider community. Establishing structured mechanisms for incorporating stakeholder feedback ensures governance decisions are informed by real experiences and concerns. At DMU, there is limited engagement between governors and stakeholders, beyond those who are members of the Board or are on committees. While the inclusion of student and staff representatives in governance structures is good practice, more structured engagement is an opportunity to build on that and ensure wider stakeholder voices are heard. Later in this report in the 'Stakeholder Engagement' section, we provide recommendations to strengthen this area.

- **Technological and digital readiness**: universities must leverage digital transformation to remain competitive. Boards must also encourage innovation in emerging fields such as AI and climate science to ensure that institutions remain at the forefront of global research and technological advancements. At DMU, digital transformation is a strategic priority, as seen in the FPC discussions, Board agenda items, and the Digital Transformation strategy theme. These governance structures ensure that technology remains a key focus at DMU. DMU recognises the importance of AI – and the Board has discussed the development and deployment of GenAI at DMU (February 2024). The Board discusses the University's approach to sustainability, including climate change, as part of its oversight of the 'Sustainability and the SDGs' cross-cutting theme of the University's strategy. The Board has also welcomed the University's recent achievements in this area, including being made a UN Academic Impact Hub for Sustainable Cities and Communities, and being ranked the second most environmentally friendly university in the UK by People and Planet.

Decision making

40. DMU has established transparent, well-structured, decision-making processes, supported by a clear Scheme of Delegation that defines responsibilities and ensures accountability at all levels of governance. The Board operates in an inclusive and balanced manner, fostering a culture where all voices are heard, preventing meetings from being dominated by a select few. This openness and trust among governors create an environment in which constructive challenge and diverse perspectives contribute to robust, well-informed decision making.

41. There are opportunities to enhance efficiency and effectiveness by refining how information is presented and considered at Board meetings. Board papers (and any other pre-meeting materials) should incorporate deeper strategic analysis, enabling governors to arrive better prepared to engage in critical thinking and scenario planning. The quality of papers should also be improved, ensuring they contain clearer executive summaries, key takeaways, and a well-defined decision-making framework. These refinements would allow the Board to dedicate more time to evaluating risks, exploring strategic opportunities, and shaping the University's long-term direction.

42. Some governors have raised concerns that key items are sometimes presented to the Board as finalised proposals, limiting opportunities for early input, collaboration, and strategic guidance. While it is understood that much of the detailed discussion and refinement occurs at the committee level, there is an opportunity to provide greater transparency around this process.

43. Further use of a structured 'two bites of the cherry' approach could help address these concerns, ensuring that governors have multiple opportunities to contribute to key strategic discussions before final decisions are made. Some institutions would use the 'green paper' then 'white paper' political analogy. We note that DMU has demonstrated good practice by using this approach at times and here are a few examples: the development of the University's strategy; the University's medium-term financial planning; the campus in Dubai; the new Estates masterplan; and a recent significant capital project focused on renewable energy.

44. Under this model, significant (and potentially contentious) proposals should be presented in two stages. The first stage should introduce key topics at an early developmental phase, inviting

governors to provide strategic input, challenge, and feedback before any formal recommendation is made. The second stage would then bring the refined and completed proposal back to the Board for final approval, with clear articulation of how prior discussions have influenced the final decision. While much of this early-stage input may take place within committees or in discussions with committee chairs, being explicit about this two-step process ensures greater clarity, transparency, and inclusivity. It especially helps governors who may miss out on committee discussions who are not members of the relevant committee at which the paper was discussed initially.

45. We note that it would not be possible to do this for every paper that goes to Board and we would not encourage that practice. Instead, we would like to provide encouragement to continue to keep this approach in mind during agenda setting for the Board.

46. DMU's current paper template does include a 'Consultation' heading which traces the journey of an item through its development, including outlining who has contributed to the paper and where it, or a version of it, has been previously.

47. To further reinforce effective decision making and transparency, we **suggest** that if a cover paper is implemented that it clearly maps out the journey of agenda items through the governance structure. This should include a summary of where prior discussions have taken place, which committees or stakeholders have been consulted, and the stage at which the Board is being asked to engage **(S2)**. It allows governors to see this important information straight away on the first page of an item.

Academic assurance

48. The governance relationship between Academic Board and the Board of Governors is well-established, providing a clear structure for academic oversight and assurance. The mechanisms in place ensure that academic matters are formally reported, reviewed, and considered at the highest levels of governance. The Academic Board submits minutes and reports to the Board of Governors, ensuring that key academic issues remain visible and that governors are kept informed of developments in teaching, learning, and research.

49. There is cross-membership between the two bodies, with a Board of Governors member attending Academic Board meetings as an observer – we **commend** this practice **(C2)**. This arrangement helps to bridge the gap between strategic governance and academic leadership, ensuring that governors have insight into the discussions taking place at Academic Board. Additionally, joint meetings between the Academic Board and the Board of Governors provide valuable opportunities for engagement, fostering a greater understanding of academic quality, standards, and institutional priorities. This is another area we **commend (C3)**. Further information that is given to Board includes: verbal updates from governors who sit on Academic Board, Academic Board's annual report and plan, assurance around academic quality, and the Learning for Life implementation plan.

50. The Board of Governors demonstrates a strong commitment to academic quality and strategic oversight, ensuring that educational outcomes align with the University's mission, values, and long-term objectives. The Board plays a key role in maintaining academic standards, providing structured oversight of quality assurance processes and institutional performance in learning and teaching. A core element of this oversight is the Annual Academic Quality Report, which is reviewed by the Board. This report serves as a critical mechanism for assurance, offering a comprehensive evaluation of academic quality-related activities undertaken in the previous academic year. Its primary function is to ensure that the Board remains well-informed about the University's academic standards, enhancement initiatives, and areas for continuous improvement. In 2024, the format of the report was revised to align with the newly introduced Annual Enhancement Review process, reflecting a more integrated and forward-looking approach to academic assurance. This revision strengthens the University's ability to evaluate academic performance holistically, ensuring that enhancements in learning, teaching, and student outcomes are systematically reviewed and embedded.

51. Additionally, the ARC receives a report on the University's academic assurance processes, reinforcing accountability and oversight at multiple governance levels. This layered approach to academic governance ensures that DMU's quality assurance mechanisms remain rigorous, transparent, and are continuously evolving in response to sector expectations and student needs.

52. Discussions on key strategic academic matters, such as the Learning for Life strategy, allow governors to engage in discussions about teaching, learning, and student experience. Some governors have also participated in academic-related activities, offering them a first-hand perspective on the delivery of teaching and learning across the University.

53. While the governance structures in place are strong, there are opportunities to further enhance the level of engagement and scrutiny applied to academic assurance.

54. A challenge is that Academic Board minutes are 'taken as read' and 'for noting' rather than actively reviewed by governors. Some governors have acknowledged that they do not consistently read Academic Board minutes in detail.

55. The annual joint meeting between the Academic Board and the Board of Governors provides an important forum for discussion, but in the most recent cycle, it was unfortunately cut short due to the main Board meeting overrunning. To ensure that this meeting achieves its intended impact, consideration should be given to extending it to a longer session (e.g. 2 hours), allowing for a more substantive discussion on academic strategy, risks, and assurance mechanisms.

56. To further enhance engagement, all Board members should have the opportunity to observe an Academic Board meeting as part of their induction and ongoing development. While it is best practice to have a Board member attending Academic Board, a broader understanding of academic governance would be gained if all governors attended at least one Academic Board meeting within their first 12 to 18 months as part as an extended induction programme. This would provide them with direct exposure to academic discussions, challenges, and priorities, strengthening their ability to provide meaningful oversight and assurance.

57. Additionally, introducing an annual academic assurance report would serve as a valuable tool to summarise the ways in which academic assurance has been provided through Board and committee papers throughout the year. This report would act as a reference document for governors, clearly mapping out how academic risks, performance, and quality measures have been scrutinised by them across governance structures. This approach, which is used effectively in other institutions, helps gives confidence to governors and reminds them exactly how they have been assured. This could be a separate report or included as part of the Annual Academic Quality Report.

58. We **recommend** the following to strengthen academic assurance – we present this as **a high-value recommendation (HVR1)**:

- Increase active engagement with Academic Board matters:
  o Ensure Academic Board discussions are actively reviewed rather than taken as read.
  o Encourage governors to read Academic Board minutes in detail to enhance scrutiny and challenge.
- Extend the annual joint meeting with Academic Board:
  o Increase the meeting duration to two hours to allow for more substantive discussions on academic strategy, risks, and assurance.
- Improve governor induction and development on academic governance:
  o Introduce Academic Board meeting observations as part of new governor induction and ongoing development.
  o Plan to have all governors attend at least one Academic Board meeting within their first 12 to 18 months.
- Implement an annual academic assurance report:

- o Develop a paper summarising all sources of academic assurance the Board received that year, including the name of the papers and when they were received.
- o Clearly outline key assurance areas, related reports, responsible committees, and Board reporting timelines.

Governance Structures

59. DMU operates within a well-defined and structured governance, as outlined in its Instrument and Articles of Government. The Board of Governors is responsible for ensuring strategic oversight, financial stewardship, and institutional accountability, supported by five key committees that provide deeper scrutiny and expertise in specific areas. The governance framework is designed to enable effective decision making, compliance with regulatory requirements, and strategic leadership.

60. A **commendable** aspect of DMU's governance practice is its annual review of key governance documents, including the Scheme of Delegation, Standing Orders, and the Instrument and Articles of Government **(C4)**. Regular reviews ensure that governance structures remain aligned with sector best practice and responsive to the evolving needs of the University.

61. Another **commendable** strength is DMU's self-assessment against the CUC Higher Education Code **(C5)**, which is publicly available online. This proactive approach to governance transparency not only confirms DMU's compliance with sector best practices but also reinforces its commitment to accountability and continuous improvement. By openly demonstrating adherence to the CUC Code, DMU ensures that stakeholders, including regulators, students, and staff, can clearly see how governance standards are upheld and monitored. This level of openness and public accountability reflects sector-leading governance practice, enhancing trust in the University's leadership and decision-making processes.

Key governance documents

Instruments and Articles of Government

62. The Instrument and Articles of Government provide the statutory framework within which the Board of Governors operates, outlining roles, responsibilities, and delegated authorities. This document ensures that the Board maintains appropriate oversight of institutional affairs, financial management, and senior leadership appointments, aligning with best practices across the higher education sector.

63. The Articles define delegated authority, ensuring that strategic governance remains Board-led, while the Vice-Chancellor and Executive are empowered to manage day-to-day operational matters.

64. The Articles also provide appropriate recognition of the Students' Union, requiring its constitution to be approved by the Board. This oversight ensures that student representation remains aligned with the University's mission, values, and governance principles.

Scheme of Delegation

65. The Scheme of Delegation is a critical governance document that records decision-making authority across the University, ensuring that responsibilities are clearly assigned and understood. It provides a framework for delegation, defining which decisions are retained by the Board of Governors and which are delegated to the Vice-Chancellor, Executive, and committees.

66. Regular annual reviews of the Scheme of Delegation are a best practice approach, ensuring that decision-making structures remain appropriate and aligned with strategic objectives.

Standing Orders

67. The Standing Orders serve as a supplementary governance framework, detailing the operating procedures, responsibilities, and powers of the Board of Governors and its committees. These

rules provide essential guidance on meeting protocols, committee functions, and governance conduct, ensuring consistency, accountability, and regulatory compliance.

68. *DMU follows sector-leading practice by reviewing Standing Orders annually, ensuring that governance processes remain aligned with evolving legal, regulatory, and strategic requirements.*

Roles and responsibilities

69. DMU maintains comprehensive governance documentation, ensuring clarity on roles and responsibilities across its governance structures. These documents define the duties of the Board, its committees, and senior leadership, ensuring that accountability and oversight remain robust. In practice, we have observed a that there is a good understanding of roles.

Board size and membership

70. DMU states that "the board should be comprised of no fewer than 12, and no more than 23". DMU's Board of Governors currently comprises 20[1] members, in line with the sector average of 20 members for UK university boards. While this size provides broad expertise and strong committee coverage, it can present challenges in ensuring effective decision making, engagement, and strategic focus.

71. A key strength of DMU's Board is the diversity of experience and perspectives it brings to governance. The size also allows for sufficient distribution of workloads and quoracy across its five key committees, ensuring that matters related to audit and risk, finance and performance, people and culture, nominations, and remuneration are given dedicated attention and expertise. The presence of staff and student governors further strengthens inclusivity and ensures that Board discussions remain connected to the experiences of the University community.

72. Elsewhere, boards of this size can sometimes be less agile, as discussions take longer, and it can be challenging to ensure that all voices are equally heard. A Board of this size requires careful agenda structuring and strong chairing to ensure that discussions remain focused and effective. This was not an issue observed at the Board meeting in November – the meeting was chaired effectively, and many voices were sought out. Also, appraisal of governors is conducted and allows a space to assess participation levels to ensure that all governors are actively contributing to discussions and decision making.

73. There is also a risk that engagement levels vary among members, which may be harder to spot sometimes in a large board, leading to an over-reliance on certain individuals to drive discussions and decision making. It is not a major area for concern at this point in time, but this is something of which some members were mindful and was fed back through our consultation process.

74. To optimise the effectiveness of a 20-member Board, DMU should consider introducing the earlier recommendations around supporting strategic discussions. This would allow governors to engage in deeper discussions on specific issues before coming together to make collective decisions.

75. Over the longer term, DMU may wish to review whether a phased reduction in Board size would improve efficiency and agility without compromising diversity and expertise. Any reduction should be managed carefully, ensuring that key areas such as financial oversight, risk management, digital transformation, and student experience remain well represented. We don't recommend this at this time, given challenges currently faced by sector, workload for Boards is high, and a diversity of voices and experience is vital at this time.

76. Finally, to enhance Board effectiveness, DMU should continue to strengthen governor induction processes, ensuring that all members have a clear understanding of their strategic role and responsibilities. We **recommend** reinforcing the distinction between Board and committee

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[1] 19 governors with 1 governor apprentice, not including the 2 co-opted committee members.

responsibilities through implementing a committee induction, to ensure that full Board meetings remain focused on strategic oversight, while committees continue to undertake more detailed scrutiny **(R2).**

Senior Independent Governor

77. The CUC Higher Education Code of Governance (2020) introduced, for the first time, a requirement for governing bodies to evaluate the potential benefits of appointing a Senior Independent Governor (SIG). While the Code does not mandate the creation of this role, it does require institutions to formally assess its necessity and provide a rationale for their decision.

78. At DMU, we note that there is currently no appointed SIG. The Board previously considered this matter as part of its 2019 Governance Effectiveness Review and determined not to pursue the appointment at that time, stating that the role was still novel within the higher education sector. Instead, the Board resolved to await further sector guidance before reconsidering the issue. However, in the years since, the role has become widely recognised as best practice across multiple sectors, including higher education, corporate governance, and public sector institutions. Many universities have since adopted the role, acknowledging its value in enhancing governance transparency, providing independent leadership, and acting as a point of contact for governors and stakeholders outside of the formal governance structure.

79. At present, DMU's Deputy Chair may undertake certain SIG duties. However, sector best practice strongly indicates that the SIG and Deputy Chair roles should remain distinct, ensuring clear governance separation and independent oversight. The appendices 4 and 5 provide further detail on the role, including an example role outline which clearly differentiates between the responsibilities of the SIG and the Deputy Chair.

80. Given that the Board has previously engaged in discussions on this matter, we **recommend** that DMU formally revisits its position on appointing a SIG, considering current sector best practice and institutional governance needs – **this is a high-value recommendation (HVR2)**. This review should involve a structured evaluation of the role's potential benefits, particularly in relation to Board effectiveness and governance independence. Should the decision be made not to proceed with the appointment, it is crucial that the rationale for this choice is clearly documented and recorded, ensuring transparency and accountability in governance decision making.

81. Many institutions include a statement in the Governance Section of their Annual Report and Accounts affirming their compliance with the CUC Higher Education Code of Governance, while also outlining any areas where they deviate from the Code and providing a rationale. For example, institutions that have chosen not to appoint a SIG typically explain their reasoning within this section. At present, DMU does not explicitly state its compliance status in this way. Later in the 'Audits and Self-Assessment' section, we expand on this point further, outlining how greater transparency in governance reporting could align DMU with sector best practice.

Board committee structure

82. Our review finds that DMU's current committee structure is well-designed and fit for purpose, ensuring that all key areas of governance oversight are effectively covered. Each committee operates with a clearly defined remit, aligned with best practices in higher education governance. The committee structure ensures that strategic, financial, operational, and people-related matters are appropriately scrutinised, allowing the Board of Governors to focus on high-level decision making while delegating detailed oversight to expert sub-groups. This clear division of responsibilities contributes to a well-structured, efficient, and accountable governance framework.

83. Formal mechanisms for cross-committee communication and information sharing are in place, which helps to ensure a joined-up approach to governance oversight. The use of member updates as a standing agenda item is particularly effective, allowing committee chairs to deliver brief updates to the full Board. This ensures that key issues discussed at the committee level are

escalated where necessary and that governors who are not members of specific committees remain informed of important developments.

84. Processes for internal effectiveness reviews further support continuous improvement, with Board and committee meetings incorporating agenda points for reflection on meeting effectiveness. This practice ensures that governance structures remain dynamic and responsive, allowing for ongoing refinements to ways of working.

85. While the committees have the provision to include co-opted members, this opportunity could be further utilised. For example, the PCC currently does not have a co-opted member, and the ARC would benefit from an additional co-opted member to further strengthen its expertise. Expanding the use of co-opted members with specialist knowledge would significantly enhance committee capacity, ensuring that expert insight is brought into critical discussions and decision-making processes.

86. To strengthen committee effectiveness, we **recommend** recruiting additional co-opted members for the PCC and the ARC **(R3)**. This should involve targeted recruitment of individuals with expertise in emerging areas relevant to DMU's strategic priorities. Bringing in additional external expertise will enrich discussions, enhance governance scrutiny, and ultimately strengthen the Board's capacity and ability to make well-informed decisions.

Audit and Risk Committee

87. The ARC operates within a structured and comprehensive governance framework, aligning with sector best practices set out by the CUC Higher Education Audit Committee Code of Practice and the Office for Students (OfS) Audit Code of Practice. This ensures that compliance, risk oversight, and financial governance are maintained at a high standard, reinforcing DMU's commitment to accountability and institutional resilience.

88. The committee's remit is extensive, covering internal and external audit processes, risk management, financial controls, data quality assurance, cybersecurity, and fraud prevention. This broad scope allows the committee to take a holistic approach to managing risks and ensuring robust internal controls. Additionally, the explicit authority granted to the committee to investigate any relevant institutional activities – alongside its direct access to internal and external auditors – enhances its independence and objectivity. This clear separation from executive management ensures rigorous oversight and enhances governance integrity.

89. A strength of the committee is its requirement to submit an annual report to the Board of Governors, providing an independent assessment of risk management, internal controls, and financial sustainability. The committee's proactive approach to emerging risks – such as cybersecurity threats, data protection compliance, and reputational risks – demonstrates forward-thinking governance. Additionally, the ARC's ability to co-opt external members with specialist expertise allows it to respond dynamically to emerging risk areas, further strengthening its capacity to provide expert scrutiny and challenge.

90. While the ARC is effective and composed of skilled members, there are opportunities to further strengthen its operations, particularly given the increasing volatility and complexity of the higher education sector. As universities face heightened financial, regulatory, and operational risks, ARCs across the sector are being stretched, with an expanding remit and a growing number of critical areas requiring oversight.

91. At the ARC observation, the meeting had to be cut short due to quoracy issues – this was a rare occurrence. We advise that general attendance across all committees should be continued to be monitored. Reviewing attendance records over time can help identify patterns and underlying reasons for frequent quoracy issues. The Chair and Secretariat could engage directly with members who frequently miss meetings, ensuring that expectations around attendance are clear.

92. We understand that DMU has recently sought clarity from the CUC around the quoracy rules for Audit Committees. CUC has suggested that a meeting would still require a minimum number of governors to be quorate and the co-opted members will not help with this issue. If quoracy issues persist, DMU should consider reviewing the membership and decide whether to add an extra governor to the committee.

93. One of the key challenges identified is agenda overload and prioritisation. The current agenda structure is highly detailed, which is valuable for ensuring thorough oversight, but can sometimes limit the time available for in-depth discussions on high-impact risks. Additionally, there is a tendency to cover multiple topics within a single meeting, which can reduce the opportunity for deep strategic discussions on priority risk areas.

94. To strengthen the ARC's effectiveness, we **suggest** some refinements to ensure discussions remain strategic and impactful, drawing on best practices seen across the sector **(S3)**.

95. We note that as of the February committee meeting, some of these suggestions have been implemented, following on from our emerging findings meeting where we shared our potential recommendations in advance. We courage this practice to continue.

96. To allow for more efficient review of internal audit findings, the following approach could be beneficial:

- Providing a two-page summary of each internal audit report in the main meeting pack, ensuring key findings are easily digestible,
- making full reports available, separately, in a designated reading area or reference pack, so members can access further details as needed without overloading the main agenda, and
- assigning an individual ARC member to take a closer look at each audit report and provide a summary at the committee meeting. This would ensure scrutiny remains thorough while distributing workload efficiently.

97. To help refine risk management discussions:

- Identify one or two key risks per meeting for a deeper discussion, ensuring time is dedicated to the most significant and evolving risk areas.

98. To enhance the efficiency and strategic focus of the committee, we **recommend** adopting a risk-based agenda approach, ensuring that discussions are prioritised based on risk significance rather than following a standardised reporting format. **This is a high-value recommendation (HVR3).**

- Adopt a 'risk-based agenda' approach by implementing a Red-Amber-Green (RAG) rating system to prioritise agenda items based on urgency and impact:
  - Red (High Priority): requires full committee discussion
  - Amber (Moderate Priority): can be addressed in shorter discussions or referred to sub-groups for deeper review
  - Green (Low Priority): should be handled via written updates or a consent agenda, reducing unnecessary meeting time
- Limit full discussions to high-risk issues:
  - Routine or low-risk items should be provided as executive summaries rather than full reports.
  - Introduce a standing risk dashboard, allowing real-time tracking of key risks without requiring detailed discussion at every meeting.
- Enhance meeting efficiency and focus:
  - Introduce a one-page summary format for low-risk items, allowing members to review issues in advance without needing full discussions.

99. By refining agenda management, focusing on high-impact risks, and improving the efficiency of committee discussions, the ARC can further strengthen its ability to provide robust risk oversight

and strategic challenge. These changes will allow the committee to better allocate time and resources to the most pressing risks facing the University, ensuring greater resilience and governance effectiveness.

Finance and Performance Committee (FPC)

100. The Finance and Performance Committee (FPC) plays a pivotal role in ensuring financial sustainability, strategic performance, and institutional resilience at DMU. Its Terms of Reference (ToR) provide a well-structured and comprehensive governance framework, ensuring that financial management, capital investment, and performance monitoring align with institutional priorities and long-term sustainability goals. The committee's effective oversight of financial sustainability, major investments, and institutional performance against KPTs demonstrates a strong commitment to safeguarding the University's financial health and strategic success.

101. A particular strength of the FPC is its clear delegation of authority, particularly in relation to major capital projects, which ensures that financial decision making remains transparent and accountable. The committee operates within sector best practice guidelines, aligning with the CUC Higher Education Code of Governance and the regulatory requirements of the OfS. Additionally, the ability to co-opt members with specialist expertise enhances the committee's flexibility, allowing it to bring in expert knowledge to address emerging financial, operational, and strategic challenges.

102. The FPC's remit extends beyond financial oversight, as it plays a crucial role in monitoring key strategic performance areas, including student recruitment, research activity, and institutional growth. By ensuring that financial decisions are directly linked to strategic objectives, the committee strengthens long-term institutional planning and sustainability. The annual review and re-approval of the committee's ToR is a **commendable** practice, ensuring that its remit remains aligned with evolving institutional needs and sector developments **(C6)**.

103. While the FPC's financial oversight is thorough and well-structured, there are opportunities to formally enhance its strategic focus and broaden its governance remit.

104. As Environmental, Social, and Governance (ESG) considerations are a central strategic priority for DMU, there is a clear opportunity for the FPC to formally incorporate ESG-related governance into its remit via ToR. While ESG-related issues are increasingly relevant to financial and performance decision making and papers are presented at FPC, they are not explicitly reflected in the committee's current ToR. Given the sector-wide emphasis on sustainability and responsible financial management, embedding formal ESG oversight within the FPC's governance responsibilities would align financial decision making with DMU's broader institutional commitments.

105. While ESG discussions already take place within the FPC, their absence from the committee's formal ToR creates a gap in governance clarity. Papers related to this area have been considered by the committee but, without formal recognition in the ToR, the committee's role in overseeing these matters remains informal rather than embedded within its core governance structure.

106. To address this, we **suggest** that the FPC formally expands its remit in its ToR to explicitly include ESG oversight **(S4)**. This update would reflect existing practice while ensuring long-term strategic alignment, reinforcing DMU's commitment to financial resilience, sustainability, and digital transformation.

People and Culture Committee (PCC)

107. The People and Culture Committee (PCC) plays a strategic and essential role in overseeing DMU's people-related strategies, ensuring that the University fosters an inclusive, high-

performing, and engaged workforce. Its ToR provide a clear and comprehensive framework, reflecting best practice in higher education governance and people management. The committee's alignment with DMU's Empowering University Strategy, alongside its focus on cross-cutting themes such as Equality for All and Digital Transformation, demonstrates a forward-thinking approach to workforce and cultural development.

108. A notable strength of the committee is its proactive approach to employment practices, staff engagement, and workforce development, ensuring that the University's people strategy supports its long-term institutional goals. The integration of Equality, Diversity, and Inclusion (EDI) as a core element of its remit is particularly **commendable**, ensuring that strategic decisions align with legal requirements, such as the Equality Act 2010 and the Public Sector Equality Duty **(C7)**. Additionally, the committee plays a crucial role in overseeing health, safety, and wellbeing, reinforcing DMU's commitment to providing a supportive environment for staff, students, and visitors.

109. The committee's structure is another key strength. The requirement for at least one member with recent HR experience enhances its ability to effectively scrutinise and challenge people-related policies and decisions. Furthermore, the provision for co-opting members with specific expertise allows for additional flexibility in adapting to emerging workforce and cultural challenges. However, this provision is currently underutilised as there are no co-opted members in place. Expanding the use of co-opted members with expertise in workforce planning, employee wellbeing, or organisational change would strengthen the committee's capacity to anticipate and respond to sector-wide challenges.

110. A key area for enhancement is the integration of student voices into the committee's decision-making processes. While the term 'people' includes students, there is currently limited emphasis on how student feedback directly informs the committee's work. Given that the University experience is shaped not only by staff policies but also by student engagement and wellbeing, ensuring that student perspectives are actively considered in discussions on culture, inclusion, and organisational development would enhance the committee's impact.

111. Additionally, while the committee has the provision to co-opt members, this has not been utilised to date. Introducing co-opted members with expertise in workforce transformation, employment law, or EDI best practices would broaden the committee's perspective and ensure that it remains agile in responding to emerging workforce and cultural challenges.

112. To strengthen the effectiveness of the PCC, we **recommend** the following actions **(R4)**:

- Increase stakeholder engagement by introducing formal feedback mechanisms that allow students and staff to contribute to relevant agenda items. This could include inviting representatives from staff networks or student bodies to share insights on workplace culture and inclusivity.
- Utilise the provision for co-opted members by appointing an external expert in HR, EDI, or organisational change to bring additional expertise and fresh perspectives to the committee's work.

Remuneration Committee (RC)

113. The Remuneration Committee (RC) plays a crucial role in ensuring fair, transparent, and accountable remuneration practices for the Vice-Chancellor and senior leadership team. Its purpose and remit are clearly defined, ensuring that remuneration responsibilities are distinctly separate from broader governance functions. This clarity reinforces best practice governance principles, ensuring that executive pay decisions are made objectively and with appropriate oversight.

114. The committee adheres to the CUC Higher Education Senior Staff Remuneration Code, ensuring that its approach to senior staff pay is fair, evidence-based, and transparent. This commitment to

sector-wide standards strengthens public trust and demonstrates DMU's alignment with regulatory expectations for pay governance.

115. A key strength of the RC's ToR is its explicit delineation of responsibilities regarding severance payments, ensuring a clear distinction between what requires Board of Governors' approval and what the committee can approve independently. This structured approach enhances accountability, mitigates risks associated with severance arrangements, and prevents potential conflicts of interest in executive pay decisions.

116. The requirement for an annual remuneration report to the Board of Governors further reinforces transparency and accountability, ensuring that remuneration decisions are subject to high-level scrutiny and strategic oversight. This approach reflects sector best practices, ensuring that compensation frameworks align with institutional objectives, financial sustainability, and public expectations regarding executive pay within higher education.

117. The committee is composed exclusively of independent governors, with no participation from staff governors. This structure is designed to maintain objectivity and prevent conflicts of interest, particularly in decisions related to senior leadership remuneration and severance. Additionally, no staff or student governors sit on the committee, which is common across the sector. Elsewhere, instead of moving to staff or student representation on RC, some institutions have created an annual opportunity for staff and/or students to submit some form of commentary via the SU for example to the Remuneration Committee reflecting any views they may have.

118. The committee benefits from access to internal and external professional advice, including legal, financial, and HR expertise on remuneration matters. This ensures that decisions are well-informed, compliant with legal and regulatory frameworks, and benchmarked against sector-wide compensation standards.

Nominations Committee (NC)

119. The ToR for the Nominations Committee (NC) provide a clear and structured framework, ensuring that the composition, balance, and effectiveness of the Board of Governors and its subcommittees are actively monitored and maintained. This clarity reinforces the committee's critical role in sustaining effective governance, ensuring that Board appointments align with institutional needs, sector best practices, and regulatory expectations.

120. A key strength of the committee is its responsibility for assessing the skills, expertise and diversity required across the Board and its subcommittees. This strategic approach to governor appointments ensures that the Board remains well-equipped to navigate complex sector challenges while remaining reflective of the wider university community. By embedding a strong commitment to EDI in the appointment process, the committee actively promotes broader representation, fostering a governance structure that values diverse perspectives and lived experiences.

121. The committee's structured and transparent approach to identifying, screening, and recommending candidates for Board positions is a further strength. This robust process enhances fairness, ensures due diligence, and supports the development of a well-rounded Board that can provide both strategic oversight and challenge. Additionally, the provision for appointing an independent governor as a mentor to student governors is particularly **commendable (C8)**. This initiative fosters greater inclusivity, encourages student engagement in governance, and ensures that student perspectives are fully integrated into Board discussions.

122. A proactive approach to accountability is evident in the committee's regular monitoring of governor attendance at Board and committee meetings. This practice reinforces good governance, ensuring that all members remain actively engaged and accountable for their contributions. Furthermore, the inclusion of independent governors, the Vice-Chancellor, and both staff and student representatives within the committee ensures a balanced governance structure

that reflects a range of perspectives. The clear definition of quorum requirements further strengthens the legitimacy and effectiveness of decision making.

123. A further area of good practice is the committee's commitment to annually reviewing and approving its ToR. This ensures that the committee's remit remains relevant, responsive, and aligned with evolving governance needs, reinforcing a culture of continuous improvement and strategic adaptation.

Culture, Relationships & Operations

Board effectiveness and culture

124. The Board culture at DMU is collaborative, transparent, and effective, fostering an environment where governors feel comfortable engaging in constructive challenge and debate. The open and respectful atmosphere ensures that discussions remain strategic, forward-looking, and aligned with the University's long-term objectives. A key strength is the strong working relationship between the Chair and the Vice-Chancellor, which provides clear strategic leadership while ensuring robust challenge and accountability. This dynamic helps to maintain focused and productive Board discussions, balancing institutional priorities with governance responsibilities. Another key strength is the supportive and responsive Secretariat – they ensure governors are well supported and this is very much appreciated by the governors.

125. There is an opportunity to enhance informal engagement between governors, which could strengthen relationships and improve Board cohesion. Governors have expressed a desire for more informal time together, which would allow for relationship-building outside of formal meetings. Enhanced informal interaction would foster a deeper understanding among Board members, promote trust, and encourage more open discussions in formal settings. We note that the night before the February Board meeting, a second evening dinner for governors and members of the ULB was held to help with this.

Audits and self-assessments

126. DMU demonstrates a structured and rigorous approach to governance oversight, ensuring robust accountability through regular audits, performance assessments, and effectiveness reviews. The Internal Audit Report on Corporate Governance is presented to the ARC, with KPMG representatives providing external assurance and insights. Also, FPC and PCC review various strategy implementation plans before they are shared with the Board.

127. A key aspect of DMU's commitment to governance integrity is the annual assessment of the Board's compliance with the CUC Higher Education Code of Governance. This assessment is initially reviewed by the ARC in June, before being formally considered by the Board in July, with the final assessment published online following Board approval. By clearly outlining how each requirement is met, supported by evidence, and making this information publicly available, DMU demonstrates a high level of transparency and accountability – we **commend** this **(C9)**. This approach reinforces confidence in governance practices and highlights the University's commitment to continuous improvement.

128. As referenced earlier in the report, many institutions include a clear statement in the Governance Section of their Annual Report and Accounts (ARA) affirming that they apply or comply with the CUC Higher Education Code of Governance. This is typically followed by an explanation of any areas where full compliance is not met.

129. At present, DMU does not explicitly state in its ARA whether it 'applies' or is 'compliant' with the CUC Code. Instead, DMU indicates that it reviews its governance arrangements against the Code's guidance and best practice, without specifying areas of non-application.

130. To enhance transparency and sector alignment, we **suggest** that DMU considers explicitly stating its application of the CUC Code in the Governance Section of its ARA **(S5)**. This should be accompanied by a clear explanation of any areas where the University has chosen an alternative approach or does not fully apply the Code. While DMU already publishes its governance self-assessment online, integrating this explanation within the ARA would strengthen external confidence in the University's commitment to good governance and continuous improvement.

131. DMU ensures ongoing evaluation of Board and committee effectiveness through annual effectiveness surveys conducted for the Board of Governors, ARC, FPC and PCC. These surveys are first reviewed by the respective committees before being noted by the Board, ensuring that findings are acted upon to drive governance improvements.

132. The University's commitment to continuous improvement in governance effectiveness is further reflected in its annual governor appraisal process, conducted by the Chair. This structured appraisal framework allows governors to receive feedback, reflect on their contributions, and identify areas for professional development, reinforcing strong governance performance.

133. Additionally, the Board of Governors' annual effectiveness self-assessment provides an important opportunity for the Board to reflect on its overall performance, assess strengths, and identify areas for improvement. This structured reflection process ensures that DMU's governance model remains dynamic, responsive, and aligned with sector best practice.

134. By maintaining a proactive and transparent approach to audits, assessments, and self-reflection, DMU demonstrates strong governance leadership, reinforcing public trust, sector credibility, and institutional resilience.

Skills and experience profile of Governors

135. The Board benefits from a well-defined and strategically structured skills matrix, ensuring that a broad and diverse range of expertise is represented across governance functions. The skills matrix provides assurance that the Board possesses the necessary capabilities to provide effective oversight, challenge, and strategic guidance. At present, no immediate gaps have been identified, demonstrating that the Board is well-equipped to support institutional decision making.

136. This structured approach to skills assessment strengthens governance resilience, ensuring that the Board is well-balanced and aligned with the University's strategic needs. The matrix is a valuable tool for succession planning, helping to ensure that future appointments continue to reflect the institution's evolving priorities. To maintain a dynamic and responsive governance structure, the Board should continue to review and refine its skills profile periodically, identifying emerging areas of expertise that may be needed in response to sector-wide changes.

Training and induction

137. DMU has established a structured and comprehensive induction process, which has been recognised by other institutions as an example of good practice. New governors receive detailed briefing materials, introductions to key University stakeholders, and opportunities to observe governance processes first-hand. This ensures that new members integrate effectively into the Board, allowing them to engage meaningfully with discussions from an early stage.

138. However, beyond induction, ongoing training for governors could be further developed – earlier we recommended having a committee specific induction, **R3**. Given the rapidly evolving nature of higher education governance, governors would benefit from regular training on emerging governance topics, sector trends, and regulatory developments.

139. To strengthen ongoing professional development, we **suggest** the introduction of an annual training calendar, which may cover **(S6)**:

- Key sector trends, including higher education policy changes, financial sustainability, digital transformation, and evolving student expectations,
- governance best practices, such as effective risk management, ethical leadership and performance monitoring,
- specialist training in critical areas, including EDI, cyber security, and ESG considerations, and
- bespoke training sessions tailored to DMU's strategic priorities, delivered either in-house or in partnership with external governance experts.

Board meeting arrangements

140. The Board of Governors receives comprehensive and well-structured documentation outlining all governance meetings and engagements for the 2024/25 academic year. This includes a detailed forward plan of Board meetings, subcommittee sessions, Chair drop-ins, and other key governance activities, ensuring that Board members have full visibility of their commitments well in advance.

141. In addition to the schedule, the Board is provided with a document outlining the agenda for the year ahead, which includes both standing items and additional topics. This proactive approach to agenda planning ensures that Board discussions remain strategically focused, allowing governors to prepare for key decision-making moments.

142. The documentation provides clarity on meeting dates, locations, times, and the academic term in which each meeting occurs, facilitating effective planning and engagement for all Board members.

143. This structured approach to meeting scheduling and agenda planning enhances governance efficiency, ensuring that Board members are well prepared, meetings are strategically aligned, and the governance calendar supports informed and timely decision making.

144. The Board observation in November highlighted the smooth operation of conducting the meetings. The meeting room was appropriate and allowed for everyone to be visible to the Chair. Staff who were in attendance to present items waited for their time and then left the meeting when they were done – this helps with ensuring the room doesn't feel overcrowded and makes the best use of everyone's time.

Board papers and platforms

145. Board papers at DMU are thorough and well prepared, providing governors with a clear understanding of the context and relevant background information. The inclusion of references to previous documents and external resources ensures that Board members can engage with discussions fully informed. However, there is some variation in perception among governors regarding the length of papers. While some feel they are comprehensive and appropriate, others believe they are too lengthy and could be more concise. Efforts are already underway to streamline and focus Board papers, ensuring that they remain detailed yet accessible.

146. A significant strength is that the Vice-Chancellor's report is provided in written format rather than delivered verbally. This approach allows governors to review the report in advance, follow relevant hyperlinks to further materials, and engage in more meaningful discussions at Board meetings. The Vice-Chancellor's report is highly comprehensive, covering sector-wide developments, stakeholder engagement updates, and strategic priorities for DMU – we **commend** this **(C10)**

147. DMU is also actively moving beyond traditional, text-heavy papers, adopting more innovative and engaging ways to present information. This enhances clarity, accessibility, and decision-making efficiency. At times structured presentations with bullet points, visuals, and minimal text are used to provide clear, focused summaries of key issues. As mentioned earlier in the report, we would encourage circulating presentations in advance where possible.

148. The Board agenda is structured into three key areas, ensuring a balanced approach to governance discussions:

- Strategic items: forward-looking discussions focused on institutional priorities, risks, and opportunities
- Assurance items: ensuring compliance, risk management, and ongoing institutional performance oversight
- Governance items: matters related to Board operations and committee structures

149. This categorisation of the agenda is effective, as it provides immediate context, aids balanced discussions across key governance areas, and helps governors quickly understand the purpose of each paper.

150. While DMU has provided clarity and structure to Board papers, there is scope for further enhancement. We present a series of **recommendations** below to help strengthen Board papers. **(R6)**

151. On the paper template, the labels used on each paper are:

- Set strategy/policy
- Oversee performance/compliance
- Investment decision
- Understand context

152. A well-structured cover sheet should provide a concise summary of key issues, decisions required, and relevant strategic context. A best-practice template should include (some of which DMU has in the paper template):

- Purpose
- Paper author(s)
- University Executive Board owner/sponsor
- Top-level summary of paper contents
- The part of the strategy it links to
- Key considerations for the Board (or Academic Board)
- Prior management/governance consideration
- Risk considerations
- EDI considerations
- Stakeholder considerations
- Sustainability considerations
- Contact details and a prompt to contact the paper author for questions or comments.

153. Ensuring that all Board papers follow a consistent, structured cover sheet format will:

- Improve efficiency, allowing governors to quickly grasp key information,
- reduce unnecessary complexity, ensuring that discussions remain focused and strategic, and
- enable better preparation, allowing governors to engage with key issues more effectively.

154. We understand that there is a paper template in place that helps with some of issues raised above, but standard practice is having a cover paper that immediately highlights key information of each paper on one page, and they can help give better consistency across different authors. The lack of cover sheet was raised in our consultation by governors.

155. There were instances where Board, committee and Academic Board papers were not delivered on time, with one Academic Board agenda item being circulated only five minutes before a meeting, making it not possible for attendees to review in advance thoroughly. (We note that that item was then deferred from the agenda for that meeting but had been provided to members so that they could engage with the paper ahead of it being discussed in full at the next Academic Board meeting.) While occasional delays are unavoidable, such occurrences should be minimised to uphold effective governance standards.

156. We **recommend** the following**:**

- A cover sheet that provides a clear summary of the key issues to be discussed, and any decisions required from the Board.
- Ensure papers are delivered promptly. Conduct a review of internal processes for preparing and circulating Board papers, identifying any inefficiencies that cause delays. **(R7)**

157. To further modernise Board reporting, we **suggest** DMU could consider developing digital dashboards that provide real-time data on KPTs, risk indicators, and financial metrics **(S7)**. Dashboards can be dynamic and interactive, allowing governors to track progress across strategic priorities without relying solely on lengthy written reports. For example, Falmouth University has implemented a governance app that consolidates all essential Board materials, training resources, and strategic KPIs in one place. Launched in August 2023, the app was built using existing Microsoft licences, demonstrating a cost-effective approach to modernising governance communication. Through this platform, governors can manage conflicts of interest, access training, and track strategic performance in real time.

Publication and transparency

158. DMU demonstrates a strong commitment to transparency and accessibility in its governance arrangements, ensuring that key governance information is readily available not only to internal stakeholders such as staff and students, but also to external stakeholders via its website. The governance webpage is well-structured and provides a clear and comprehensive overview of the University's governance framework.

159. The governance page includes essential information that enhances stakeholder understanding of decision-making processes and institutional accountability. This includes:

- Mission, vision, values, and strategy – providing clarity on the University's overarching purpose and long-term direction,
- subcommittees of the Board – outlining their roles and remits, ensuring transparency in governance structures,
- Board meeting dates and minutes – making governance discussions and decisions publicly available,
- Governance Effectiveness Reviews – demonstrating the University's commitment to continuous improvement in governance,
- ToR for Board of Governors subcommittees – providing insight into committee responsibilities and oversight functions,
- profiles of Board members – including names, photos, roles, and biographies, fostering transparency around leadership and decision makers, and
- contact information for the Board of Governors Secretariat – ensuring that stakeholders can engage with governance structures when needed.

160. However, governance information related to the Academic Board appears to be harder to locate on the University's website. While the Board of Governors' transparency is strong, the same level of accessibility should be extended to the Academic Board, given its critical role in academic governance and decision making.

161. To further enhance transparency and public accountability, we **recommend** that minutes of the Academic Board and its subcommittees, as well as Board committees, should be published online in the same manner as the Board of Governors' minutes **(R8)**. This would ensure that governance decisions are more visible and accessible to staff, students, and external stakeholders. We note that minutes of Academic Board, and a summary of its decisions, are published on the intranet and so are visible to staff and students.

Stakeholder Engagement

162. The CUC Higher Education Code of Governance highlights the critical role of stakeholder engagement in effective governance, stating:

"Governing bodies will need to consider how they engage stakeholders in decision making and how they publish information and report performance to stakeholders."

163. A strong and transparent engagement and communication strategy is essential for building trust, inclusivity, and accountability among DMU's stakeholders. It is clear from this review that governors value stakeholder engagement and actively participate in key University events, such as graduation ceremonies and Students' Union interactions. Also, there is a termly governor drop-in session which allows members of the executive team to brief governors on certain aspects of the University's business between board meetings. Recent topics have included the University's approach to Higher Technical Qualifications, a 'deep-dive' into one of the University's international partnerships, and DMU's curriculum.

164. However, the review identified the need for stronger, more structured engagement with internal and external stakeholders, particularly in relation to the wider student and staff communities.

165. One of the key findings of this review is that greater engagement with students and staff should be a priority, particularly in addressing concerns around:

- NSS scores and student experience – ensuring students feel heard and represented in governance discussions.
- Staff satisfaction and workplace culture – strengthening mechanisms for staff input into decision-making processes.

166. Effective governance requires that the perspectives of diverse stakeholders – including staff, students, and external partners – are meaningfully integrated into decision making. However, for engagement to be truly impactful, it must be supported by clear, two-way communication channels. This means that stakeholders should not only receive governance updates but also feel that their voices are heard, valued, and acted upon.

167. By enhancing engagement and communication channels, DMU can:

- Promote inclusivity – ensuring that governance is seen as transparent, accessible, and representative of the University community,
- support informed decision making – enabling the Board to gain a clearer understanding of the priorities, challenges, and concerns of key stakeholders, and
- strengthen institutional trust – reinforcing confidence in leadership and governance by ensuring that decisions reflect stakeholder input.

168. For this review, consultation was limited to stakeholders who sit on the Board. However, across the higher education sector, students and staff frequently express concerns about transparency, communication, and engagement from university leadership and governing bodies. A common issue is a lack of awareness or understanding of the role and function of university leadership and governance. Many students and staff feel detached from the decision-making processes that shape their university experience, leading to perceptions of disconnect between leadership and the wider community.

169. A key step in addressing these concerns is to increase the visibility and profile of senior leaders and Board members, ensuring they are recognised as accessible and engaged representatives.

170. To strengthen internal engagement, we **suggest** that the Board takes further steps to raise awareness of its role and governance processes **(S8)**. Below, we outline some good practice examples from the HE sector and beyond that could support this effort

Table 1: Good practice in stakeholder engagement and communication

	Activity	Format	Audience
1	'Meet the Board' Town Hall-style event[2]	Online meeting	All stakeholders
2	Termly blog on governance activities by a Board member	Blog on governance website	Staff and students
3	Board chooses three important pieces of information to share after each meeting, which are passed to the Communications team for dissemination	Social media, internal staff and student updates, staff meetings, etc.	Staff and students
4	Biannual stakeholder survey and interviews	Online	External stakeholders
5	Board/Exec meetings held in partner/key stakeholder offices, and an organised informal meeting of teams	Meeting – in person	Partners/key stakeholders
6	Themed business breakfasts	Meeting – online/in-person hybrid	Executive, senior academics, partners, stakeholders
7	Attendance at partner/stakeholder events, e.g. AGMs	Meetings	Partners/key stakeholders
8	Stakeholder engagement training as part of induction	Online/in person	Board and Executive

171. In other institutions, Board members are strategically matched with Executive, or faculty leads to enhance engagement with key strategic priorities. This model strengthens governors' connection to institutional objectives while fostering deeper stakeholder engagement.

172. A notable example of this approach is the University of Greenwich's Governors' Engagement Framework, which effectively aligns Independent Governors with Executive and faculty leads connected to key strategic priorities. Under this model:

- Governors are paired with specific areas based on their expertise, interests, and developmental aspirations.
- Regular meetings take place at least once per term, ensuring ongoing engagement and strategic insight.

173. This framework achieves several important governance outcomes:

- Enhances strategic insight – Independent Governors gain deeper understanding of strategic initiatives, enabling them to make meaningful contributions to Board deliberations.
- Supports governor engagement and development – encourages ongoing learning, professional growth, and engagement with the University's strategic direction.

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[2] Town Hall events are used frequently in corporate settings. For example, Rolls Royce held its first 'Meet the Board' event for employees in 2017. All employees were invited to apply and 350 were selected by ballot to attend the meeting, which was held on the same day as the shareholder AGM.

- Strengthens strategic decision making – strategic areas benefit from governors' informal guidance and expertise, allowing the University to tap into governors' external knowledge and networks.
- Improves staff awareness of governance – staff gain a clearer understanding of the Board's role, fostering collaborative engagement and shared institutional support.

174. Importantly, the Governors' Engagement Framework at Greenwich is designed to maintain clear governance boundaries, ensuring that governors remain focused on strategic oversight rather than operational matters. Unlike a dual assurance model, which can create confusion and lead to governors feeling like representatives of particular areas, this framework avoids creating governance silos while enhancing strategic input. The framework is reviewed annually, incorporating feedback from Independent Governors and staff to refine its structure and effectiveness.

175. We **recommend** that DMU develops a Governors' Engagement Framework, adopting a tailored approach that aligns governors with strategic portfolio areas. Elsewhere in the sector, governors have been assigned key focus areas, such as stakeholder engagement, digital transformation, and EDI, ensuring that Board discussions remain well informed and forward-looking **(R9)**. Implementing such a model would enhance Board engagement with strategic priorities, enrich governors' contributions to decision making, and strengthen collaboration between governance and executive leadership.

Equality, Diversity & Inclusion

Board EDI awareness

176. Embedding EDI awareness within the Board is essential for fostering an inclusive governance culture. Effective EDI governance ensures that institutional decision making reflects diverse perspectives, leading to more equitable and representative outcomes for DMU's staff, students, and wider community.

177. The Charity Governance Code guidance on EDI[3] emphasises that boards should actively engage in understanding the institution's systems, cultures, and external societal dynamics. Similarly, Section 4 of the CUC Higher Education Code of Governance (2020) states that boards must review and report on their institution's approach to equality, inclusivity, and diversity. It further specifies that, at a minimum, governing bodies must receive an annual equality monitoring report, ensuring consistent oversight and accountability.

178. At DMU, the Annual Report on EDI is a standing agenda item, ensuring that EDI remains a formal consideration within the governance schedule. Additionally, the presence of a Board-level committee with a focus on EDI, People, and HR – the PCC – has facilitated important strategic discussions on institutional culture and inclusion. The Board has ultimate oversight of the Equality for All implementation plan and delegates much of the detailed work around EDI assurance to the PCC as per that committee's ToR.

179. While EDI principles are recognised at the Board level, feedback from this review suggests that discussions on EDI often lack depth and do not receive the same prioritisation as other governance areas, such as financial sustainability. There is also evidence that while governors understand the significance of EDI, their confidence in engaging with these topics could be strengthened.

180. Best practice from across the sector highlights that mandatory EDI training for Board members is a critical component of effective governance. Training in unconscious bias, allyship, anti-racism, and inclusive leadership equips governors with the knowledge and confidence to engage meaningfully with EDI challenges and integrate equity considerations into decision making. We note that DMU will be giving EDI training to governors in April. The training will be delivered in-house by the University's Head of EDI and so will reflect DMU's specific context and challenges.

181. Furthermore, institutions leading in this area have embedded regular EDI discussions into Board agendas, ensuring that inclusion is viewed as a core strategic priority rather than an ancillary topic.

182. Given these sector-wide approaches, there is a strong case for DMU to enhance its governance calendar to include dedicated discussions on EDI, wellbeing, and people-related matters. To further strengthen EDI integration at the governance level, we **recommend**:

   - Integrating structured EDI discussions into Board agendas more regularly, ensuring that EDI considerations are not only embedded within the PCC but are also a recurring item within full Board meetings.
   - Encouraging active Board engagement with staff and student-led EDI initiatives, such as staff networks, student unions, and community projects, to provide real-world insight into the lived experiences of under-represented groups at DMU. **(R10)**

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[3] https://www.charitygovernancecode.org/en/6-diversity

Board diversity

183. Sector best practice highlights the critical value of diverse boards, which enhance decision making, encourage creativity, and strengthen governance effectiveness while mitigating the risks of groupthink and insular perspectives. A more representative Board at DMU would enrich discussions, bolster institutional credibility, and ensure that governance reflects the diverse perspectives of the staff, student body, and wider stakeholder community.

184. DMU has made notable progress in diversifying its Board, particularly in ethnicity, and maintains a strong skills matrix that ensures broad expertise across key governance areas. However, there remain significant opportunities to further enhance diversity across multiple characteristics, including ethnicity, gender, disability, and LGBTQ+ representation.

185. A recent Advance HE report[4] highlights both progress and persistent challenges in increasing diversity within higher education governance. The report identifies that:

- Women's representation on boards has plateaued, slowing progress toward achieving full gender balance.
- Many boards still do not reflect the ethnic diversity of their staff and student communities, indicating the need for more proactive and intentional recruitment strategies.

186. We encourage DMU members to review the report to gain insights into sector trends and benchmark DMU's progress against national efforts.

187. While DMU's commitment to diversity in Board recruitment is clear, like many universities, a more targeted approach is needed to increase representation from under-represented communities. Key strategies to achieve this include:

- Continued targeted recruitment campaigns that expand outreach beyond traditional networks to attract a broader and more diverse pool of candidates.
- Continued strong directives to recruitment consultants to prioritise diverse leadership representation.
- Developing future Board talent pipelines, supporting candidates with leadership potential who may not yet be ready for full Board appointments but who can be engaged through advisory roles, subcommittees, or mentoring initiatives.
- Use of co-opted members for committees (as suggested for ARC and PCC).

188. We note that DMU has tried using a number of search firms, including ones that specialise in diverse appointments. In the most recent campaign, it was clear to both the search firm and applicants that DMU is committed to the Board reflecting the diversity of the student and staff bodies, and the communities in which DMU sits.

189. A strong example of effective governance diversity initiatives from the sector is the Board Apprenticeship Programme, which allows individuals from diverse backgrounds to gain experience in governance structures. It is an opportunity to introduce people earlier in their career who can enhance the diversity of the Board. DMU introduced its own governor apprentice scheme in 2024 (following a trial in 2022 when DMU was part of Perrett Laver's scheme) with a specific focus on attracting candidates from diverse backgrounds – we would like to **commend** DMU on this **(C11)**.

190. To further strengthen diversity within Board, we present this **recommendation (R11)**:

- **Broadening representation efforts** – the Board should prioritise increased representation across age, ethnicity, LGBTQ+, and disability within its recruitment strategy. This should

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4   https://advance-he.ac.uk/news-and-views/diversity-he-boards-boosted-increase-women-ethnic-minorities-and-disabled-governors

include targeted outreach and partnerships with organisations and networks specialising in diverse leadership recruitment.

- **Embedding EDI principles in leadership appointments** – when appointing Board members to committees and governance leadership roles, EDI considerations should be a key factor. Selection should go beyond skills-based criteria to ensure that governance leadership reflects a range of lived experiences and perspectives.

- **Expanding recruitment channels** – DMU should actively partner with organisations that specialise in diverse recruitment to ensure a broader, more representative candidate pool. Strategic engagement with community networks, charities, and professional groups can attract more diverse Board members, co-opted members, and apprentices. Recommended organisations for recruitment outreach include:

    - Young Trustees Movement
    - Beyond Suffrage
    - Diversifying.io
    - Black Young Professionals (BYP) Network
    - Otherbox

Conclusion

191. DMU is on a path towards leading-edge governance practices in all areas. As the institution progresses, it is essential to consider how to stay future-focused and how to continue to foster rich, engaging discussions. These considerations should guide DMU's efforts moving forward.

192. The review indicates that DMU is already demonstrating good to leading-edge governance practices. In the face of considerable pressures within the higher education sector, DMU has effectively managed these challenges, reflecting a clear commitment to continually improving governance for the benefit of the University community.

193. Our evaluation focused on assessing DMU's governance structures, processes and culture, aiming to identify opportunities for further improvement. The recommendations provided are intended to encourage thoughtful reflection and optimisation of governance functions, rather than impose rigid directives.

194. While DMU's governance is already of good quality, the insights and recommendations offered here present an opportunity for even greater effectiveness and leading-edge practice. We hope this report will assist DMU in navigating current challenges and continuing its upward trajectory of governance best practice.

Commendations

C1	When changes to the University are being discussed by the Board, questions are asked with stakeholder experiences in mind.
C2	The cross-membership between the two bodies, with a Board of Governors member attending Academic Board meetings as an observer.
C3	Joint meetings between the Academic Board and the Board of Governors provide valuable opportunities for engagement, fostering a greater understanding of academic quality, standards, and institutional priorities.
C4	The annual review of key governance documents, including the Scheme of Delegation, Standing Orders, and the Instrument and Articles of Government. Regular reviews ensure that governance structures remain aligned with sector best practice and responsive to the evolving needs of the University.
C5	Another commendable strength is DMU's self-assessment against the CUC Higher Education Code, which is publicly available online. This proactive approach to governance transparency not only confirms DMU's compliance with sector best practices but also reinforces its commitment to accountability and continuous improvement
C6	The annual review and re-approval of the committee's ToR is a commendable practice, ensuring that its remit remains aligned with evolving institutional needs and sector developments.
C7	A notable strength of the committee is its proactive approach to employment practices, staff engagement, and workforce development, ensuring that the University's people strategy supports its long-term institutional goals. The integration of EDI as a core element of its remit is particularly commendable, ensuring that strategic decisions align with legal requirements, such as the Equality Act 2010 and the Public Sector Equality Duty.
C8	The provision for appointing an independent governor as a mentor to student governors is particularly commendable. This initiative fosters greater inclusivity, encourages student engagement in governance, and ensures that student perspectives are fully integrated into Board discussions.
C9	A key aspect of DMU's commitment to governance integrity is the annual assessment of the Board's compliance with the CUC Higher Education Code of Governance. By clearly outlining how each requirement is met, supported by evidence, and making this information publicly available, DMU demonstrates a high level of transparency and accountability.
C10	The Vice-Chancellor's report is highly comprehensive, covering sector-wide developments, stakeholder engagement updates, and strategic priorities for DMU.
C11	A strong example of effective governance diversity initiatives from the sector is the Board Apprenticeship Programme, which allows individuals from diverse backgrounds to gain experience in governance structures. It is an opportunity to introduce people earlier in their career who can enhance the diversity of the Board. DMU introduced its own governor apprentice scheme in 2024 (following a trial in 2022 when DMU was part of Perrett Laver's scheme) with a specific focus on attracting candidates from diverse backgrounds.

Recommendations & Suggestions

High-value Recommendations

High-value recommendations (HVR) are recommendations that we believe will have the highest-value impact on your governance and reflect your desire to have leading edge governance - they are not indicative of urgent risks or governance failures.

HVR1	We recommend the following to strengthen academic assurance:
	
	• Increase active engagement with Academic Board matters
	    o Ensure Academic Board discussions are actively reviewed rather than taken as read.
	    o Encourage governors to read Academic Board minutes in detail to enhance scrutiny and challenge.
	• Extend the annual joint meeting with Academic Board
	    o Increase the meeting duration to two hours to allow for more substantive discussions on academic strategy, risks, and assurance.
	• Improve governor induction and development on academic governance
	    o Introduce Academic Board meeting observations as part of new governor induction and ongoing development.
	    o Plan to have all governors attend at least one Academic Board meeting within their first 12 to 18 months.
	• Implement an annual academic assurance report
	    o Develop a paper summarising all sources of academic assurance the Board received that year – including the name of the papers and when they were received.
	    o Clearly outline key assurance areas, related reports, responsible committees, and Board reporting timelines.

HVR2	Given that the Board has previously engaged in discussions on this matter, we recommend that DMU formally revisits its position on appointing a SIG, considering current sector best practice and institutional governance needs
HVR3	To enhance the efficiency and strategic focus of ARC, we recommend adopting a risk-based agenda approach, ensuring that discussions are prioritised based on risk significance rather than following a standardised reporting format.

Recommendations

R1	To enhance strategic engagement, we present the following recommendations for your consideration**:** • The Board could create more time for dedicated sessions for future-focused discussions, separate from performance updates. These could take the form of structured deep-dive discussions either as a fixed agenda item within Board meetings or as stand-alone, pre-Board strategic sessions. • Board packs should be optimised to ensure that updates are concise and allow governors to come prepared with targeted questions, facilitating space for a more dynamic and informed discussion. • Consider having two away day sessions every year. This is another way to help with increasing space for strategic discussions as well as relationship building. • Currently DMU has a heading in the report template entitled 'Strategic context' where authors are asked to indicate how their paper relates to the University's strategy. However, we suggest considering implementing cover papers that clearly indicate on the first page an accessible summary of the key points of the paper, including the specific aspect of the strategy to which the item is related. This will further assist governors in understanding how they influence the strategic direction and will provide paper authors with a prompt to ensure clarity on how their contributions advance the strategy.
R2	To enhance Board effectiveness, we recommend that DMU continues to strengthen governor induction processes, ensuring that all members have a clear understanding of their strategic role and responsibilities. We recommend reinforcing the distinction between Board and committee responsibilities through implementing a committee induction, to ensure that full Board meetings remain focused on strategic oversight, while committees continue to undertake more detailed scrutiny.
R3	To strengthen committee effectiveness, we recommend recruiting additional co-opted members for the PCC and ARC.
R4	To strengthen the effectiveness of the PCC, we recommend the following actions: • Increase stakeholder engagement by introducing formal feedback mechanisms that allow students and staff to contribute to relevant agenda items. This could include inviting representatives from staff networks or student bodies to share insights on workplace culture and inclusivity. • Utilise the provision for co-opted members by appointing an external expert in HR, EDI, or organisational change to bring additional expertise and fresh perspectives to the committee's work.
R5	Adopt a risk-based agenda approach, ensuring that discussions are prioritised based on risk significance rather than following a standardised reporting format.
R6	While DMU has provided clarity and structure to Board papers, there is scope for further enhancement. We present a series of recommendations below to help strengthen Board papers. On the paper template, the labels used on each paper are: • Set strategy/policy • Oversee performance/compliance

H	• Investment decision • Understand context A well-structured cover sheet should provide a concise summary of key issues, decisions required, and relevant strategic context. A best-practice template should include (some of which DMU has in the paper template): • Purpose • Paper author(s) • University Executive Board owner/sponsor • Top-level summary of paper contents • The part of the strategy it links to • Key considerations for the Board (or Academic Board) • Prior management/governance consideration • Risk considerations • EDI considerations • Stakeholder considerations • Sustainability considerations • Contact details and a prompt to contact the paper author for questions or comments. Ensuring that all Board papers follow a consistent, structured cover sheet format will: • Improve efficiency, allowing governors to quickly grasp key information, • reduce unnecessary complexity, ensuring that discussions remain focused and strategic, and • enable better preparation, allowing governors to engage with key issues more effectively.
R7	With regard to Board papers, we recommend the following**:** • A cover sheet that provides a clear summary of the key issues to be discussed, and any decisions required from the Board. • Ensure papers are delivered promptly. Conduct a review of internal processes for preparing and circulating Board papers, identifying any inefficiencies that cause delays.
R8	To further enhance transparency and public accountability, we recommend that minutes of the Academic Board and its subcommittees, as well as Board committees, should be published online in the same manner as the Board of Governors' minutes.
R9	We recommend that DMU develops a Governors' Engagement Framework, adopting a tailored approach that aligns governors with strategic portfolio areas. Elsewhere in the sector, governors have been assigned key focus areas, such as stakeholder engagement, digital transformation, and EDI, ensuring that Board discussions remain well informed and forward-looking.
R10	There is a strong case for DMU to enhance its governance calendar to include dedicated discussions on EDI, wellbeing, and people-related matters. To further strengthen EDI integration at the governance level, we recommend: • Integrating structured EDI discussions into Board agendas more regularly, ensuring that EDI considerations are not only embedded within the PCC but are also a recurring item within full Board meetings.

H	• Encouraging active Board engagement with staff and student-led EDI initiatives, such as staff networks, student unions, and community projects, to provide real-world insight into the lived experiences of under-represented groups at DMU.

R11	To further strengthen diversity within Board, we recommend:
	
	• **Broadening representation efforts** – the Board should prioritise increased representation across age, ethnicity, LGBTQ+, and disability within its recruitment strategy. This should include targeted outreach and partnerships with organisations and networks specialising in diverse leadership recruitment.
	• **Embedding EDI principles in leadership appointments** – when appointing Board members to committees and governance leadership roles, EDI considerations should be a key factor. Selection should go beyond skills-based criteria to ensure that governance leadership reflects a range of lived experiences and perspectives.
	• **Expanding recruitment channels** – DMU should actively partner with organisations that specialise in diverse recruitment to ensure a broader, more representative candidate pool. Strategic engagement with community networks, charities, and professional groups can attract more diverse Board members, co-opted members, and apprentices. Recommended organisations for recruitment outreach include:
	
	    o Young Trustees Movement
	    o Beyond Suffrage
	    o Diversifying.io
	    o Black Young Professionals (BYP) Network
	    o Otherbox

Suggestions

S1	We suggest that The Board incorporates focused risk discussions into each meeting agenda (and away day agenda), selecting one high-priority risk for strategic deliberation.
S2	To further reinforce effective decision making and transparency, we suggest that if a cover paper is implemented it clearly maps out the journey of agenda items through the governance structure. This should include a summary of where prior discussions have taken place, which committees or stakeholders have been consulted, and the stage at which the Board is being asked to engage.
S3	To strengthen ARC's effectiveness, we suggest some refinements to ensure discussions remain strategic and impactful, drawing on best practices seen across the sector.
S4	We suggest that the FPC formally expands its remit in its ToR to explicitly include ESG oversight.
S5	To enhance transparency and sector alignment, consider explicitly stating DMU's application of the CUC Code in the Governance Section of its ARA.
S6	To strengthen ongoing professional development, introduce an annual training calendar, which may cover: • Key sector trends, including higher education policy changes, financial sustainability, digital transformation, and evolving student expectations. • Governance best practices, such as effective risk management, ethical leadership, and performance monitoring. • Specialist training in critical areas, including EDI, cyber security, and ESG considerations. • Bespoke training sessions tailored to DMU's strategic priorities, delivered either in-house or in partnership with external governance experts.
S7	To further modernise Board reporting, consider developing digital dashboards that provide real-time data on KPTs, risk indicators, and financial metrics.
S8	To strengthen internal engagement, we suggest that the Board takes further steps to raise awareness of its role and governance processes. We outline good practice examples from the HE sector and beyond that could support this effort.

Appendix 1: Governance Maturity Framework

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
Instrument and Articles of Government[18]	Poor governance documentation and processes which are not accessible to staff and students. The constitution has not been modernised and, in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are in order, but would benefit from simplification and being easily accessible. The constitution has not been modernised and, in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are easily understood and accessible internally to staff and students. The constitution has been modernised and, in the case of chartered universities, Privy Council permission is required only for major changes.	Governance documentation and processes are easily understood, transparent and accessible internally to staff and students and externally to stakeholders (via the website). The constitution has been modernised and, in the case of chartered universities, Privy Council permission is required only for major changes.	**DMU: Good** **Halpin: Good**
	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Board or the VC.	Delegated powers are clearly set out, showing what is reserved for the Board. Academic and Executive delegations are not clearly set out.	Delegated powers are clearly set out for the Board, its committees and the Vice-Chancellor. Academic delegations from the Academic Council and executive delegations from the Vice-Chancellor are clearly set out.	**DMU: Leading Edge** **Halpin: Leading Edge**

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[16] Characteristics found in some governance failures.
[17] Current best practice found.
[18] Universities which are Higher Education Corporations or Companies Limited by Guarantee can make changes to their constitutions without Privy Council permission. Chartered universities must obtain Privy Council permission.

Governance Review: De Montfort University
March 2025

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
Governing Body membership	EDI awareness does not exist. Inadequate member selection processes.	Some EDI awareness. Otherwise, satisfactory recruitment processes which could be more effective.	Good EDI processes. Good-quality recruitment processes to bring a balance of skills, experience and diversity.	Good EDI processes. Capable, diverse and inclusive members appointed, reflective of the community's diversity. There are good member succession-planning processes.	**DMU: Good** **Halpin: Good**
	No Board induction, training or appraisal.	Some induction, training and appraisal processes. The Chair is not appraised.	Induction, training and appraisal processes exist for all members, including the Chair. Student members are well supported to enable them to make a constructive contribution.	Good induction and training processes. Strong appraisal processes exist, which are used as a learning opportunity for the Board.	**DMU: Good** **Halpin: Good**
	Members are unclear about their role and responsibilities. They sometimes put their specific interests or personal views before those of the University.	Members understand their role and responsibilities as charity trustees and governors, but sometimes act as if they are managers.	Members understand their role and responsibilities and act accordingly, in line with the principles of public life, the University's ethical framework and in the interests of the University. They act independently and impartially.	Members understand their role and responsibilities. They use their independence, impartiality and knowledge of the University's culture and business to make informed decisions in the interests of students, staff and other stakeholders.	**DMU: Leading Edge** **Halpin: Leading Edge**
	Members do not enjoy their role, which involves firefighting and much frustration. Their personal reputation may be at risk.	Members believe that the University's position is improving, and they will enjoy their role.	Members enjoy their role and believe they are making a difference.	Members and the Executive believe the Board adds value. They enjoy, learn and 'give back' by being governors.	**DMU: Leading Edge** **Halpin: Leading Edge**

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
Key relationships	Dysfunctional relations between VC, Chair and Secretary.	Satisfactory relations between VC, Chair and Secretary.	Good relations between VC, Chair and Secretary.	VC, Chair and Secretary work as an open, trusting team. Senior independent trustee appointed or alternative safeguards or arrangements in place.	**DMU: Leading Edge** **Halpin: Good to Leading Edge** **Comment: See recommendation regarding SIG**
	Members' level of experience and relevant skills are not satisfactory. Members do not act as a team.	Some members have good experience and relevant skills, but they do not yet act as a team.	Most members have good experience and relevant skills. The Board is taking action to improve their ability to work as a team. The principle of collective decision making is accepted.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.	**DMU: Leading Edge** **Halpin: Leading Edge**
	Some members question the general capability of the Executive and often involve themselves in executive matters.	Members support some of the Executive's efforts but are not convinced it has the right officers for a good Executive Team. Some members still involve themselves in executive matters too easily.	Members see the Executive as capable, and respect them, but see areas for improvement. Members respect the dividing line between governance and executive matters.	Members and the Executive are engaged in a respectful, open, trusting relationship. Executive capacity, capability and succession planning are regularly reviewed.	**DMU: Leading Edge** **Halpin: Leading Edge**
Governing Body focus	There are immediate and major regulatory, quality and/or financial risks. The University's reputation may be under attack.	The regulatory, quality and/or financial risks are improving, but are still significant.	The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated. The Board has the ability to respond quickly and effectively.	The regulatory, quality and/or financial risks are regularly monitored and are under control. Risk and strategic decision making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.	**DMU: Good** **Halpin: Good**

	The Board is firefighting and very operationally focused.	The Board tends to be too operational. However, it is involved in setting the University strategy and in monitoring its implementation.	The Board sets the University strategy and monitors its implementation. It monitors progress against any regulator or student-driven priorities.	Significant Board time is spent on horizon scanning and understanding the market, risks and opportunities. The Board is outcome-driven. It operates with confidence strategically and when meeting the regulators' requirements.	**DMU: Good** **Halpin: Good**
Governing Body meetings	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing skills.	Improved discussions and conduct at meetings. Chairing has improved. Some decisions are taken outside of meetings by senior members. Staff and student members can feel that they are 'second-class' members.	All members feel involved in decisions and able to say what they want at meetings. Good chairing. Constructive challenge is evidenced in the minutes.	Good-quality, well-chaired discussions fully involve all members. Challenge and the value added by the Board is clear in the minutes.	**DMU: Leading Edge** **Halpin: Leading Edge**
	Poor secretarial support for members and meetings. Agendas are over-influenced by the Executive.	Secretarial support for members and meetings needs improving. The Chair is involved in setting agendas, but the Executive still overly influences the process and agendas can be overly ambitious.	Good secretarial support for members and meetings, but the Board Secretary could be more senior and their independence better protected. Agendas are a result of good discussions between the Chair, Secretary and the Executive.	Strong Board Secretary with senior status, relevant experience, resources and appropriate independence in place. A Board electronic documentation system is in place.	**DMU: Leading Edge** **Halpin: Leading Edge**
	Lengthy, inadequate and/or late Board papers. Decisions are taken with inadequate information and scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tends to pass its responsibilities to the Board by telling it everything. Fully formed proposals often come to the Board without prior discussion.	Some Executives demonstrate that they accept their ownership of outcomes in short, risk-focused Board papers which give good assurance. Potential proposals are discussed with the Board prior to being developed into business cases.	Short, risk-focused Board papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance is given to the Board by the Executive.	**DMU: Good** **Halpin: Good**

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
Senate	The separate but inter-related roles of the Board, Academic Board and the Executive are not clear and not widely understood. There is a lack of trust, respect and transparency between the three bodies.	The separate roles of the Board, Academic Board and the Executive are clear and understood. Trust, respect and transparency between the three needs to be improved. The flow of business between the three also needs to be improved.	The Board, Academic Board and the Executive understand and carry out their individual roles well, with mutual trust, respect and transparency. However, there is still a need to improve the integration of their individual efforts.	The Board, Academic Board and the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Board has the confidence to know what assurance it requires from Academic Board and where it can add value. Effective and appropriate consultation takes place between Academic Board and the Board.	**DMU: Good** **Halpin: Good**
	There is a lack of respect between the members of Academic Board and a lack of understanding of the role of Academic Board and its members. Members often have conflicting views as to the role and purpose of Academic Board. Sometimes, one group of members – whether elected or *ex officio* – becomes too dominant.	There is a simple written guide or regulation setting out the role of Academic Board and the role of its members. Members of Academic Board have induction training. Progress still needs to be made in developing mutual respect among members, allowing all voices to be heard and getting all to buy into the roles defined for Academic Board and its members.	Members of Academic Board understand their role and that of Academic Board. The Chair encourages contributions from all members of Academic Board and members recognise the importance of letting all members have a voice. Progress still needs to be made in working efficiently together in a shared endeavour.	Members of Academic Board understand their role and that of Academic Board as whole. They respect the value of diverse voices. All members of Academic Board – *ex officio* or elected – work together efficiently to improve the quality of research, students' experience and education.	**DMU: Good** **Halpin: Good**
	Academic Board has a poorly performing committee structure with ill-defined roles. Academic Board has too many committees to operate efficiently. Academic Board does not have an easily accessible delegation framework.	Academic Board has reviewed the number of its committees and defined clear roles for them and has an easily accessible delegation framework. Progress still needs to be made in improving committee discussions and the committee scrutiny of	Academic Board has defined clear roles for its committees and an easily accessible delegation framework. The committee discussions are of reasonable quality and their scrutiny and impact are good. The relationship between the committees and Academic Board itself needs	Academic Board has an efficient committee structure, with clearly defined roles for its committees and Academic Board. The committees have a strong, involved membership, including elected members of Academic Board. They provide high-quality	**DMU: Good to Leading Edge** **Halpin: Good to Leading Edge**

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
		their areas of business. Academic Board's role in relation to its committees still needs to be clarified and be more efficient.	to become clearer and more efficient. The assurance Academic Board receives needs to be improved.	assurance to Academic Board for their areas of responsibility. Academic Board has confidence in the quality of the assurance provided by its committees and is able to maintain a strategic oversight role.	
	The Board does not receive adequate assurance of academic quality and standards from Academic Board. Academic Board does not have the structures/processes in place to evaluate academic quality and standards and give such assurance.	Academic Board has quality assurance structures/processes in place, but these can be improved significantly. Systems are not in place to monitor the University's academic quality against agreed KPIs or to regularly monitor against best practice in the sector. Academic Board reports on its quality structures/processes, but does not give an opinion on the adequacy of these to the Board.	Academic Board has the structure and processes to assure itself on academic quality, including KPIs and sector best practice reporting. It gives an opinion on the adequacy of these to the Board. Its report is not risk-focused and not tailored to meet the needs of the Board. The Board does not adequately understand the risks or feel comfortable challenging the report.	The Board gets good risk-focused academic assurance from Academic Board tailored to its needs, and feels comfortable challenging it. Academic Board's academic governance is regularly reviewed. The Board is assured that the governance of Academic Board and its committees is working well. The Audit Committee's (or other more relevant committees') annual audit programme reviews academic assurance processes.	**DMU: Good to Leading Edge** **Halpin: Good to Leading Edge**
Other committees	The standing committees recommended by the CUC Code of Governance are in place, but they do not function satisfactorily. There is a disconnection between the Board and its committees.	Committees function satisfactorily – basic improvements to membership and processes having been implemented.	Committees are functioning well. They seek continual improvements. The Board gets reasonable assurance from its committees, but the quality of this communication could be improved to better meet the needs of the Board.	Committees operate to a high standard and are good at collaborating with each other. Where possible, they operate in place of the Board so as to reduce the volume of regulation approved directly by the Board. The Board gets good risk-focused assurance from its committees.	**DMU: Leading Edge** **Halpin: Good to Leading Edge** **Comments: See recommendations and suggestions regarding committees linked to induction and ARC.**

Stakeholder engagement, culture and equality, diversity & inclusion (EDI)	Members do not connect with the University staff, students or units outside of meetings. The Board is felt to be remote from the staff and students and is not adequately focused on students or staff interests.	Members have minimal connection with University staff, students or units. The Executive conducts staff and student surveys and reports on these to the Board.	Members regularly connect informally with University staff, students and units. Staff and student surveys and relevant action plans are discussed at the Board. There is clear evidence that staff and student views are reflected in decision-making processes.	Members regularly connect informally with University staff, students and units. There are also formal Board mechanisms to maintain proactive communications between the Board and these stakeholders, including representative bodies such as the Students' Union, and these also inform the Board's decisions.	**DMU: Good** **Halpin: Good**
	Stakeholders are not mapped. Stakeholder strategy does not exist and stakeholder information is not published.	Minimal awareness of stakeholders beyond the above Executive surveys. Required regulatory information is published for stakeholders, e.g. value for money, gender pay.	Stakeholders are mapped. A strategy has been developed and is starting to be implemented. There is some good stakeholder reporting. The relevant sections of the website are regularly reviewed.	The University is accessible, transparent and relevant to its local communities. The Board takes responsibility and sets goals for the social, environmental and economic impact of the University. Good stakeholder information.	**DMU: Good** **Halpin: Good**
	Incoherent corporate culture. A values statement exists, but is not used by the Board or the Executive.	The Board discusses and agrees the values of the University, but does not monitor the culture of the University.	The Board sets and takes responsibility for the corporate values and culture, but could improve its proactivity and monitoring processes.	The Board lives and monitors the corporate culture, checking that behaviours and decisions are consistent with the University's values.	**DMU: Good** **Halpin: Good**
	The Board lacks EDI awareness.	Board members have received EDI training so that they understand the issues and can constructively challenge the Executive.	The Board has approved the EDI strategy, policy, targets and action plans. The Board is connected to the relevant internal EDI networks.	The Board proactively monitors and challenges the University's progress in changing behaviours. EDI KPIs are regularly reviewed and challenged.	**DMU: Leading Edge** **Halpin: Leading Edge**

	Inadequate[16]	Improving	Good	Leading edge[17]	Review findings
Governing Body reviews	The only reviews are those commissioned by the Regulator.	There are occasional Board effectiveness reviews which focus on compliance.	The Board has occasional external reviews of its effectiveness against the HE sector. The Board has regular internal reviews to improve its performance.	The Board regularly has external reviews of its effectiveness against the best in HE and other sectors. The Board has regular internal reviews to improve its performance.	**DMU: Leading Edge** **Halpin: Leading Edge**

Appendix 2: Interview & Observation List

Interviews:

Interviewee	Role
Ian Squires	Chair of the Board
Peter Collyer	Independent governor
Alison Court	Independent governor
Stuart Dawkins	Independent governor
Vivek Ganotra	Independent governor
Jonathan Kerry	Independent governor
Jonathan Mills	Independent governor
Abdul Mullick	Independent governor
Sardip Sandhu	Independent governor
Bev Shears	Independent governor
Shikha Singh	Independent governor
Peter Tansley	Independent governor
Paul Woodgates	Deputy Chair of the Board
Katie Normington	Vice-Chancellor
Buddy Penfold	Staff governor (academic)
Phil Grierson	Staff governor (professional services)
Priya Karasala	Student governor
Fiona Cownie	Co-opted member (ARC)
Phil Clarke	Co-opted member (FPC)
Alison Benson	Deputy Secretary and Head of Compliance
Debbie Muddimer	Executive Director of Finance and Procurement
Nikki Pierce	Registrar (Academic) and Secretary to the Board
Chloe Keenan	Governance Officer
Nick Jeffs	Assistant Clerk to the Board of Governors and Governance Officer

Observations:

Meeting	Meeting Date
Board of Governors	28 November 2024
Audit and Risk Committee	18 November 2024
Finance and Performance Committee	13 November 2024
Academic Board	11 December 2024
People and Culture Committee	23 January 2025

Appendix 3: Team Biographies

Project Director – Susie Hills

Susie supports HEI leaders and teams, often during times of significant change. With a background in senior-level fundraising, she has since worked with universities, schools and educational institutes on assessments to achieve fundraising goals, develop fundraising operations and transformational campaigns, and deliver leadership training.

Susie spent over seven years in the senior management team at the University of Exeter leading the University's first international campaign, 'Creating a World Class University Together', raising over £25 million and quadrupling annual philanthropic income. Her fundraising clients include University of Sheffield, University of Manchester and Cancer Research UK.

She is also a champion of best-practice governance and is responsible for developing Halpin's cross-sector governance expertise. She has led high-profile, complex and highly customised reviews of governance processes which have informed strategy and led to operational change. Recent clients include University of West London, Sunderland University, Leeds Trinity, UUK, QAA, University of Westminster and the Royal College of Art, London Institute of Banking and Finance and University of Bath.

Susie is a Trustee of the Halpin Trust, and has been a Governor at Exeter College and Plymouth College of Art. Known for her thought leadership, Susie is in demand as a conference speaker and writes regular commentary for the higher education sector.

In 2019 she was named as one of Unilever's '50 Leading Lights in Kindness' in the Financial Times. Susie is the kickstarter of the hugely successful Kindfest, which debuted in 2020 and is now an annual event.

Osaro Otobo – Lead Consultant

Osaro worked as a governance Consulting Fellow with Halpin for over a year before joining as a full- time Consultant in September 2021. She has completed reviews with a number of UK HEIs, including the Universities of Sunderland, Manchester, Liverpool, Exeter, Durham, Brighton and Sussex. In 2020, Osaro researched and authored Halpin's research project 'UK Universities' Response to Black Lives Matter' and chaired a follow-up webinar. In 2022, Osaro was the lead researcher and project manager, working with Unite Students on a landmark project examining Black students' experiences of university accommodation. This significant piece of work continues to live on and deliver impact.

Osaro served as trustee and Deputy Chair at the British Youth Council, working alongside fellow trustees and staff to help young people make social and political change. From lived experiences, she created the 'Make Diversity Count' campaign, which is calling for all UK organisations to have transparent and effective anti-discrimination policies and procedures for long-term change.

While studying at the University of Hull for her undergraduate and Masters degrees, she was elected for three successive years to work in the best interests of students: she was a postgraduate student trustee and a two-term President at Hull University Students' Union (HUSU). She was their first ever Black woman President, and the first Black two-term President at HUSU.

Will Spinks – Senior Advisor

Will is a senior-level leader in higher education, having held the post of Registrar, Secretary and Chief Operating Officer at University of Manchester. After retiring from his full-time post in September 2018, Will is now an Honorary Advisor to the Senior Leadership Team. His expertise stretches to the commercial world too, having held numerous senior posts in the global research and development biopharmaceutical organisation, AstraZeneca.

Will's non-executive portfolio includes acting as a Non-Executive Director of the Universities Superannuation Scheme Limited, one of the UK's largest pension funds, where he also chairs the Remuneration Committee. He also acts as a Trustee Director and Chair of three North-West based charities.

Prior to joining Manchester, Will was the first Chief Operating Officer of Loughborough University. In this role he was responsible for all the service functions and the commercial activities of the University. In addition, he chaired and served on the Board of wholly owned subsidiary companies and the Manufacturing Technology Centre, where he is now an Honorary Fellow.

Before moving into the HE sector, Will pursued a career in ICI, Zeneca and AstraZeneca, working in a number of businesses and functions in both the UK and USA. This culminated in him establishing a Business Services organisation providing HR, Finance, Purchasing, Communications, SHE, Facilities Management and Site Services to all AstraZeneca's UK sites.

From 2001–2007, he also acted as Site Manager at AstraZeneca's largest R&D site globally, Alderley Park.

Beth Adams – Project Manager

Beth is responsible for monitoring all Halpin projects to ensure work is delivered on time and on budget, and is carried out to the highest standard. Beth is committed to upholding Halpin's culture of kindness, honesty and sustainability, and utilises her skill set to ensure Halpin meets its commitment to provide consultancy that delivers impact and positive change for the higher education sector.

Beth brings to Halpin extensive project management and stakeholder management experience from the television industry where, as a Production Coordinator, she demonstrated her skills in administration, logistics management, compliance, health and safety, and budget control.

Prior to the television industry, Beth held roles with the Devon and Somerset Law Society and Together Drug and Alcohol Services.

She currently sits on the Board of Trustees for the Exeter Phoenix Arts Centre and holds a degree in Theatre (BA Hons) from Lancaster University.

Appendix 4: Guidance Note – Senior Independent Governor (SIG)

A Senior Independent Director/Governor/Trustee (SID/SIG) now appears, in some form, in the governance codes for all sectors:

- The UK Corporate Governance Code
- Code for Sports Governance
- National Housing Federation Code of Governance
- NHS Foundation Trust Code of Governance
- CUC Code for University Governance

The codes all operate on an 'apply/comply or explain' basis. The Senior Independent Governor (SIG) is new to the CUC Code and, as a result, many universities are considering either whether they wish to appoint one, or how they are going to 'explain' that they have considered this and decided not to do so.

Given that SIGs have long been part of good governance in other sectors, one might ask whether some of the governance and reputational issues that have arisen in higher education in recent years may have been avoided had we had this role in our university governing bodies. Indeed, the Halpin review of governance at the University of Bath in May 2018 recommended that the University appoint a Senior Independent Governor, and the Advance HE governance effectiveness review at De Montfort University in March 2020 stated that the University 'should consider' appointing a SIG. The SIG is described very similarly in both the UK Corporate Governance Code and the NHS Foundation Trust Code of Governance:

> *'The board of directors should appoint one of the independent Non-Executive Directors to be the senior independent director, in consultation with the board of governors. The senior independent director should be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman.'* – **NHS Foundation Trust Code of Governance**

> *'The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the Chairman and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate.'* – **UK Corporate Governance Code**

Later in the UK Corporate Governance Code, the role of the SIG is described as leading the non-executive directors to appraise the Chair's performance annually, and on such other occasions as are deemed appropriate. It also states that the SIG should attend sufficient meetings with a range of major shareholders, to listen to their views in order to help develop a balanced understanding of the issues and concerns. The SIG is thus another way to provide a listening ear to 'stakeholders'.

The Financial Reporting Council outlines how, 'when the board is undergoing a period of stress', the SIG 'becomes critically important'. They are expected to work with the Chair and the rest of the Board and/or shareholders to resolve issues that are deemed significant.

The following examples are given as to when a SIG may intervene:

- There is a dispute between the Chair and the CEO
- Shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or CEO
- The strategy being followed by the Chair and CEO is not supported by the entire Board
- The relationship between the Chair and CEO is particularly close, and decisions are being made without the approval of the full Board
- Succession planning is being ignored

SIGs are commonplace in the context of NHS trusts or housing associations, but less so in the charity sector, where the Good Governance Code mentions the role of senior independent trustee only in relation to larger charities:

> *'A vice-chair, senior independent trustee, or similar, who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed. This person may be the deputy or vice-chair of the charity.'* – **Good Governance Code**

Again, given some of the recent high-profile issues relating to governance in the charity sector, the question arises: if these charities had had a senior independent trustee in place, would trustees, staff and stakeholders have had another route to air their concerns?

A key question we might want to consider is whether and how a SID or SIG might differ from a Vice-Chair or Deputy Chair role. While the charity guidance might suggest that the two can play a similar role in other sectors, they are clearly defined, separate roles with different functions. The benefit of a SID is that they are independent of the 'front bench'. They are not the next Chair-in-waiting and do not cover for the Chair in their absence. As the CUC Code states, the SIG is *'different to the Deputy Chair who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them'.* As such, they are a valuable sounding board at all times, and in times of crisis are invaluable.

So perhaps the question should not be 'Should we have one?', but rather 'Why would we not have one?' Why would we decide **not** to have an additional route to enable voices to be heard or concerns to be raised? Why would we not have in place a role that could help enable us to handle a future governance issue?

Universities are facing huge uncertainty, and executive leaders and governors are having to make difficult decisions, often outside of 'normal' governance cycles. Having another mechanism to mitigate the risks that could arise, and giving governors and stakeholders another means to express any concerns they may have, has to be a step forward.

Appendix 5: Guidance Note – SIG Role Outline

Taken from the University of Hertfordshire website.[5]

Senior Independent Governor – Role Description

1   **Purpose of Role**

1.1   The role of Senior Independent Governor has been established by the Board to provide support to the *Chair* in his or her leadership role.

1.2   The Senior Independent Governor may be an Independent or external Co-opted Member of the Board (other than the *Chair* or the Vice-Chairman of the Board) or an external Governor serving in another category or membership.

1.3.1   The Board has assigned the role of Senior Independent Governor, ex officio, to the *Chair* of the Audit and Risk Committee but the Board may re-assign the role of Senior Independent Governor to another Governor who meets the criteria set out in section 1.2.

2   **Duties and Responsibilities**

(The duties, responsibilities and other matters highlighted in these terms of reference are additional to the duties and responsibilities of the Senior Independent Governor as a member of the Board of Governors and as a committee *chair*.)

2.1   To be available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Board, the Vice-Chancellor or the Secretary and Registrar. These concerns might include, but are not necessarily limited to, concerns about Board and/or committee governance arrangements which it has not been possible to resolve through normal channels.

2.2   On behalf of the Board, to ensure that the views of Governors are sought annually on the performance of the *Chair* of the Board and to be responsible to the Board for the annual appraisal of the *Chair* of the Board and for feeding back to *them* the findings of the annual survey or opinion.

2.3   To become involved on any exceptional occasions when the Board of Governors, Governors (individually or jointly) or the Appointees of the Board (individually or jointly) have concerns about the performance of the *Chair* of the Board.

2.4   At the invitation of the *Chair* of the Board or the Board itself, to become involved, in very exceptional circumstances, when the Vice-Chancellor has failed to resolve matters of concern.

2.5   To undertake such other duties as may, from time to time, be assigned by the Board to the Senior Independent Governor.

3   **Remuneration**

In addition to the normal entitlements of a member of the Board, the role is a voluntary one.

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[5] https://www.herts.ac.uk/data/word_doc/0006/234672/2021-01-01-role-description-senior-independent-governor.doc