Halpin Governance Review

Leeds Trinity University

June 2023

Halpin

Contents

Executive Summary

This independent external review of governance effectiveness has been conducted by Halpin Partnership and follows on from a previous review in 2020, also conducted by Halpin.

Our findings show that, overall, Leeds Trinity University has strengthened both the effectiveness of its governance processes and its compliance with relevant codes since our last review.

The unanimous view we received in the interviews we carried out with Board members was that the overall culture of governance at Leeds Trinity University was either 'excellent' or 'good', and was on a positive trajectory. This was one of the key lines of enquiry areas agreed with the University.

The relationships within the Board between Board members and the relationship between the Board and the Executive were both seen as either 'excellent' or 'good'. This was another of the key lines of enquiry areas agreed with the University.

Some Board members expressed a desire to get to know other Board members better on a personal basis by having more informal opportunities to get together.

The very positive feedback we received in our interviews was reflected in the good practices we noted in our desk review, and in our observation of the Board meeting.

Where members have experience of Boards in other sectors and settings, they compared the University very favourably to their experiences elsewhere.

No significant concerns were raised about the overall culture of governance and, indeed, very many positive comments were offered.

We considered the University's compliance against the three most relevant codes produced by the Committee of University Chairs (CUC). These are:

- the CUC Higher Education Code of Governance ('the CUC Code 2020', 'the Code')
- the CUC Audit Committees Code of Practice
- the Higher Education Senior Staff Remuneration Code.

Our overall assessment is that the University has very good compliance with all three codes, with several examples of leading-edge practice. The Board of Governors can be assured that it is both broadly applying all three codes and offering explanations where there is a need to do so.

We identified one compliance issue related to the completeness of the published register of interests and have made a recommendation associated with this. We believe this is straightforward to address.

As is the case with any review such as this, we have identified some opportunities to improve effectiveness and have therefore made further recommendations and suggestions designed to strengthen governance effectiveness.

We have identified priority areas for improvement as asked for in the lines of enquiry we agreed.

There are three **priority recommendations**:

RECOMMENDATION 1 (R1): Priority is given by the Board to the recruitment of a new Clerk and to the management of the subsequent handover process.

RECOMMENDATION 5 (R5): We would recommend that the Board reviews whether it can provide more opportunities for informal interaction between Board members.

RECOMMENDATION 12 (R12): We recommend that the Board assures itself that it has the necessary process in place to fully understand and mitigate the agreed principal risks.

We have made **12 other recommendations**, **6 suggestions** and offered **8 commendations**.

In reaching a conclusion about the overall effectiveness of governance at Leeds Trinity University, we have assessed our findings not only against the three most relevant CUC Codes, but also against the Halpin Governance Maturity Framework.

We have assessed the University as being 'good' in three of the eight areas contained in the Halpin Maturity Framework that we considered, 'good to leading-edge' in two and 'leading-edge' in the remaining three. These are excellent results and are slightly stronger than the University's own self-assessment.

With many examples of very good practice, and by adopting the further recommendations contained in this report, the Board can be assured that it is meeting its governance obligations and is continuing upon its journey to be at the leading edge of governance practice.

We would like to record our appreciation for the open and candid nature of the conversations held with members of the Board and senior staff, for the welcome accorded to us at the meetings we observed, and, most especially, for the responsive, prompt and practical support provided by the Clerk to the Board of Governors and his team.

Introduction and Methodology

Introduction

1. In January 2023, Leeds Trinity University ('LTU', 'the University') commissioned Halpin Partnership ('Halpin') to conduct an independent external review of governance effectiveness.

2. The last external review took place in 2020. This was also undertaken by Halpin.

3. That review concluded that 'we believe governance to be generally good at the University, with committed and experienced members and good-quality governance support'.

4. The findings showed that, although the Board worked well, there were some key opportunities to improve its effectiveness, and several recommendations and suggestions designed to strengthen governance effectiveness were made.

5. Since the last external review took place:

   - There have been unprecedented levels of uncertainty. University governing bodies and leadership teams have had to deal with the UK's departure from the EU, wider social issues such as Black Lives Matter and climate change, and a global pandemic.
   - The governance of the University has undergone several key personnel changes, including the appointment of a new Chair of the Board, a new Vice-Chancellor, and a substantial number of new Board members. In addition, we were informed that only one of the current six members of the Executive team was in post at the beginning of the last review.
   - There was a need to switch to both online learning and online governance as a consequence of the Covid-19 pandemic.

6. Despite these challenges, the University has made excellent progress in implementing a significant majority of the recommendations and suggestions previously made.

7. The Board assigned the implementation of the agreed action plan to the Governance and Nominations Committee, and this was progressed through the remainder of 2020 and throughout 2021.

8. To aid transparency, regular updates were published on the 'Governance' section of the University website and the action plan was closed down at the end of 2021, pending this next review of governance effectiveness, which was scheduled for 2023.

9. This is that further review.

Methodology

10. The review scope, project plan and timescales were agreed between the University and Halpin at an initial scoping meeting held with the Steering Group on 13 February 2023.

11. Lines of enquiry were also agreed with the Steering Group. These were the following:

   - Can the Board's focus be improved so that there is a better balance between strategic issues and assurance/compliance? Comment will be made on the timing and format of Board meetings.
   - What is the culture of governance? What are the relationships like within the Board and between the Board and Executive team?

- Are stakeholder views sought, heard, understood and effectively considered throughout the governance process? For example, how present are student voices in decision making? How is the institution considering the needs of local communities?
- How can you consider the Board's composition, including any potential changes to promote diversity?
- Where does LTU sit on Halpin's governance maturity framework? What improvements should be made as a priority? Experience from the sector on the desirable frequency of review will be offered.

12. Will Spinks, Halpin Consulting Fellow, led the review on behalf of Halpin, with support from Susie Hills, Halpin Joint CEO, and Pooja Jain, Halpin Project Manager (biographies are provided in **Appendix 4**).

13. We would like to record our appreciation for the open and candid nature of the conversations held with members of the Board and senior staff, for the welcome accorded to us at the meetings we observed, and, most especially, for the responsive, prompt and practical support provided by the Clerk to the Board of Governors and his team.

14. Our methodology was designed to deliver a report which fulfilled the terms of reference, enabled consultation with and feedback from selected members of the Board and key governance staff, and drew on best practice from the sector and beyond.

15. We conducted 10 interviews with members of the Board and University staff whose role supported governance, and these interviews were completed in February and March 2023 (see **Appendix 3**).

16. The interviews were structured around a standardised set of questions but also allowed for a qualitative view of the Board's opinion in relation to certain topics.

17. We also conducted a review of the University's governance documents and papers of key committees. Some are publicly available, and others were specifically provided by the University.

18. Where deemed appropriate, these documents have been compared to the requirements detailed in relevant regulatory requirements, codes of practice, or known best practice elsewhere in the sector.

19. It should be noted that our report does not intend to offer a line-by-line evaluation of strict compliance with all relevant regulations. Our agreed aim was to highlight key issues deemed worthy of further consideration.

20. To complement the review of documentation and interviews, we also observed two meetings. These were the online Academic Assurance and Student Experience Committee meeting held on 8 June 2023 and the in-person Board meeting held on 17 May 2023.

21. Our analysis of our findings has been completed using the Halpin Governance Maturity Framework. This is set out in the Maturity Framework at **Appendix 1** and described in more detail in the report which follows.

22. Project updates were provided monthly and there were meetings with the Steering Group on 31 May 2023 to discuss emerging findings and on 29 June 2023 to present the final report.

Findings

Legal structure, Constitution and governance structures

23. Leeds Trinity University is a company limited by guarantee, formally established in 2007 as an incorporated body under the Companies Act. It is registered in England and Wales and has no subsidiaries. It is also a registered charity and is regulated by the Charity Commission.

24. Its objects, powers and framework of governance are set out in its Memorandum and Articles of Association. Members of the Board of Governors are Directors of the company and Trustees of the charity.

25. As a Catholic foundation established in 1966, the institution operated under a Trust Deed until its incorporation in 2007. The current Memorandum and Articles of Association of Leeds Trinity University state:

26. 'The objects of Leeds Trinity University shall be the establishment, conduct and development of a Roman Catholic institution for the advancement of education for the benefits of the public. The Board of Governors approves the Strategic Plan of the institution. The Articles of Association require the University to have a governing body and an academic board, each with clearly defined functions and responsibilities, to oversee its activities.'

27. The University is registered with the Office for Students (OfS) as a higher education provider with degree-awarding powers and was previously funded by the Higher Education Funding Council for England.

28. The Board of Governors is the governing body of the University. They are ultimately responsible for all the University's activities, but specifically its educational character and mission, its senior management structure and its financial solvency.

29. The maximum size of the Board is currently set at 22 members. Within this, there are:

- three *ex officio* members (the Bishop of Leeds, the nominee of the Superior General of the Cross and Passion and the Vice-Chancellor)
- a maximum of 16 independent members
- an academic staff member
- a professional services staff member
- a student member.

30. Several senior staff members are in attendance at the meeting, including the Clerk, and there are three observers (an academic staff union representative, a professional services staff union representative and a Students' Union observer).

31. While it is possible to find smaller-sized governing bodies within the sector, particularly within post-1992 institutions, the University is certainly within the generic advice offered by the CUC Higher Education Code of Governance ('The size and composition of the governing body needs to reflect the nature, scale and complexity of the institution') and is not an outlier in comparison to other institutions.

Committee structure

32. The Board has established committees to support its work. All these committees are formally constituted with terms of reference and membership approved by the Board. Their membership comprises independent members of the Board and, in some cases, staff and

student members. Some committees also have co-opted committee members from outside the Board, to further strengthen the work of the committees and to support effective succession planning for Board membership.

33. The standing committees are as follows:

- Academic Assurance and Student Experience Committee (established following the last governance review)
- Audit Committee
- Finance and Resources Committee
- Governance and Nominations Committee
- Remuneration Committee.

34. All these committees, together with the Academic Board, report and make recommendations to the Board of Governors, either in the form of a written report, or via their approved minutes, or both.

Compliance with higher education codes

35. Through the desk review process and the observation of specific governance meetings, the review team has considered the level of compliance against the three most relevant codes produced by the Committee of University Chairs (CUC). These are:

- the CUC Higher Education Code of Governance ('the CUC Code 2020', 'the Code')
- the CUC Audit Committees Code of Practice
- the Higher Education Senior Staff Remuneration Code.

36. We found that the University has a very good process in place for conducting a regular self-assessment against the requirements of these codes and identifies areas where further opportunities for improvement can be found. This process is to be commended.

37. These self-assessments were seen to be of extremely high quality and were promptly carried out when codes were changed or updated. Where appropriate, these self-assessments have been supplemented by external review.

38. This governance review is one of those external evaluations which supplement internal control measures.

39. As another example, we noted that PWC had been commissioned to conduct an internal audit into whether the University's governance arrangements are compliant with the CUC Audit Committees Code of Practice.

40. The strength of the University's processes in this area was attributed by many interviewees to the competence and effectiveness of the Clerk.

41. We note that a process of planning for the replacement for the Clerk is currently under way, with the intention being that a successor is in place for September 2023, with the current Clerk then being available for a period of handover prior to his subsequent retirement. We comment on this here because of the importance, particularly in smaller institutions where key person risks are often more acute, of managing these transitions well, and in the knowledge that finding a successor may not be straightforward.

42. The responsibility for the appointment of the Secretary and Clerk to the Board of Governors lies with the Board itself, under section 16 of the Articles of Association.

43. We therefore recommend that this recruitment is seen as a priority for the Board, and we make this a priority recommendation in this report.

44. **RECOMMENDATION 1 (R1)**: Priority is given by the Board to the recruitment of a new Clerk and to the management of the subsequent handover process. This is a priority recommendation.

45. At the Board meeting we observed on 17 May 2023, the Board was advised that the position had been advertised, a substantial number of applications had been received, and four candidates had been shortlisted for interview in June.

46. Our overall assessment is that the University has very good compliance with all three main higher education codes, with several examples of leading-edge practice. The Board of Governors can be assured that it is both broadly applying all three codes and offering explanations where there is a need to do so.

47. In our last review, we commented on a small number of areas where we believed the University's compliance could be further strengthened, by either changing some current practices or offering some explanation where the code had not been applied.

48. We comment next on both the progress made and some other areas we have noted.

CUC Higher Education Code of Governance

49. The CUC Code 2020 is established on an 'apply or explain' basis, where institutions are given a set of values and elements but are not mandated to comply with everything. They can choose which parts of the Code apply to them but are expected to justify the reasons behind their choices.

50. In our previous review, there were two important areas where we felt compliance with the CUC Code could be enhanced.

51. The first related to the *ex officio* nature of the Chair role.

52. In its Annual Report and Financial Statements for the year ended 31 July 2022, it is stated that:

53. 'The University complies in all material respects with the CUC Governance Code of Practice. The exception to this is the role of the Chair, which is ex-officio rather than appointed by the governing body from amongst its independent members. However as noted above, the Articles of Association contain provision, at the discretion of the ex-officio Chair, for another member to act as nominated Chair of the Board, subject to the agreement of the Board, and this arrangement has been in operation since incorporation in 2007.'

54. This statement has picked up as our first important recommendation from our previous review that the *ex officio* nature of the Chair role needed to be explained in the Annual Report. In progressing this previous recommendation, compliance with the Code has been enhanced.

55. The second important recommendation from our previous review related to section 5.9 of the CUC Code, covering removal of members, which states: 'The governing body also needs the power and process to remove any of its members from office and must do so if a member breaches the terms of their appointment.'

56. We had commented on this because of the provision in the University's Articles of Association at 9.2.1 and 9.2.2 for independent governors to be nominated to the Board by 'the Service' ('the Catholic Education Service for England and Wales or any other body for the time being nominated by the Bishops' Conference of England and Wales as their education agency') and 'the Congregation' ('the religious congregation of the Sisters of the Cross and Passion or its successor congregation from time to time').

57. We have been provided with evidence that the University has followed up on this issue and has received advice from external counsel.

58. We are now confident that the University has the necessary powers and processes to act, should it ever need to do so.

59. In considering the CUC Code during this review, we comment at this point on two other matters that the University may wish to consider.

60. The first matter is the role of the Senior Independent Governor. In common with other governance codes in other sectors, the CUC Code, in section 5.8, states: 'The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role and explain the rationale for decisions made in this regard.'

61. The University has previously concluded that it was appropriate to have a SIG and had appointed to the role. At the time of the review, however, the position was vacant, as the SIG had stepped down from the Board in January 2023.

62. It is our understanding that it is the University's intention to fill this role as soon as it is practical. We recommend that this is progressed.

63. **RECOMMENDATION 2 (R2)**: The Board appoints a Senior Independent Governor as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle.

64. In the course of the review, we were asked whether the same person would usually occupy the SIG and Deputy Chair role. Our experience would suggest that it is good practice for these roles to be occupied by different Board members.

65. The second matter relates to the completeness of the register of interests of Board members and senior executives. The CUC Code states, in section 3.2: 'Members of governing bodies need to act, and be perceived to act, impartially, and not be influenced by social or business relationships. Institutions must maintain, check and publish a register of the interests of members and senior executives.'

66. It should be noted that this maintenance and publication of a register is separate from, and additional to, the need to disclose any personal conflict or interest in advance of any discussion on a specific topic. We have no concerns with the way in which any potential conflict of interest is declared or managed.

67. On the question of the register, the University does maintain and publish a register of interests, which is accessible through the governance pages of the University's website.

68. On inspection of this register, however, it was noted that the level of detail being declared by Board members seemed to vary significantly and that, for example, a significant number of independent governors had 'none declared' as their entry.

69. This is the case even where the biographies of Board members also contained on the University website clearly indicate that other interests exist.

70. The frequent use of 'none declared' is quite different from the registers published by other institutions.

71. We have therefore looked at the Annual Declaration of Interests form which is sent to members of the governing body. This asks whether or not they have any 'pecuniary, family or other personal interests which might affect [their] responsibilities as a Governor of Leeds Trinity University'. While this is a relevant question to ask, and many members will legitimately be replying negatively to it, it does not provide sufficient information to meet the CUC Code

requirement to publish a register of interests, irrespective of whether these interests 'might affect' their responsibilities.

72. As an example of the detail provided elsewhere, we include a link to a neighbouring university's register of interests publication.[1]

73. **RECOMMENDATION 3 (R3)**: The University should review its advice to Board members as to what needs to be included within their register of interests declaration and should update the register accordingly.

CUC Audit Committees Code of Practice

74. The CUC Audit Code is premised on an 'apply or explain' basis, whereby the governing body is given a set of elements but is not mandated to comply with everything. Governing bodies can determine, based on the advice of their Executive and considering, for example, size, scale and structure, which parts of the Code apply to them. However, they are expected to be able to explain and justify the reasons for not adopting any other elements of the Code.

75. A detailed self-assessment of compliance against the 2020 CUC HE Audit Committees Code of Practice is presented annually to the Audit Committee. We found this to be a thorough and detailed process which is to be commended.

76. In addition, as noted above, the Audit Committee commissioned the then internal auditors PWC to review the University's compliance with the CUC Audit Committees Code of Practice.

77. This review concluded that the University's governance arrangements are largely compliant with the CUC Audit Committees Code of Practice. It noted, however, 'some room for improvement to ensure that the University has articulated the ways in which its governance structure and approach fully align with the Audit Committee[s] Code of Practice'.

78. The improvements identified were presented in a detailed review of the University's assessment of compliance with the CUC Audit Committees Code of Practice, along with specific recommendations which the University has considered and turned into an action plan.

79. Given the level of recent scrutiny that has been applied and given the meticulous way in which plans have been put in place to improve compliance further, we have no additional recommendations that we would wish to make in respect of the Audit Code.

Higher Education Senior Staff Remuneration Code

80. The HE Senior Staff Remuneration Code is to be used on an 'apply or explain' basis. This means that institutions should either publicly state that they have abided by the minimum requirements of this code or provide meaningful explanations for non-compliance and how their alternative arrangements meet its principles.

81. Throughout this code, the word 'must' identifies the CUC's view of the minimum requirements for an institution wishing to comply with it. Governing bodies are free to meet 'must' statements by the means and mechanisms appropriate to their own context.

82. The Code states that 'institutions should either publicly state that they have abided by the minimum requirements of this Code or should provide meaningful explanations for non-compliance and how their alternative arrangements meet its principles'.

83. The Board approved the adoption of the CUC Higher Education Senior Staff Remuneration Code on 22 November 2018 and the University publicly states, in its annual publication of its

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[1] https://www.leeds.ac.uk/secretariat/documents/council_register_of_interests_2019-20.pdf

Policy on Remuneration for Senior Post Holders, that 'we have adopted the CUC Higher Education Senior Staff Remuneration Code in full'.

84. In our previous review, there were three areas where we felt compliance with the CUC Code could be enhanced. These were all accepted and have been implemented.

85. In considering the Higher Education Senior Staff Remuneration Code during this review, we comment only on one further point that the University may wish to consider.

86. It is noted that the Chair of the Board of Governors is currently chairing the Remuneration Committee, following the resignation from the Board in January 2023 of the former Chair of the Remuneration Committee.

87. While the Higher Education Senior Staff Remuneration Code does not prohibit Chairs of governing bodies also being Chairs of Remuneration Committees per se, it does state that 'Remuneration Committees, when considering Head of Institution remuneration, must be chaired by a lay governor who is not Chair of the governing body'.

88. As a consequence, many institutions now positively require a governing body member other than the Chair of the governing body to chair the Remuneration Committee. This has become best practice.

89. It is our understanding that the University intends to follow this practice once again and appoint a new Chair of the Remuneration Committee for the academic year 2023/24. We recommend that this is progressed.

90. **RECOMMENDATION 4 (R4)**: The Board appoints a new Chair of the Remuneration Committee as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle. Notwithstanding this, the University should note the need to identify an alternative person to chair the Remuneration Committee if the head of the institution's remuneration needs to be considered in the interim.

Overall governance culture

91. In pursuing the agreed lines of enquiry and in forming a view on the governance culture and quality of relationships, we asked the Board members we interviewed about the culture of governance, the quality of the relationship between Board members, between the Executive and Board members, and also with the secretariat. In addition, we observed the Board meeting held on 17 May 2023 and reviewed both current and previous papers provided to Board and committee members.

92. The unanimous view we received in the interviews we carried out with Board members was that the overall culture of governance at Leeds Trinity University was either 'excellent' or 'good' and was on a positive trajectory. No interviewee chose 'average', 'fair' or 'poor' in response to this question.

93. Where interviewees replied 'good', several of them commented that they would have replied 'excellent' but had chosen 'good' because there had been recent natural changes in the composition of the Board that meant that the new Board needed a little time to form and build up shared experience with newer Board members.

'Might previously have said excellent but evolving given significant changes in composition of Board with new members coming in. Will take a little time to become fully engaged. Need to reform and regroup. "Only" good and not excellent only because of this need.'

94. The very positive feedback we received in our interviews was reflected in the good practices we observed from our desk review and in our observation of the 17 May 2023 Board meeting.

95. At that Board meeting, all but one of the Board members that were present spoke, and the nature of the discussions were both supportive and challenging. Board members contributed to discussions on all agenda items and seemed comfortable and able to raise alternative views.

96. Where these alternative views were raised, the Chair allowed the dialogue to develop and ensured either sufficient time was made available for the discussion within the meeting and/or the issue would be followed up outside of the meeting.

97. A key example of this was the item on development of the University brand and how it reflected the catholicity of the institution.

98. In this discussion, differing views were offered, constructively discussed and follow-on actions were agreed ahead of bringing the item back to the next Board meeting. The Chair handled this discussion well.

99. Where members have experience of Boards in other sectors and settings, they compared the University very favourably to their experiences elsewhere.

100. No significant concerns were raised about the overall culture of governance and, indeed, very many positive comments were offered.

Specific relationships

101. The agreed lines of enquiry also requested comment on the relationships both within the Board and between the Board and the Executive.

102. The positive overall perception of governance culture was repeated when we asked about specific relationships.

103. The relationships within the Board between Board members were seen as 'excellent' or 'good'. Responses were typified by comments such as the following:

> *'Nearer to excellent rather than good. Very capable people that are very experienced. Need to work collectively and do. Cooperation within the Board is very high. Bring good experience of other institutions both within and outside of sector. Work in concert with each other.'*

104. Some Board members did express a desire to get to know other Board members better on a personal basis by having more informal opportunities to get together.

105. The combined impact of there having been significant natural turnover in the composition of the Board, having to move to online interactions during Covid-19, and the continuation of online working for some Board committees was noted. It was felt that this had reduced the opportunity for some face-to-face interactions, and this had impacted upon the new group of Board members 'forming':

> *'Clearly there are some strong relationships where people have been on Board for longer and know each other well. As a new member, harder to forge relationships. Need to get to know one another better. Has been some*

> *turnover in the Board. Want to have more opportunity to get to know other Board members more personally.'*

and:

> *'Could improve opportunities for Board to interact more informally with each other. Tends to be just coffee before meeting – not always meal afterwards. Reduces opportunities for informal interaction and chance to get to know one another. Could something additional be organised perhaps once per year? Could other opportunities be created in the normal cycle?'*

106. We have seen this same need expressed in other governing bodies whose composition has changed significantly during and post Covid-19. A number have concluded that they need to positively invest in providing the governing body with the opportunity to get to know one another better.

107. Some have sought to structure additional informal opportunities around existing governing body meetings, whether these are 'normal' meetings or more of an 'Away Day' opportunity.

108. We noted that the University's Board meetings are timetabled at different times of the day, and this may impact upon there being a standard pattern which could be applied to structuring these more informal opportunities. In addition, the University's development day has been organised more recently in such a way as to not include a residential element.

109. **RECOMMENDATION 5 (R5)**: We would recommend that the Board reviews whether it can provide more opportunities for informal interaction between Board members, by structuring these around the timetabling of formal Board meetings, including the development day. **This is a priority recommendation.**

110. The relationships between Board members and the Executive were typically seen as 'excellent' or 'good'.

111. Typical responses were that the relationship was as follows:

> *'Generally excellent. Constructive even when issues are difficult and challenging. Positive manner and tone. Appropriate challenge and style.'*

and

> *'Nearer to excellent than good. Clear distinction between governance and exec roles. Critical but open challenge, hold to KPIs.'*

112. Where there were comments that suggested areas of possible improvement, they included whether there was sometimes a slight weariness in responding to Board queries, that specific responses to specific questions were always required, and a challenge was offered as to whether the relationship between Board members and members of the Executive might become too comfortable.

113. There was, however, no pattern in this feedback and we offer it for completeness and reflection rather than recommending a specific action.

114. The interviewees' feedback on the relationship with the secretariat was overwhelmingly positive. Typical comments included the following:

'Excellent with Clerk. Very helpful and organised. Good at signposting. Thoughtful and empathetic. Appreciates that Board members are volunteering and may have other work and family commitments. Nothing but really positive comments.'

and

'He understands temperature and understands what is going on in HE sector. Proactively seeks out good practice and brings it in.'

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115. Both Board members and Executive members were conscious that it is important to plan for succession to the role of Clerk and that a change is imminent. We have already recommended that priority is given by the Board to the recruitment of a new Clerk and to the management of the subsequent handover process (R1). This is a priority recommendation.

Code of Conduct for Board members

116. As is best practice in the sector, the University has a Code of Conduct in place for all Board and committee members.

117. This Code clearly details the expectations and obligations for all who serve and acts as an important touchstone for both Board and committee members and the University and is to be commended.

118. The acceptance of appointment as a member of the Board or a committee is construed as acceptance of the Code.

119. The University also invites three additional representatives to be in attendance at Board meetings: two from campus trade unions and one from the Students' Union.

120. These representatives receive all the materials for Board meetings and attend in person for all items other than those materials and discussions on 'reserved matters'. By segregating more sensitive/confidential matters in this way, it is intended that any issues can be avoided.

121. At the Board meeting we observed on 17 May 2023, we noted, however, that a confidential item arose more spontaneously as part of another item discussed earlier in the meeting when those in attendance were still present.

122. As these representatives are not members of the Board or its committees, the Code of Conduct does not apply to them. It is our view that this leaves a gap in terms of clearly establishing the expectations of those receiving these Board materials and attending Board meetings.

123. While this has not caused any issues in the past, we would suggest that it would be wise to confirm what expectations the University has of these attendees at Board meetings.

124. **SUGGESTION 1 (S1)**: The University should communicate conduct expectations to those representatives that are in attendance at Board meetings.

Meetings – Board of Governors

125. The Board of Governors formally meets six times each year and, typically, also holds an 'Away Day' meeting to consider strategy and governor development matters.

126. After returning to a more 'normal' meeting structure post Covid, the University has favoured either holding meetings in person or holding meetings online, rather than opting for a mixed, hybrid approach within a single meeting.

127. Our experience from elsewhere is that most institutions are increasingly favouring this approach of making a positive decision as to whether a particular meeting requires physical attendance or whether the business can be best conducted online. Where a mixed, hybrid approach has been taken within a single meeting, institutions have reported that this is proving more difficult to ensure that all participants have the same opportunity to effectively engage.

128. In our agreed lines of enquiry, we were asked to comment on the timing and format of Board meetings.

129. Most universities tend to have a set pattern of normal Board meeting start times, with that pattern being agreed with the Board as being the most effective for the majority of attendees.

130. Looking over the last two academic years for Leeds Trinity University, there is quite a diversity in scheduling, with Board meetings either being scheduled for the morning (starting at 8.30am, 9.00am or 10.00am) or starting in the late afternoon/early evening (typically starting at 4.00pm or 4.30pm).

131. When meetings are scheduled for the morning, there is normally an offer of sandwiches and tea afterwards, but in interviews it was suggested that 'many/most people don't stay – often head off', and this was a missed opportunity in terms of informal interaction between Board members.

132. In our interviews, it was also suggested that the earlier morning starts in particular were not very family-friendly. This point was also raised at the Board meeting we observed on 17 May 2023.

133. The schedule for an afternoon meeting often included a speaker and dinner following the Board meeting, and this did provide more of an opportunity for informal interaction.

134. We have already noted in Recommendation 5 (above) that we would recommend that the Board reviews how it can structure in more opportunities for informal interaction between Board members.

135. Here, we would recommend that the Board considers moving to a more settled pattern of Board meetings with, wherever possible, set starting times. For morning Board meetings, the start time suggested would be 10.00am.

136. For the majority of the occasions that the Board meets, the University should seek to actively structure an additional opportunity for more informal interaction, around a lunch, dinner and/or opportunity to discuss a specific issue or hear from a particular group in more depth.

137. **RECOMMENDATION 6 (R6)**: The Board should consider a more settled pattern of Board meetings, with the majority also providing an opportunity for more informal interaction.

138. In common with most institutions, Leeds Trinity organises a 'strategy day'/ 'development day' as part of its overall cycle of meetings. Most other universities would, however, include a residential portion as part of this.

139. Given the priority recommendation 5 (above) that the Board reviews whether it can provide more opportunities for informal interaction between Board members, we recommend that the Board considers whether a residential component to the development day may facilitate this.

140. **RECOMMENDATION 7 (R7)**: The Board should consider whether the development day might be structured to include a residential component.

Meeting papers

141. It is not unusual for Board members to comment on the length of Board packs for Board meetings. We found this sentiment in this review, too:

> *'Better focus on papers. 280-page pack? Papers need to be more succinct. Get to point. Detail in annexes or in portal. We don't live with these issues day to day. Papers need to be in plain English without jargon. Need to make it easier for non-execs to engage.'*

142. It was informative to note, however, that even where there was a challenge, there was comment that the current trajectory was positive and that things had improved:

> *'Improving but more to do'*

and

> *'Keep doing what currently doing re: papers and summarising.'*

143. It was also accepted that some Board meeting packs (typically November as an example) would be 'heavier' in nature because of formal obligations for the Board to sign off statutory or regulatory returns such as the Annual Report and Accounts and the annual return to the Office for Students.

144. Offering detail in annexes or in reference packs on a Board portal is increasingly seen as good practice, and this direction of travel at Leeds Trinity University is to be commended.

145. Our examination of recent Board packs as part of the desk review process indicates that the University's Board packs are already considerably shorter than we have seen in many other institutions in the sector. Indeed, the papers for the May meeting that we observed, at 65 pages, including a 28-page presentation slide deck, are one of the shortest we have seen.

146. The desire to ensure papers and packs are concise and to communicate effectively with Board colleagues is to be commended.

147. In reviewing individual papers in multiple Board packs, we generally found that there was good use of executive summaries in many papers. This was not universal, however, and we would

recommend that this remains a particular focus for Board papers.

148. **RECOMMENDATION 8 (R8)**: The secretariat to the Board should continue to focus on the provision of good executive summaries for each Board paper.

Strategy and Board focus on strategic issues

149. In July 2021, the University approved its new 5-year Strategic Plan for 2021–26.

150. The vision is that Leeds Trinity University 'will be a leading career-led and applied university. Our students will achieve outstanding outcomes. Our well-rounded learners and graduates will be sought by employers. They will shape a rapidly changing world.'

151. The CUC Higher Education Code of Governance states that governing bodies must be engaged in the development of the institution's strategy and formally approve or endorse the strategic plan in accordance with its constitution and the expectations of stakeholders, including students and staff.

152. The Code recognises that governing bodies will need assurance that the strategic plan is supported by detailed plans or sub-strategies that ensure that the required financial, physical, human and information resources are in place to achieve strategic intent.

153. Leeds Trinity University reflects this in the Board's statement of primary responsibilities, which include the need to approve the mission and strategic vision of the institution, the long-term academic and business plans, and key performance indicators, and to ensure that these meet the interests of stakeholders.

154. These go on to require that the Board ensures that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.

155. In our interviews with Board members, those that had been on the Board while the 2021–26 strategic plan was being developed, confirmed that they felt the Board had been significantly involved in development of the strategy and expressed confidence that their contribution had been impactful. They also expressed confidence that the Board engaged appropriately in monitoring of progress against the agreed plan:

> *'Big re: strategy. New strategic plan. Part of development day for Board. 2 drafts developed. Spent time scrutinising and developing. Significant activity for Board.'*

> *'On strategy, Exec Team worked up proposals. Effective engagement with whole Board. Feedback and challenge. A few iterations. Sub-strategies get a good kicking of tyres at Board committees.'*

156. We also asked Board members to identify what the big challenges would be for the University to focus on over the next 3–5 years or so.

157. We were struck by the internal coherence of the responses we received and their 'tightness' around several key issues. We single this out as this is not always the case in the work we do with universities and is to be commended.

158. The core responses we received tightly clustered around issues such as:

- student recruitment, experience, progression and employability, including the areas where new course offerings are planned
- the development of the new city centre campus in Leeds
- the broader campus master plan
- potential changes in the regulatory and policy environment, both those that provided opportunities and those that might result in threats.

159. Board members felt that these issues were being increasingly focused on at Board meetings and that there had been improvements in this respect in recent years:

'Board is focused on big staff and key business cases. Important to be so. How can we be better on student numbers? How can we manage portfolio changes? Can we improve estate and deliver estates master plan? How can we improve digital landscape? Day-to-day stuff has to be dealt with too. E.g. cost of living. Believe we are getting it right.'

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160. At the Board meeting we observed on 17 May 2023, significant space on the agenda was set aside to discuss many of these key issues.

161. There was a strong connection, therefore, between the items raised with us as being strategically important, and the time invested in discussing these items at the Board meeting.

162. This gave us some confidence that we could respond positively to the key line of enquiry about the Board's focus on strategic issues as well as assurance/compliance.

163. In the interviews, the role of committees was seen as key, as was how committees reported back to the Board. If handled well, there was an opportunity identified to focus the Board's attention on the issues only they could consider, and delegate to and depend upon committees to effectively cover their accountabilities.

'Role of committees is key. Try not to regurgitate committee discussion at Board. Balance to be struck obviously. At the moment seems good. Free up Board to discuss key issues not being covered in committees. Push back from colleagues? – sometimes people want more details.'

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164. Best practice from around the sector would suggest that this approach can be highly successful, and we would commend it. In this approach, knowledge of and confidence in the role of committees is key. As a consequence, we would make two recommendations which are designed to help Board members have a better understanding of the role of committees and how they operate.

165. **RECOMMENDATION 9 (R9)**: It is recommended that an induction process is put in place for new joining members of each specific committee that they join.

166. This is in addition to the existing induction process that is in place for new Board members that, in interviews, Board members were highly appreciative of, and which is to be commended.

167. **RECOMMENDATION 10 (R10)**: It is recommended that existing Board members are offered – as part of a planned schedule – the opportunity to attend the meeting of a Board committee

that they are not a member of and that they would like to learn more about.

168. The aim would be for Board members to get a better understanding of how key Board committees operate.

Risk

169. The University states that the Board of Governors is responsible for maintaining a sound system of internal control that supports the achievement of University policies, aims and objectives, while safeguarding public and other funds and assets for which it is responsible, in accordance with the Articles of Association and the Terms and Conditions of Funding from the Office for Students.

170. The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve policies, aims and objectives; it can therefore provide only a reasonable, and not an absolute, assurance of effectiveness.

171. The CUC Higher Education Code of Governance requires that the governing body is assured that there is an effective and proactive system of risk management in place, by which risks are rigorously assessed, understood and effectively managed across the organisation.

172. In pursuit of this, the Board receives periodic reports from the Chair of the Audit Committee concerning internal control and requires regular reports from managers on the steps they are taking to manage risks in their areas of responsibility, including progress reports on key projects.

173. As noted in the section above on the CUC Audit Committees Code of Practice, the Audit Committee has:

   (i)   conducted a detailed self-assessment of compliance against the 2020 CUC HE Audit Committees Code of Practice
   (ii)   commissioned PWC to additionally review the University's compliance with the CUC Audit Committees Code of Practice
   (iii)   put a detailed action plan in place.

174. The Board of Governors also formally approves the risk register at least annually.

175. In our interviews, we asked Board members how confident they were in how the University and Board manage the varying risks and potential risks facing the institution.

176. Responses were more varied than we saw with other questions posed, with (roughly) one third of respondents replying, 'very confident', another third replying, 'relatively confident' and the remaining third responding 'neutral'. However, nobody reported being 'not very confident' or having 'no confidence'.

177. Interviewees also felt that, in rightly pursuing the agreed University strategy, there was more inherent risk than might be the case in any steady state position. These execution risks sat on top of what was already a more uncertain regulatory and policy environment.

178. In addition, there was a risk of 'optimism bias' in evaluating how effectively the University might be able to manage these risks.

179. In looking at the more detailed responses to the questions on risk, a number of key points emerge. These include the following:

(i) There is a higher degree of 'chosen' risk in the new University strategy. Board members commented: '*The Board are mindful of risks particularly those contained in new strategy. Appetite for risk wrt city centre is quite "hungry"*' and '*High level of risk currently but taken in a considered way and consistent with risk appetite.*'

(ii) There was interest in hearing more, both about specific risks and about risk more collectively. Board members commented: '*We are a bit challenged in some areas. We have successful partnerships but are fluid and they have risk associated with them. Do we fully understand the opportunities, obligations and risks? Do we understand all the risks?*' and '*Has risk (collectively) been covered yet at the Board meetings I've been at? – not sure. Can't remember having a detailed collective discussion at Board – maybe just not yet reached that point in the cycle*' and '*More to do on prioritisation of key risks and risk appetite*'.

(iii) There was confidence, however, that the governance culture would support open conversations on risk. Board members commented: '*We are asking the right questions*' and '*I am confident that we are beginning to think about risk and address [it]*'.

180. The need for Board members to be aware of specific risks with partners is singled out in the CUC Code:

181. 'Governing bodies will also wish to receive assurance that specific academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.'

182. We note here that our interviews took place before the recent Board development day, held on 30 March 2023, and we are aware, for example, that some considerable time was devoted to considering partnerships at that meeting.

183. In addition, our observation of the 17 May 2023 Board meeting showed that in reviewing key business cases, there was a significant amount of discussion about risks and how these might be mitigated.

184. Best practice indicates, however, that Boards should 'determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives' (UK Corporate Governance Code).

185. **RECOMMENDATION 11 (R11)**: We recommend that the Board restates the principal risks that the University is facing in achieving its strategic plan.

186. **RECOMMENDATION 12 (R12)**: We recommend that the Board assures itself that it has the necessary process in place to fully understand and mitigate the agreed principal risks. **This is a priority recommendation.**

187. We note that some universities conduct periodic 'deep dives' into key risks, either at Audit Committee or with the whole governing body, and we understand the June meeting of the Finance and Resources Committee is planning to do something similar.

188. We also note that the University already has in place the concept of 'lead governors', with their role being 'to act as a clearly identified point of contact between Management and the Board should particular issues in respect of the respective business cases arise'.

189. These are helpful developments and could further enhance Board members' understanding of specific risks.

Academic assurance

190. The Office for Students (OfS) conditions of registration state that 'the governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)'.

191. This emphasis from the regulator is reflected in section 2.5 of the CUC Code 2020, which states that:
'The governing body must actively seek and receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards and the integrity of academic qualifications and will work with the Senate/Academic Board (or equivalent, as specified in their governing instruments) to maintain standards and continuously improve quality.'

192. The CUC also provided detailed guidance on academic governance in an Illustrative Practice Note in 2017.

193. Academic quality and standards are fundamental to the mission and reputation of the University and its delivery of a quality student academic experience. The greatest power that a university has is to award degrees. The Board should therefore receive assurance and be confident in its ability to challenge the governance and management of academic quality and standards.

194. Following the last governance review, the University established an Academic Assurance and Student Experience Committee (AASEC).

195. The purpose of the AASEC is to provide assurance to the Board of Governors on the University's regulatory compliance around academic quality and standards; learning and teaching; the reliability of degree standards; and the continuous improvement and enhancement of the student experience, both on campus and at collaborative partners.

196. The terms of reference for AASEC do not include any specific responsibilities for approving or deciding on issues and, rightly therefore, no accountabilities of either the Board of Governors or the Academic Board are removed. It does, however, mean that Board members can receive additional assurance through AASEC that their accountabilities as a governing body in this area are being met. In our interviews, those Board members that felt able to comment were very positive about the way in which AASEC had been established and how it had contributed towards the Board's understanding of academic issues. They believed that, as a consequence of its formation, the Board could be much more assured on academic matters than previously.

'Very important. Good development. Previously a view that the Board didn't have adequate sight of academic assurance and student experience. Needed more assurance. Feel the pulse of academic issues. Provides opportunity to critique what University is doing on academic matters. Student progression, student experience, retention and partnerships. Provides additional confidence and assurance. Going very well.'

'It is dealing with issues as you would hope and expect. Had "advantage" of focusing on "crisis" of NSS results. Galvanised a way of working. Exec were not defensive, were engaging and took risks. Good student voice. Welcoming environment for student member(s) to contribute.'

197. We noted comments that not all Board members felt able to comment on AASEC's performance at this point. This offers further reinforcement to Recommendation 10 (above) that

existing Board members are offered – as part of a planned schedule – the opportunity to attend a meeting of a Board committee which they are not a member of and which they would like to learn more about.

198. We observed the AASEC meeting held on 8 June 2023 and found that, consistent with its intended purpose, there were several agenda items that allowed Board members to go into greater detail on key academic matters; this allowing, where content, the Committee to be able to provide additional assurance to the full Board. This included important areas such as mental health, the access and participation plan, the Office for Students conditions of registration, and plans to mitigate risks in KPI red-rated academic areas, such as student continuation and awarding gaps.

199. There was also the opportunity to consider differences in risks and therefore mitigating actions, between on-campus provision and provision through collaboration with partners.

200. As has been evident with other Board committees, there is a considered process of reviewing the Committee's terms of reference and performance, and a willingness to be open to change.

201. At the meeting we observed, the Committee decided to recommend to the Board an addition to the terms of reference, to include a consideration of complaints and compliments which had previously been missing.

202. In looking at its performance, the Committee identified that there had been a greater number of apologies for meetings than was desirable. There was discussion about the possibility of adding an additional co-opted member, and there was support for the principle of individual Committee members identifying and focusing on a specific portfolio of areas of interest.

203. The importance of the student voice on the Committee was emphasised, and actions agreed to follow up on this.

204. Overall, with the establishment of the Academic Assurance and Student Experience Committee following the last governance effectiveness review, with the comments received from members of the governing body in our interviews, and from the evidence we have seen of the Committee operating in practice, we are confident that the Board of Governors has a stronger process in place to receive assurance on academic matters than was previously the case.

205. In addition, we believe that the actions identified through the Committee's self-assessment process will further enhance its operation.

206. If these are enacted, particularly ensuring that the student voice is well represented, then we would have no further recommendations or suggestions to make at this time.

Student, staff and external stakeholder engagement

207. The CUC Higher Education Code of Governance states: 'Promoting trust in institutional governing bodies requires assurances that there is effective communication with relevant stakeholders, including the reporting of significant changes in circumstances. Governing bodies will need to consider how they engage stakeholders in decision making and how they publish information and report performance to stakeholders.'

208. The topic was also raised by the University in the agreed key lines of enquiry.

209. In our interviews, we asked how stakeholders' views were sought, heard, understood and considered throughout the governance process generally, and followed up with specific questions relating to specific stakeholders. This included questions on student voice and the

needs of communities as agreed in the key lines of enquiry.

210. It is evident from our desk research and interviews that stakeholder voices and engagement are valued and respected at the University.

Student voice

211. Board members expressed confidence that the student voice was well embedded in University processes, that resulted in material reaching governance structures.

212. Board members also expressed confidence in the capability of student representatives to raise issues and, importantly, to be listened to, heard and taken seriously.

213. Some opportunities for improvement and further assurance were also identified. These included the following:

- The opportunity for the student voice to be better embedded at programme level.
- The need for assurance that the student voice was as present within programmes run through partners as it was within central University provision.
- The creation of more opportunities for Board members to interact directly with students on specific issues. The Bank of England session was quoted as a very positive experience by several Board members.
- The need to consider whether the process of having a second student voice at the Board through the student observer was working effectively.

214. **SUGGESTION 2 (S2)**: We suggest that the Pro-Vice-Chancellor for Education and Experience is asked to comment on the student voice at programme level and within partnerships.

215. Those Board members interviewed who had attended the student-focused sessions on 23 February 2023, including the session with the Bank of England, spoke very favourably about the value of these sessions. This information was subsequently circulated to the whole Board.

216. **SUGGESTION 3 (S3)**: We suggest that the Board identifies further opportunities for Board members to interact directly with students on specific issues.

217. We note that some governing bodies seek to have one dedicated session with students timetabled into their annual schedule of informal meetings. We understand the University is planning another such session for the autumn.

218. **RECOMMENDATION 13 (R13)**: We recommend that the experience of having an additional student observer at the Board is reviewed, with a view to seeing how its effectiveness can be enhanced.

219. We note that the trend in many institutions has been to add a second student member to full membership of the governing body.

220. We did note that, at both the meetings we observed, there were difficulties with student members being able to attend. It will be increasingly important to ensure that student members have the help and support they need to effectively participate in governance processes.

Staff

221. Board members felt that they had more frequent opportunities to interact with staff in their engagement with the University.

222. While recognising that staff members of the Board served as full Board members rather than 'representatives', their presence clearly brought a wide range of institutional experience that enhanced Board discussions.

223. The presence of two trade union staff representatives at Board meetings as observers is unusual in the sector, and further contributes to the opportunities for the staff voice to be heard.

External engagement

224. From our desk review and interviews, it is clear that the University is deeply embedded in the civic life of the region, with representation on many city and regional partnerships.

225. Board members acknowledged that much of the engagement with local communities was led by the Vice-Chancellor and the Senior Leadership team, and they were confident that this was done very well.

226. In our interviews, it was clear that a number of Board members were also engaged in interacting with external stakeholders. However, this engagement tended to come from personal interest and from existing networks, rather than being embedded in governance processes and part of a coherent plan on the University's behalf.

227. Within the University's Strategic Plan 2021–26, there is a stated intent to engage with partners and build profile within the Leeds city/regional area.

228. There is an opportunity, therefore, for the University to engage Board members as active contributors to this intent.

229. Board members identified this in the interviews we held with them. Typical comments included:

> *'Need to use governors more strategically to influence at a higher level. Happens in an unstructured way currently. Needs to be more structured.'*

and

> *'People do come to events and volunteer. Do get involved. Willing to help. More driven by personal interest rather than a structured approach.'*

230. While it was identified that Board members could contribute in a more structured way, it was acknowledged by the Executive members we spoke to that any commitment asked of Board members needed to be manageable.

231. In the after-dinner talk following the 17 May 2023 Board meeting, led by one of the University's Pro-Chancellors, the key role that the University could play in wider civic society within the city/region was emphasised.

232. We understand that the University is also seeking to work with the newly appointed Chancellor and Pro-Chancellor to identify where they can make specific contributions to the University's external engagement activities.

233. **RECOMMENDATION 14 (R14)**: We recommend that specific Board member contributions to the external stakeholder engagement plan are identified.

234. In making this recommendation, we note that it is not uncommon to find other institutions pondering on how best to utilise Board members' contributions and networks in the area of external engagement.

Equality, diversity and inclusion (EDI)

235. Element 4 of the CUC Higher Education Code of Governance states that:

'The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. Diversity in this context does not just mean protected characteristics – it includes a diversity of voice, attitude and experience. It is a means of ensuring that under-representation and differences in outcomes are challenged and, where practicable, followed by a course of corrective action that ensures fair outcomes for all.'

236. Importantly, the Code goes on to outline that these obligations go beyond legal duties of compliance to also include advancing equality of opportunity, fostering good relations and promoting an inclusive culture.

237. Leeds Trinity University has a proud track record of attracting and retaining students from under-represented groups and helping improve their prospects for social mobility.

238. In discussion with Board members, they attributed this to the Catholic heritage of the institution and the University's core values.

239. It is therefore not surprising to see that the University has approved a very ambitious strategy that positions EDI within a much wider approach of 'Equity, Social Justice and Belonging'.

240. The University states:

> *'At Leeds Trinity University, we have a vision that seeks to take us beyond our equality, diversity and inclusion (EDI) public duty requirements, and this is why our strategic approach sets out an agenda of equity, social justice and belonging (ESJ&B). […] through our ESJ&B agenda we celebrate difference, and view change as an integral part of our professional and institutional practice'.*

241. This is, in our view, a broader commitment, not only than the public duty requirements but also than the CUC Higher Education Code of Governance. This level of ambition is to be commended.

242. The University has established an Office for Institutional Equity and we believe this is indicative of the importance of this agenda to the institution.

243. In our interviews with Board members, there was a clear recognition of the links to the mission and values of the University and a belief that there was '*a very genuine values-based commitment to improving performance*' and '*we automatically go to issues of inclusion – it's what we're about*'.

244. Where there was more uncertainty among Board members, however, was around the Board's understanding of what its role was in helping to move the strategy forward, beyond seeking appropriate assurance during the annual reporting process, typically taken at a very busy November Board meeting.

245. We note that specific development sessions have been held to help Board members understand EDI-related issues in a higher education context, and this is to be commended.

'Not sure that we follow through to say what are we – the Board – going to do? What is our role?'

and

'…only discussed at Board when it is reported in formal papers. Doesn't stand out by itself. Needs "time to shine" at Board.'

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246. The strategy document points out that several University committees share responsibility for the monitoring and governance of the implementation plan.

247. At some institutions that would share Leeds Trinity University's level of ambition in this area, we have seen new governance structures being put in place to ensure a joined-up approach across the institution.

248. In addition, there has been some lay Board member involvement in this process, in order that the Board remained well-sighted on the topic and able to help when required.

249. **RECOMMENDATION 15 (R15)**: We recommend that the Board considers what role it might play in helping to move the Equity, Social Justice and Belonging strategy forward, beyond seeking appropriate assurance during the annual reporting process.

250. **SUGGESTION 4 (S4)**: We suggest that the University considers whether any additional governance structures are required to ensure a joined-up approach to EDI across the institution.

251. The CUC Higher Education Code of Governance also places a specific requirement on the governing body to 'routinely reflect on its own composition and consider ways it can encourage diversity in all its forms, thus leading by example. This includes consideration of the impact of decisions on equality, diversity and inclusion.'

252. From our desk review, we have noted that the Governance and Nominations Committee regularly receives information on Board demographics and subsequently reports on this to the Board.

253. We have seen evidence that, in seeking to recruit new Board or committee members, the University has sought to reach out more widely to ensure that the Board becomes more representative of the communities it interacts with.

254. We would note that the University is conscious of this in respect of non-visible as well as visible aspects of diversity.

255. In our interviews with Board members, they acknowledged that the University had been focused on seeking a more diverse set of suitably qualified candidates for Board positions.

256. Board members also acknowledged that, while there had been some progress, there was still more to do.

'The Board is aware of its obligations about its own composition and therefore in its own recruitment. Some progress there but still more to do.'

and

'Governance and Nominations has focused on Board diversity. Making progress but more to do. Look more like general Leeds population than we did previously.'

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257. We are content that the Board can be assured that it has sufficient focus on meeting its obligation to 'routinely reflect on its own composition and consider ways it can encourage diversity in all its forms'. The challenge, in common with other institutions both within and outside of the sector, is in demonstrating progress within acceptable timescales.

258. We note that the University has used the practice of co-opting lay members onto key University committees, with a view to them being subsequently considered for candidacy for appointment to the Board. This is a helpful practice and is to be commended.

Additional comments

259. While not the focus of the review, we noted two other items that we thought would be appropriate to bring to the University's attention for consideration, and we make further suggestions in these areas.

   1. **Web presence – Board member profiles**
      a. In looking at the profiles of members of the Board on the University website, we noted that a small number of profiles are not present, as information has not yet been provided by the relevant Board member. We would suggest that these profiles are completed.
      b. **SUGGESTION 5 (S5)**: The profiles of all Board and committee members are completed on the University website.
   2. **Web presence – minutes of Board meetings**
      a. In looking at the University website for minutes of Board meetings, we readily found all minutes for meetings up to the end of the 2021/22 academic year, but not yet for meetings held in 2022/23.
      b. Best practice in the sector is to publish minutes of governing bodies as soon as they are approved, typically following the subsequent governing body meeting.
      c. **SUGGESTION 6 (S6)**: Minutes of Board meetings are published on the website as soon as they are approved, typically following the subsequent Board meeting.

Conclusion

In reaching a conclusion about the overall effectiveness of governance at Leeds Trinity University, we have assessed our findings against the three most relevant CUC Codes and the Halpin Governance Maturity Framework.

Our findings show that, overall, the University has strengthened both the effectiveness of its governance processes and its compliance with relevant codes since our last review.

Consequently, we have assessed the University as being 'good' in three of the eight areas contained in the Halpin Maturity Framework that we considered, 'good to leading-edge' in two and 'leading-edge' in the remaining three. These are excellent results and are slightly stronger than the University's own self-assessment.

The scope of the review did not include the Academic Board, so we cannot offer any opinion in this area.

This trajectory is very positive and builds an excellent foundation for the future.

With many examples of very good practice, and by adopting the further recommendations contained in this report, the Board can be assured that it is meeting its governance obligations and is continuing upon its journey to be at the leading edge of governance practice.

In the agreed lines of enquiry, we were asked to offer experience from the sector on the desirable frequency of governance review.

The CUC Code states that 'HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input' and goes on to recommend that this review takes place every 3 years.

Our experience elsewhere in the sector is two-fold:

- Firstly, not all HEIs are commissioning external reviews precisely on a 3-year cycle.
- Secondly, where they are, and where they are justifiably confident of their existing levels of compliance, they are tending to focus any review with external input on more specific governance areas. Recent examples of this have been to specifically focus on reviews of the Senate/Academic Board where a considerable number of reviews have been commissioned or in more specific areas, for example, governance in subsidiary companies.

Given that Leeds Trinity University finds itself in such a strong current position, and presuming current rigorous processes of self-assessment are maintained through the succession-planning process for the Clerk, it is our view that this would provide the University with options as to precisely when (and with what scope) it chooses to conduct its next review of governance effectiveness using some degree of independent input.

Finally, we would like to record our appreciation for the open and candid nature of the conversations held with members of the Board and senior staff, for the welcome accorded to us at the meetings we observed, and (most especially) for the responsive, prompt and practical support provided by the Clerk to the Board of Governors and his team.

Appendix 1: University Governance Maturity Framework

Note: The characteristics shown under each column category are not intended to be comprehensive, only indicative. Universities will normally display characteristics in several of these column categories at any one time. The term 'Governing Body' includes 'Board of Governors', and the term 'Senate' includes 'Academic Board'.

The highlighted text indicates where Leeds Trinity University is positioned, based on our findings from the review.

	Inadequate[2]	Improving	Good	Leading-edge[3]
University Constitution[4]	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 and accessible internally to staff and students and externally to stakeholders. The Constitution has been modernised and in the case of chartered universities, Privy Council permission is required only for major changes.
	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Board or the VC/CEO.	Delegated powers are clearly set out showing what is reserved for the Board but are still not clear for Academic and Executive delegations.	Delegated powers are clearly set out showing what is reserved for the Board with further schedules setting out Academic and Executive delegations.
	Equality, diversity and inclusion (EDI) awareness does not	Some EDI awareness. Otherwise, satisfactory	Good EDI processes. Good-quality	Good EDI processes. Capable, diverse and inclusive members

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[2] Characteristics found in some governance failures.
[3] Current best practice found.
[4] 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.

	Inadequate[2]	Improving	Good	Leading-edge[3]
Board/ Council membership	exist. Inadequate member selection and induction processes.	recruitment and induction processes.	recruitment and induction processes.	appointed. There are good member succession-planning processes.
	No Board training or appraisal.	Some training and appraisal processes. The Chair is not appraised.	Training and appraisal processes exist for all members, including the Chair.	Good appraisal processes which are used as a learning opportunity for the Board.
				Senior independent Trustee appointed or alternative safeguards/ arrangements in place.
	Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings.	Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units.	Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students and units.	Members understand the University's culture and business and their role and responsibilities. They act accordingly. They regularly connect with University staff, students and units.
	Members do not enjoy their role, which involves firefighting and much frustration. Their reputation may be very much at risk.	Members believe that the University 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.
Key relationships	Dysfunctional relations between VC/CEO, Chair and Secretary.	Satisfactory relations between VC/CEO, Chair and Secretary.	Good relations between VC/CEO, Chair and Secretary.	VC/CEO, Chair and Secretary work as an open, trusting team.
	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.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.
	Some members question the general capability of the Executive.	Members support some of the Executive's efforts but are not convinced they have the right officers for a good Executive team.	Members see the Executive as capable and respect them but see areas for improvement.	Members and the Executive engage in a respectful, open, trusting relationship. Executive capacity, capability and succession planning

	Inadequate[2]	Improving	Good	Leading-edge[3]
				are regularly reviewed.
Board/ Council focus	There are immediate and major regulatory, quality and/or financial risks. The University 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.	Risk and strategic decision making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.
	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 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 very outcome-driven.
Board/ Council meetings	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing and secretarial support.	Improved discussions and conduct. Some decisions are taken outside of meetings by senior members. Staff and student members can feel that they are 'second class' members. Secretarial support needs improving.	All members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the minutes. Good secretarial support.	Good-quality, well-chaired discussions fully involve all members. Board Secretary with senior status, relevant experience and appropriate independence in place. Challenge and the value added by the Board are clear in the minutes.
	Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information and scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tend to pass their responsibilities to the Board by telling it everything.	Board portal in use. Some Executives demonstrate they accept their ownership of outcomes in short, risk-focused Board papers, which give good assurance.	Short, risk-focused Board papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance given to the Board.
Other committees	Poorly operating committee structure. There is disconnection between the Board and its committees.	Committees function satisfactorily – basic improvements to membership and processes having been implemented.	Committees function well. They seek continual improvements. The Board gets reasonable assurance from its committees.	Committees operate to a high standard and are good at collaborating with each other. The Board gets good risk-focused assurance from its committees.

	Inadequate[2]	Improving	Good	Leading-edge[3]
Stakeholder engagement	Board felt to be remote from the staff and students. Board not focused on students or staff.	The Executive conducts staff and student surveys and reports on these to the Board.	Clear evidence that staff and student views are reflected in decision-making processes.	Regular and effective two-way communication between the Board and the staff and students.
	Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive.	Board discusses and agrees the values of the University but does not monitor the culture of the University.	Board sets and takes responsibility for the corporate values and culture.	Board lives and monitors the corporate culture, checking that behaviours are consistent with the University's values.
	Stakeholder information not published.	Required regulatory information published for stakeholders, e.g. value for money, gender pay.	Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting.	University accessible and relevant to the University's local communities. Board takes responsibility for the socio-economic impact of the University. Good stakeholder information.
Board/ Council reviews	The only reviews are those commissioned by the Regulator.	Occasional Board effectiveness reviews focused on compliance.	Board has occasional external reviews of its effectiveness against the HE sector.	Board regularly has external reviews of its effectiveness against the best in HE and other sectors.

Appendix 2: Recommendations, Suggestions and Commendations

Priority recommendations

R1	Priority is given by the Board to the recruitment of a new Clerk and to the management of the subsequent handover process.
R5	The Board reviews whether it can provide more opportunities for informal interaction between Board members.
R12	The Board assures itself that it has the necessary process in place to fully understand and mitigate the agreed principal risks.

Other recommendations

R2	The Board appoints a Senior Independent Governor as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle.
R3	The University should review its advice to Board members as to what needs to be included within their register of interests declaration and should update the register accordingly.
R4	The Board appoints a new Chair of the Remuneration Committee as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle. Notwithstanding this, the University should note the need to identify an alternative person to chair the Remuneration Committee if the head of the institution's remuneration needs to be considered in the interim.
R6	The Board should consider a more settled pattern of Board meetings, with the majority also providing an opportunity for more informal interaction.
R7	The Board should consider whether the development day might be structured to include a residential component.
R8	The secretariat to the Board should continue to focus on the provision of good executive summaries for each Board paper.
R9	An induction process is put in place for new joining members of each specific committee that they join.
R10	Existing Board members are offered – as part of a planned schedule – the opportunity to attend the meeting of a Board committee that they are not a member of and that they would like to learn more about.
R11	The Board restates the principal risks that the University is facing in achieving its strategic plan.
R13	The experience of having an additional student observer at the Board is reviewed, with a view to seeing how its effectiveness can be enhanced.
R14	Specific Board member contributions to the external stakeholder engagement plan are identified.
R15	The Board considers what role it might play in helping to move the Equity, Social Justice and Belonging strategy forward, beyond seeking appropriate assurance during the annual reporting process.

Suggestions

S1	The University should communicate conduct expectations to those representatives that attend Board meetings.
S2	The Pro-Vice-Chancellor for Education and Experience is asked to comment on the student voice at programme level and within partnerships.
S3	The Board identifies further opportunities for Board members to interact directly with students on specific issues.
S4	The University considers whether any additional governance structures are required to ensure a joined-up approach to EDI across the institution.
S5	The profiles of all Board and committee members are completed on the University website.
S6	Minutes of Board meetings are published on the website as soon as they are approved, typically following the subsequent Board meeting.

Commendations

C1	The process of conducting regular self-assessments against the requirements of the major higher education codes, identifying opportunities for improvement, is to be commended.
C2	The Code of Conduct for Board and committee members clearly details the expectations and obligations for all who serve and acts as an important touchstone for both Board and committee members and the University. This is to be commended.
C3	The desire to ensure papers and packs are concise and to communicate effectively with Board colleagues is to be commended.
C4	When asked about the key challenges facing the University, we were struck by the internal coherence of the responses we received and their 'tightness' around several key issues. We single this out as this is not always the case in the work we do with universities and is to be commended.
C5	The induction process for new Board members is very thorough, is highly valued by Board members, and is to be commended.
C6	The University's approach to Equity, Social Justice and Belonging is a broader commitment, not only than the public duty requirements, but also than the CUC Higher Education Code of Governance. This level of ambition is to be commended.
C7	We note that specific development sessions have been held to help Board members understand EDI-related issues in a higher education context, and this is to be commended.
C8	We note that the University has used the practice of co-opting lay members onto key University committees, with a view to them being subsequently considered for candidacy for appointment to the Board. This is a helpful practice and is to be commended.

Appendix 3: List of Interviewees and Meeting Observations

Interviewees

Interviewee	Role
Jamie Hanley	Chair of the Board of Governors
Martin Holden	Chair of the Audit Committee
Emily Reed	Chair of the Governance and Nominations Committee
Tara Smith	Chair of the Finance and Resources Committee
Bill McCarthy	Academic Assurance & Student Experience Committee former Chair
Craig Williams	Clerk to the Board of Governors and Company Secretary
Johanna Symons	Executive Assistant to the Clerk
Professor Charles Egbu	Vice-Chancellor
Kelsey Howard-Matthews	President of the Students' Union
David Butcher	Director of Finance and University Secretary

Observations

Meeting	Observation Date
Board of Governors	17 May 2023
Academic Assurance and Student Experience Committee	8 June 2023

Appendix 4: Team Biographies

Will Spinks – Consulting Fellow

Will is a senior-level leader in higher education, having held the posts of Registrar, Secretary and Chief Operating Officer at the 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 higher education sector, Will pursued a career in ICI, Zeneca and AstraZeneca, working in a number of businesses and functions in both the UK and the USA. This culminated in him establishing a Business Services organisation providing HR, finance, purchasing, communications, SHE, facilities management and site services to all of AstraZeneca's UK sites.

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

Susie Hills – Project Director, Halpin Joint CEO & Co-Founder

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, developing fundraising operations and transformational campaigns, and delivering leadership training.

Susie spent over 7 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 the 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 the University of West London, University of Sunderland, Leeds Trinity University, Universities UK, Quality Assurance Agency, University of Westminster, Royal College of Art, London Institute of Banking & 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.

Pooja Jain – Project Manager

Pooja has more than a decade of experience working in different roles across a variety sectors. She brings to Halpin a culturally diverse outlook and a flexible, efficient working style acquired throughout her distinctive career.

After graduating from Mumbai University in 2008 with a BSc in Chemistry, Pooja completed an MBA in Marketing and began her career as a Lecturer in Management. She then worked as a Project Coordinator for a not-for-profit organisation, before moving to the UK in January 2016 to take up a role as a Cyber Security Analyst.

Pooja has worked in India and the UK across various sectors and industries, including secondary, further and higher education, healthcare, not-for-profit, cyber security, sustainability, and consultancy.

As a Project Manager, Pooja is accomplished in setting timelines and objectives, and in working at the centre of teams to maintain focus on the key objectives. She is delivery- and deadline-focused, has meticulous attention to detail, and inspires a sense of team accomplishment in all her projects.

Pooja is passionate about education and believes in 'doing well by doing good'.

Appendix 5: Recommendations and Suggestions in Leeds Trinity University Action Plan Format

	Priority Recommendations (PR) & Other Recommendations (R)	Action	By Whom	By When	Progress/ Complete
PR1	Priority is given by the Board to the recruitment of a new Clerk and to the management of the subsequent handover process.				
PR5	The Board reviews whether it can provide more opportunities for informal interaction between Board members.				
PR12	The Board assures itself that it has the necessary process in place to fully understand and mitigate the agreed principal risks.				
R2	The Board appoints a Senior Independent Governor as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle.				
R3	The University should review its advice to Board members as to what needs to be included within their register of interests declaration and should update the register accordingly.				
R4	The Board appoints a new Chair of the Remuneration Committee as soon as is practical and (ideally) to be in place for the start of the 2023/24 Board cycle. Notwithstanding this, the University should note the need to identify an alternative person to chair the Remuneration Committee if the head of the institution's remuneration needs to be considered in the interim.				

		Action	By Whom	By When	Progress/ Complete
R6	The Board should consider a more settled pattern of Board meetings, with the majority also providing an opportunity for more informal interaction.				
R7	The Board should consider whether the development day might be structured to include a residential component.				
R8	The secretariat to the Board should continue to focus on the provision of good executive summaries for each Board paper.				
R9	An induction process is put in place for new joining members of each specific committee that they join.				
R10	Existing Board members are offered – as part of a planned schedule – the opportunity to attend the meeting of a Board committee that they are not a member of and that they would like to learn more about.				
R11	The Board restates the principal risks that the University is facing in achieving its strategic plan.				
R13	The experience of having an additional student observer at the Board is reviewed, with a view to seeing how its effectiveness can be enhanced.				
R14	Specific Board member contributions to the external stakeholder engagement plan are identified.				
R15	The Board considers what role it might play in helping to move the Equity, Social Justice and Belonging strategy forward, beyond seeking appropriate assurance during the annual reporting process.				

	Suggestions (S)	**Action**	**By Whom**	**By When**	**Progress/ Complete**

S1	The University should communicate conduct expectations to those representatives that attend Board meetings.			
S2	The Pro-Vice-Chancellor for Education and Experience is asked to comment on the student voice at programme level and within partnerships.			
S3	The Board identifies further opportunities for Board members to interact directly with students on specific issues.			
S4	The University considers whether any additional governance structures are required to ensure a joined-up approach to EDI across the institution.			
S5	The profiles of all Board and committee members are completed on the University website.			
S6	Minutes of Board meetings are published on the website as soon as they are approved, typically following the subsequent Board meeting.			