Centre for Global Higher Education working paper series

Influences on and dimensions of English university governing body roles

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Working paper no. 85
October 2022

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Abstract

Studies of university governance have mostly overlooked governing bodies. Yet, the English regulatory regime re-enforces their role(s). Scholars have identified trends towards boardism along with the corporatization and laicization of university governance. There is ample sector-level 'guidance' regarding what governing body roles should be, but little empirical evidence regarding how governors perceive their roles – and why.

This working paper reviews findings from a study which draws on interviews with over 60 governors representing a cross-section of members as part of five English university case studies. The analytical framework incorporates various governing body attributes and uses multiple governance theories from outside of higher education as explanatory tools. It discusses the nine key governing body roles identified, which align to strategy, oversight and support clusters along with an emerging cluster regarding institutional culture. It explores five cross-cutting themes which include the emergence of new stakeholders, the importance of changing governing body composition, and differing views regarding governor support roles. It also introduces a conceptual framework of dimensions of governing body roles.

Introduction to the research

Organisational governance is much-investigated. In the study of corporate and third-sector organisations, the scope includes the role of the governing body. The impact of governing body features on institutional performance remains under-investigated with mixed outcomes identified (Zahra & Pearce 1989, Daily et al 2003). Theories have been developed to explain particular roles played by boards of directors such as Agency or Stakeholder Theory, but no overarching theory of corporate governance exists (Hung 1998, Huse 2007).

Studies of university governance have mostly overlooked governing bodies. Instead, the focus has been on hierarchical layers above and below them. Above, research focusses on the role of the state vis-à-vis institutions (van Vught 1989, Geodegebuure & Hayden 2007, King 2007, van Vught & DeBoer 2015, Maassen 2017) or the role of the state vis-à-vis the academic profession and the markets (Clark 1983). At the level below, research focusses on the internal workings of universities, with particular attention paid to decision-making dynamics (Moodie & Eustace 1974, Shattock 1999 and 2017), academic governance (Rowlands 2017), the impact of managerialism (Deem 2001) and the rise of enterprising behaviour (Slaughter & Leslie 1997, Clark 1998, Marginson & Considine 2000, Shattock 2003).

The origins of university governance structures are well documented (Clark 1983, Kerr & Gade 1989, Marginson & Considine 2000, Musselin 2004, Paradeise et al 2009, Shattock 2017). However, existing university governing body discourse remains largely conceptual and normative (Bargh et al 1996, Kezar 2006, Horvath 2017). Apart from three doctoral theses (Bott 2007, Berezi 2008 and Buck 2013) and a recent study regarding the impact of governmental, financial and market pressures on British higher education governance (Shattock & Horvath 2020), there has been relatively little empirical work conducted and much of it is dated (see Kerr & Gade 1989, Chait et al 1991, Kaplan 2004 and Kezar 2006 in the US; Bastin 1990 and Bargh et al 1996 in the UK).

In England, much of the concern about the governance of public service organisations stems from public sector reforms during the 1980s and early 1990s

(Cornforth 2003). More recently, the role of university governing bodies has received greater attention. This is partly because regulation emphasizes the governing body's role within a construct of institutional self-governance (Office for Students 2018). It also arises from society's heightened expectations of universities' contribution to economic development, social mobility and overall public good.

Compared to European counterparts, English universities are seen as having more institutional autonomy (DeBoer et al 2010, Shattock & Horvath 2020). The UK has also been viewed as relatively good practice regarding engagement and participation of the academic community in institutional governance (Bargh et al 1996, DeBoer et al 2010). Scholars have noted the risks of this deteriorating caused by managerialism and boardism along with the corporatisation and laicization of university governance (Berdahl 1990, Deem 2001, Shattock 2002, Locke et al 2011, Rowlands 2017, Magalhaes et al 2018, Shattock & Horvath 2020).

The English regulatory regime requires universities to conduct regular governing body effectiveness reviews (Office for Students 2018). The scholarly literature on governing body effectiveness notes a lack of consensus regarding underlying roles (Chait et al 1991, Nicholson & Kiel 2004, Kezar 2006). Governing body roles are set out at sector level in the Committee of University Chairs' (2020) template Statement of Primary Responsibilities, provided in Appendix 1. However, there is no recent empirical research that explores governors' perceptions of their roles nor influences on these perceptions.

The author conducted research regarding influences on and dimensions of English university governing body roles. It addressed two research questions – 1. How are English university governing body roles characterised at sector level? And 2. How do English university governing body members perceive their roles and why? The aim of the first question was to contextualise the university-level findings.

Methodology

The research was conducted at sector and institution levels. The literature review included works regarding governing body roles outside and inside higher education in the UK, Australia and the United States along with European higher education

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literature. Research was limited to previously "publicly funded" English universities due to the distinctive regulatory regime compared to the other UK countries and greater availability of governing body composition data for charitable organisations.

Sector-wide institutional governing body attribute data was aggregated and analysed. This resulted in a new dataset regarding English university governing body composition, including over 2.2k governors across 120 English universities. Sector documentary evidence from 1985 to 2020 was reviewed and analysed to capture data regarding both governing body composition and roles. The list of documents included is provided in Appendix 2a. This work informed an earlier CGHE paper regarding sector level influences on English university governing body composition (Wheaton 2021).   Finally, interviews with thirteen experts in UK higher education governance regarding the roles of and potential influences on English university governing bodies formed another rich source of data. The key findings pertaining to roles from sector documentation and expert informants are provided in Appendix 2b and 3a, with potential influences per sector experts provided in Appendix 3b. These are referred to below in comparison to case study findings.

The core of the study focussed at institution level. Five university case studies were conducted. Three institutions were founded as universities before 1992, including one Russell Group, and two institutions were founded after 1992. The universities represented a range of size in terms of student numbers (10k to 30k full-time equivalent students), of mission, of student number increases and declines since the removal of student number controls, and of geographic location and location type. Specialist institutions were excluded as previous research indicated different governing body dynamics (McNay 2002). The case study universities were anonymised and named after trees. An overview of the case study universities is provided in Appendix 4a. The case studies are listed in the appendix from youngest to oldest in terms of foundation as a university - Aspen and Beechwood are the two Post-1992s, Maple and Oak are the two Pre-1992s and Yew is the Pre-1992 Russell Group university.

A key aim of the research was to explore views of different types of governing body members - Chairs, Vice-Chancellors, external/lay, staff and student members – as

this array of perspectives is largely absent in university governance research. Sixty-one governors including all of the Chairs and Vice-Chancellors participated in semi-structured interviews. Lay member participants represented a cross-section of sectors. Case study participant profiles by member type and by lay member sector background are provided in Appendix 4b and 4c, respectively.

Research outside of higher education indicates a wide range of governing body attributes, such as governing body composition in terms of size, types of members and member characteristics, committee structures and information flows, may influence governing body roles (Zahra & Pearce 1989, Daily et al 2003). Scholars have explored organisational governance theories, such as Agency, Stewardship, and Stakeholder theories, primarily in corporate and non-for-profit settings (Hung, 1998, Stiles & Taylor 2001, Cornforth 2003, Huse 2007). The research considered a wide variety of governing body attributes as potential influences and used a range of governance theories as potential explanatory tools.

How English university governing body members perceive their roles and why

The interviews first explored how participants became members, including their motivations to join. Whilst just over half of all external members were asked to join, recent appointees were more likely to have applied. The only exceptions to this were members from minority groups. Governors' motivations to join have shifted over time with changes in composition, with more governors noting personal development and alignment to university mission as key motivators in addition to a desire to contribute their skills and experience. Some internal, primarily elected, members identified an additional representational motive.

Governors were much more aligned regarding their key stakeholders, discussed more fully below, than they were the governing body's overarching purpose. Governors' views of the primary purpose varied not only across case studies but within them. Three key purposes were detected – holding the Executive to account, assisting the Executive to set strategy and deliver objectives, and ensuring institutional sustainability.

There was also greater consensus amongst governors regarding influences on their roles than the roles themselves. The majority of governors across all five case studies identified five key influences: two internal – the Vice-Chancellor's approach and organisational culture; two external – the Office for Students and the introduction of tuition fees; and one individual – their own executive and non-executive experience of governance. The majority of governors at four of the cases also identified two additional internal influences – namely, governing body attributes, including member characteristics and governing body composition, and the Chair's approach. Key influences on governor role perceptions by case study university are provided in Appendix 5.

The majority of governors across all five case study universities identified six key governing body roles: approving strategy, shaping strategy, monitoring the delivery of strategy, assuring compliance with legal, regulatory and funder requirements, identifying risks and providing expert advice. The majority of governors across at least three cases identified eight additional roles: agreeing key performance indicators and targets, shaping human resource strategy, understanding students' experiences, agreeing Executive remuneration, understanding staff experiences, acting as a 'critical friend', supporting the Executive and representing (primarily internal) stakeholders. Key governing body roles identified by participants of each case study university are provided in Appendix 6.

The roles mapped to 'strategy', 'control' and 'service' clusters originating from corporate research (Zahra & Pearce 1989). However, in this context, the second cluster is better described as 'oversight' and the third as internally-focussed 'support'. A fourth emerging cluster was also detected at three universities, namely influencing institutional culture, behaviour and values. Whilst not the focus of the research, governors described the greatest discomfort with regard to their roles of overseeing academic governance and monitoring institutional performance.

Cross-cutting themes

Five cross-cutting themes were detected. Three related to influences. These were 1. governing body composition and member characteristics influence governor role

perceptions; 2. 'new' governing body stakeholders have emerged; and 3. governing body-level governance is contextual. Two related to roles. All governors largely agreed on the distinction between governance and management as pertaining to strategy and oversight roles. Here, the concept of decision control (approving and monitoring) versus decision management (initiating and implementing) from Agency Theory (Fama & Jensen 1983), proved useful. Further, governors identified a spectrum of contribution to strategy and oversight roles.

However, views differed regarding externally-facing service roles and internally-facing support roles. Sector documentation indicates more externally-oriented activities, such as providing information to sector bodies, increasing transparency, engaging with stakeholders, adopting governance codes and publishing their effectiveness reviews. These appear to be geared towards facilitating sector-level governance and enhancing institutional and seemingly sector legitimacy. The majority of governors and sector experts identified more internally-focussed, instrumental support roles.

The importance of member characteristics and governing body composition

The study considered several governing body attributes. Governors identified two as influencing their perceptions of roles - member characteristics and governing body composition.

Changing lay governing body member characteristics

Greater heterogeneity. Analysis of the new governing body dataset indicated greater heterogeneity in governing body lay member characteristics, including demographic and sector backgrounds (Wheaton 2021). Governors at all five universities noted the shift away from the "great and the good" towards lay governors recruited for their skills and experience. Yew's Deputy Chair characterised a shift from "far more cozy, collegiate, light touch, [… with] a core nucleus doing the heavy lifting" […and] "moving towards a professional board" (Y_2). Maple's Vice-Chancellor noted the shift away from the "great and the good" has led lay governors to "understand they are there for a purpose […and] this is hard work" [M_9]. The

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Deputy Chair there observed, "as your governing body membership changes, people bring expertise" (M_2).

Governors tended to describe previous lay members as older, semi-retired white men, whilst newer members were described as younger, often active executives including more women and a broader ethnic mix. An Oak academic member described how historically "we had 40 on Council, […including] the great and the good, who were all the city fathers, mostly. […] There wasn't diversity, and there weren't different perspectives" (O_7). Beechwood's Vice-Chancellor described the previous Chair's decision that the Board "needed to be expert" but "it also needed to sort a diversity problem […] There are many more people, including women, of working age" (B_8). A few lay members described the diversity they provide. One Maple governor noted, "I have a working-class background" whilst another, "a white, mid-50s bloke", was also "gay and severely dyslexic" (M_6 and M_8). A new Oak lay member cautioned, "Don't hire me because I tick your boxes […] Diversity is thinking, forget all these stupid characteristics and labels" (O_5). These changes may in part result from changes in recruitment practices alongside different lay governor motivations to join.

Lay member backgrounds. The new governing body dataset also indicates greater diversity in lay member sector backgrounds (Wheaton 2021). The share of lay governors with corporate sector backgrounds has decreased, to just over half, with an increase in those from professional services, public services and education.

More lay academic members were also detected (Wheaton 2021). This topic has received little scholarly attention except for Buckland (2004) who endorsed the appointment of more "HEI managers" (p253) and Shattock (2006). He noted "as lay members tend to be non-academics, they couldn't do many of the roles expected of corporate non-executive directors around understanding the business, assessing performance, developing objectives and strategy and monitoring performance" (Shattock 2006, p47). In a corporate setting, the exclusion of such sector experts is unusual. Beechwood's Vice-Chancellor observed, "the representation of industry specialists as non-execs is pretty light. You have employees who are academics, but that's different. And if you were the Board of Rio Tinto, you would have some

mining specialists on board as non-execs" (B_8). One academic member queried, "how can you govern something where you don't have experience? So, unless you have a governing body where [a majority] of people have worked in this environment […], how can you actually govern it?" (A_12)

Two case study universities had lay academics governors. Aspen had two and Oak one. Views were mixed at the other three universities. Beechwood's Board included several executives with higher education sector body experience who were seen to provide requisite knowledge. The majority of members who expressed reservations queried the need given the numbers of internal academic members. Findings were consistent with the only other empirical work in UK universities to address the subject (Buck 2013) where whilst "a small number of governing body members […] saw that benefits might be gained from the presence on governing bodies of more external members with experience in HE, most saw significant potential drawbacks" (Buck 2013, p 310).

Governors identified both positive and negative consequences of changes in governing body member characteristics. The positives included diversity of thought, reduction in groupthink, and different perspectives on issues and experiences of governance. Negatives included time pressures given the shift towards those in full-time executive positions and concerns about fewer members with local knowledge and connections. The issue of available time arose at Aspen and Oak universities, both with relatively smaller governing bodies and an emphasis on younger lay members in full time executive posts. One Aspen lay member noted, "a lot of the new members have full-time [jobs]. The old model was people who had left their main employment […] they had the time. […] We did have problems occasionally with people who weren't in that position […] and just couldn't keep it up." (A_8)

Expectations from other sectors. The majority of lay governors made explicit references to how their Executive experience outside of universities influenced their governor role expectations. Many made sector-level comparisons regarding culture, approaches to quality, the relative focus on students and staff and regulation. Others described how in executive roles they decided what type of non-executive director/trustee they aspired to be.

Lay governors, along with Vice-Chancellors, also referred to the influence of other non-executive roles. Oak's Chair noted an "interest in the real parallels I see developing in the HE sector around governance that we've gone through, certainly in local government and in the NHS. The growth of quality, […] economic regulators" (O_1). Beechwood's Secretary observed, "I was thinking 'God, I thought local government were behind the times, but actually they are like 15 years ahead of [here]" (B_12). An Aspen lay governor noted, "I don't see it as very different from being on the Board of a company, actually, except you don't get paid" (A_8). Another governor provided an example of where universities can learn from railways; "if you try and beat people into submission, they will just go on strike and then it's game over and you've destroyed your business" (Y_3).

Lay governors also identified particular practices, such as committee structures and the frequency of meetings, which they found potentially relevant to their roles. Vice-Chancellors noted board-level governance outside of higher education is often conducted more publicly, especially in the health service. Some noted university governance is not as professionalised as elsewhere. An Oak lay member described "hearing the same arguments now from the academics […] the same thing I heard over 10 years ago from the local authorities. They're behind the curve. It's not as professionalised as it could be" (O_3). Yew's Secretary noted the influence of other sectors' actions in the area of environmental sustainability as having an impact on how university Councils will be expected to respond (Y_14).

The study provides empirical data regarding what higher education scholars describe as *boardism*: "the incorporation of normative and technical elements stemming from corporate-like organisations in the governance processes in interaction/tension with academic self-governance" (Magalhaes et al 2018). Further, aspects of Institutional Theory may aid in understanding governor perceptions. It is sometimes used by higher education scholars to explain conformance to higher education sector norms (see Buck 2013). Here governing body members bring expectations from outside higher education into the university environment. This phenomenon also provides a potential example of normative isomorphic processes (DiMaggio & Powell 1983).

Findings support the inclusion of individual influences in addition to institutional and environmental ones in future studies of governing body roles.

<u>Governing body composition</u>

Size and member types. Significant historic structural differences in governing body size and member types have lessened, resulting in relatively more homogeneous English university governing body composition (Wheaton 2021). This includes a lay majority, in keeping with the laicization of governing bodies (Shattock & Horvath 2020). Near universal staff and student membership allays historic fears of erosion given the changes to Post-1992 constitutions (Bastin 1990, Nolan 1996, Dearing 1997).

Despite the greater homogeneity in structure, university governing bodies are both large and unique in the numbers and types of internal members compared to corporate boards and health service governing bodies. Lay members often described their initial surprise at governing body features. Governors at all but Yew University mentioned governing body composition, including size and membership types, as influencing roles. Size arose at two universities, but for different reasons. Aspen's Board, which had been much smaller than the average, grew, in part, to support diversification of lay member characteristics. Oak University significantly decreased the size of their governing body in an attempt to capture the benefits of greater agility whilst satisfying the time required for committee work. One lay governor noted,

> "If you've got 25-30 people in the room, and you want them to be relatively 'at it', that's quite a difficult number to manage and to have all of them engaged […] having a tighter focus with the lay members […] was the right thing to do" (O_2).

Governors across all but Yew mentioned member types. Theoretical views differ regarding the balance of internal and external members in corporate settings. Agency theorists (Fama & Jensen 1983, Eisenhardt 1989) advocate independent, lay majorities as more effective means of monitoring or controlling executives. Proponents of Stewardship Theory (Donaldson & Davis 1991, Davis et al 1997) note

the important contribution of internal members, usually executives, in a corporate setting.

Internal membership. Issues pertaining to internal governing body members arose, including the importance of student governors, discussed in the next section, and ambiguities regarding staff roles. Whilst numbers vary, the types of staff members are fairly consistent across England's university governing bodies, including Vice-Chancellors, Executive members, academic members and usually, professional services staff (Wheaton 2021). The presence of internal staff members is somewhat taken for granted in a university setting and could be described as serving distinct but inter-related purposes. It provides external and internal legitimacy, potentially aligned to the concept of shared governance. It facilitates their contribution to deliberations. It can also provide a feedback loop within the organisation to explain and support changes resulting from decisions taken.

Besides Vice-Chancellors, only Aspen and Oak lay governors described internal members as valued for their expert input. One lay member described student and staff governors as "expert resources […] in terms of understanding the student experience and realities of daily life and what issues need addressing […] for example […] mental health" (A_4). Many lay governors described both staff and student governors as representing the interests of those two groups. They noted engagement was variable with the contributions of some long-serving staff welcome.

However, the presence of internal members sometimes prevented open conversations. One Beechwood lay member noted a lot of the challenging is done outside the Board meetings. "You can't really do it in the Board meetings because you haven't got the time and the blend of people isn't good" (B_4). Maple's Secretary noted "some Council members would say they find it difficult having staff representatives there" (M_12). Staff members self-reported conflicts of interest between their roles as, often elected, representatives of staff and as trustees with collective responsibility. Aspen's Deputy Chair, who previously served as a staff governor at another university, described the staff governor role as "the worst job ever", adding "you're expected to be an advocate on one side and to toe the line on the other" (A_2).

Governors noted a lack of contribution by Executive members as they, along with other staff, were unlikely to contradict the Vice-Chancellors. An Aspen lay member noted, "it is difficult for anyone whose boss is also in the room to maybe be more frank, challenging and robust" (A_4). The University of Beechwood removed Executive members other than the Vice-Chancellor from the Board over time. These findings are consistent with research questioning whether internal members can carry out the monitoring, advising and garnering resources roles of corporate boards (Dalton et al 1998).

Governors often discussed committee structures when describing their oversight roles, in particular. Appendix 7 includes a brief discussion of committee membership across the five case study universities.

The emergence of 'new' stakeholders

The second cross-cutting theme pertains to governing body stakeholders. Scholars defined stakeholders as "those groups without whose support the organisation would cease to exist" (Freeman 1984, p31). The discourse contains instrumental – stakeholder focus will improve performance – and normative – stakeholder focus is appropriate – aspects (Freeman 1984, Donaldson & Preston 1995). Much of the literature raises legitimacy (Freeman 1984, Amaral & Magalhaes 2002). There is little existing empirical data regarding how university governing body members view their stakeholders, which may or may not mirror those of the institution.

Virtually 100% of governors identified two key internal stakeholders: students and staff. Students were seen as the key stakeholder overall, having become more important recently, especially in research-led universities. The Office for Students and local communities were identified as the primary external stakeholders in the majority of cases. The type and importance of local community stakeholders varied with university mission. In selected cases, there was greater emphasis on funders, including research councils and providers of debt funding. Governing body members themselves, sector bodies and other external stakeholders, including the media, received only a few mentions.

Several governors provided wider observations. Yew's student governor identified the need to "make sure that the university's direction […] is really benefiting all involved, so members of staff, the local community and the students" (Y_13). Beechwood's Secretary observed, "Governance is all about developing trust, […] and whether its staff, whether it's parents, and in our case, students, it's about transparency and demonstrating […] what benefit you are bringing to the community or whatever audience it is that you are serving […] you have to have mechanisms in place to listen to […] all of your stakeholders" (B_12). A Yew lay member noted company directors are expected to protect the interest of both shareholders and stakeholders, stating "it's a statutory duty as a trustee of the body to ensure that the various stakeholder groups are considered and supported and delivered to, as appropriate" (Y_3). S/he added,

> "It's anyone who has an interest in the success of the university. Be that because they work there, because they're taught there, because it's in their community, because they gave you money, because they lent you money, because it's their job to make sure you're doing a good job, like the OfS." (Y_3)

Here, three emergent stakeholders are discussed along with knock-on consequences for two others.

The rise of students as stakeholders

Numerous factors contributed to students' increasing importance. The most obvious was the stated focus of the regulator. The introduction of tuition fees, combined with the removal of student number controls, were also factors. Only a few governors used the term marketisation, however, others often discussed competition. An Aspen lay governor noted HE was "transformed now into a competitive market […] it's forced universities to be even more focussed on students" (A_5). A Beechwood academic member noted the focus on students is "higher than it used to be, and I think you can trace that back to the introduction of tuition fees. Now they are paying customers, they are at the heart of everything we do. That is the mantra; I think it is actually true here." (B_10) Governing body members' own experience of working with paying service users or 'customers' as stakeholders across other sectors

contributed further. An Oak academic member noted, "Council find it easier to listen to students. In their other lives, they are used to listening to customers", but then cautioned, "it's not the same relationship. When you buy a degree, you're not buying a degree. You're buying the opportunity to polish yourself up" (O_7).

Whilst only a few governors described students as customers or consumers, a majority identified the introduction of tuition fees, prompting the concept of students as consumers, as an external influence on governing body roles. Consistent with Agency Theory, students are now in a contractual relationship with the universities (Eisenhardt 1989). Related to this, some governors identified a moral element. One lay member described the sense of personal responsibility in light of "student, if not as consumer, then somebody choosing to enter into debt between £40,000 and £70,000 […] in order to get a qualification very early in life. I feel a huge responsibility" (B_5). Students' stakeholding has greater salience. Salience has three attributes – the power to influence, legitimacy and urgency of the claim (Jongbloed et al 2008, Vukasovic 2018).

Some governors noted caution regarding the concept of students as consumers. An Aspen lay member noted;

> "It's very hard to balance when you become more […] commercial […and] are viewed increasingly by your students as someone who is a provider. Everything on the list needs to be provided, and you're not able to push back because you're scared of losing custom." (A_7)

A Beechwood academic member observed, I "would encourage students to remember they are not in a five-star hotel ordering room service. They have joined a gym, and we have all the equipment and expertise, but unless you make use of it, you are not going to get the results" (B_9).

There are a number of consequences of the rise of students as governing body stakeholders. The first relates to participation. Many governors noted both student, and staff, interests as stakeholders are effectively "represented" through the student and staff governor roles. Although student governors are typically sourced via the Students' Unions, only six governors noted the governing body relationship with

students was in effect intermediated through the unions. Governors saw student members representing the wider study body's interests. Maple University recently increased the number of student governors to three to include a post-graduate student. Student governors also noted changes in practices including more regular standing reports from student members and more regular engagement with Chairs. Several members noted the quality of the student member engagement was variable and effectiveness was thwarted by one-year terms.

Another consequence of students as stakeholders is greater governing body focus on understanding the student experience, out with and alongside existing activities around academic governance. Lay governors noted a desire for more comprehensive, frequent and timely sources of student experience insights. This was in part due to the limitations of the National Student Survey.

Those from Post-1992 universities described a change in the relationship between students and staff but also academic staff and management, with the latter gaining more power as recruitment activities become more centralised, consistent with recent findings (Shattock & Horvath 2020). Lay governors at Maple and Yew universities noted the organisations needed support in human resources, strategic positioning and marketing to manage the consequences of this shift. Maple's Deputy Chair noted, "now there is a purchasing relationship going on that hasn't fully worked its way through, particularly for those working with the institutions…it is an important thing for governing bodies to be conscious of" (M_2).

The relative position of staff. The emergence of students as primary stakeholders, coupled with aforementioned ambiguity regarding staff governing body member roles, calls into question the nature of staff members' status as stakeholders. Virtually all of the governors identified staff as stakeholders, apart from the Beechwood and Oak Vice-Chancellors who agreed the governing body has a responsibility to take account of the welfare and proper treatment of staff, but queried if that made them stakeholders. Beechwood's Vice-Chancellor observed the formal voice of staff on the Board is as "employees" (B_8). Oak's noted "the university doesn't exist for the staff […], if we disregard them or don't support or manage employees well, then we won't have much of a business" (O_6). Maple's Secretary

pointed out that locational characteristics may influence staff's sense of stakeholding in a university, especially if the labour pool is relatively immobile.

Lay governors distinguished between students and staff as stakeholders. At Aspen and Maple universities, lay governors expressed a view that staff were more an issue for the Executive, with governors expressing less curiosity regarding the staff experience. Lay governors were more comfortable seeking student insights than those pertaining to staff. However, Aspen's Chair observed, "we should be more interested [in staff] than we currently are" (A1). At Beechwood, Oak and Yew universities, governors expressed greater interest in the staff experience, not from a managerial perspective but rather a cultural one relating to enabling strategy delivery. A Beechwood academic member described the risk that "decisions are made about academics rather than with them. That undermines people's sense of self-worth" (B_9). Oak and Yew university governors described ongoing industrial relations disputes as increasing the need for the governing body to support Executive teams in working with their staff bodies. A Yew lay member noted "we do need to understand the staff experience […] we spend a lot of time trying to see their perspective [without] getting too bogged down in the day to day but making sure we've got proper processes to look after mental health or bullying or diversity" (Y_7).

Executive teams. Whilst Stakeholder theorists posit corporate managers are stakeholders of the organisation (Donaldson & Preston 1995), opinions were divided across the case studies. The vast majority of governors at Aspen and Maple strongly agreed Executive teams were not governing body stakeholders. Here governors described them as "a bit more inside the tent", "part of the governing body", "the ones being challenged" and "working with the Council" in a "symbiotic relationship" (A_1, A_4, M_12, M_2 and M_7). Smaller majorities at Beechwood and Oak agreed they were. Governing body members are becoming more involved in Executive-level activities such as senior appointments and mentoring and supporting Executive members, including and beyond the Vice-Chancellors. The nature of the relationship is significant as it may shed light on aspects of governing body roles vis-à-vis the Executive. Only the University of Beechwood's governing documents set out the role of the Executive in institutional governance.

The Office for Students as stakeholder

The Office for Students (OfS) was identified as the key external stakeholder by the greatest majority of, particularly lay, governors at four case study universities, excluding Oak University. Governors also identified the OfS as the greatest external influence on their roles.

Governors often contrasted the OfS with the previous funding body. Maple's Chair summarised this shift;

> "the role has fundamentally changed with the demise of HEFCE and the arrival of the Office for Students. With […] the over-arching body now a regulator not a funder, […] examining governance […including] who is taking decisions and skills available to the governing body in order to play its role responsibly, and whether it is asking itself these difficult and uncomfortable questions, if things go wrong, and challenging, or simply accepting what the Executives say uncritically." (M_1)

Maple governors described the regulatory approach as relying more on "self-regulation" with a "greater emphasis on accountability" (M_5 and M_8). Whilst the overall relationship is more arm's-length, the OfS now engages directly with the governing body. Several Oak governors commented on the new relationship. One lay governor described "blurring Exec responsibility from what Council and its lay members are responsible for, […] you are being asked to accept responsibility, and in some cases, with potential liability associated with it. Which […] kind of disempowers the Exec" (O_2). Others noted a "trend towards making the governing bodies more accountable in a detail sense" but a "risk of micro-managing through regulation" (O_6; O_3). The Vice-Chancellor believes the OfS is acting "at the direction of Government […] to, in some sense, engage with the governing body rather than engaging with the accountable officer […], and to want to put more obligation and responsibility on Council members […] inconsistent with the role of non-remunerated, non-executive directors" (O_6).   The Yew Chair decried the lack of "regulatory sandboxing" which permits organisations to try out new concepts with the regulator (Y_1).

The majority of governors from each case study referred to a resultant heightened focus on students and academic matters. The former is understandable. The latter is somewhat surprising as the governing bodies have been responsible for academic matters since 2016, under HEFCE's Memorandum of Assurance. Many described the shift from a funding body to a regulator which is now paying more attention to quality and academic assurance. Some governors noted the regulator expects governing bodies to be much more involved in the detail than in other sectors. One Oak lay governor explained, "my concern is that people, all quality people, are relatively time poor. And if they get dragged into an overly compliance driven legal checking and balancing governance role […], I think a number of people will start saying 'this isn't what I signed up for', particularly *pro bono*" (O_2). Others observed the external pressure in areas such as student outcomes was welcome. A few governors acknowledged the legitimacy of the Government's stake and interest in value for money of institutions given they act as a direct and indirect source of funding.

Governors from universities which faced financial difficulties, used more emotive language. They described the removal of a safety net given the OfS's unwillingness to intervene to financially sustain institutions and their right to remove degree awarding powers. One Maple lay governors observed, "the key stakeholders […] are the regulator, because they ultimately have sanction over whether we continue to remain in business or not" (M_5). Aspen's Deputy Chair noted, they're not our friends […] it's much more 'you abide by these things or you'll be in trouble' […] which has put more pressure on the governing bodies". (A_2)

Whilst governors of potentially at-risk universities note the regulator's role in financial sustainability, governors at other case studies did not describe any role for the OfS in terms of access to student loan funding despite the OfS's role in initial and ongoing provider registration. Relatedly, despite the presence of significant research activities in the two Pre-1992 case study universities, only Beechwood and Yew governors identified the Research Funding Councils as key stakeholders in a funding, but not a regulatory, capacity.

Providers of university debt-funding

The majority of governors across four universities identified one or more funder(s), excluding students, as significant external stakeholders. The funders mentioned varied by institution and related to mission, recent investments and debt-refinancing activities. Resource Dependence theorists have described a dilemma between the maintenance of discretion - control over one's activities - and the reduction of uncertainty (Pfeffer & Salanik 1978).

At both Aspen and Maple universities, there were examples of governing bodies accepting terms and conditions associated with the new debt funding which limited the universities' discretion but increased certainty of ongoing debt provider support. These limitations include, in addition to reporting requirements, placing liens on university assets as well as specifying changes to governing body practices including committee structures and governing body terms of reference. These examples may seem incidental. However, changes in the funding regime and the regulator's approach have given debt providers much greater leverage when negotiating with universities. Governors feel more directly engaged with these negotiations in an advisory capacity and ultimately must approve the resulting agreements.

The significance of context

Context was the final cross-cutting theme relating to influences. The majority of governors identified two key environmental influences. The first is uncertainty. The other is the introduction of expectations from other sectors, addressed above. They also identified three key institutional influences, including the Vice-Chancellor's (and to a lesser extent, Chair's) approach, organisational culture and the institutional situation. Expert informants anticipated that the type of institution, Pre- versus Post-1992 universities, would likely influence governors' perceived roles. This did not arise from the interviews.

Environmental influence - uncertainty

Governors, particularly lay governors and Vice-Chancellors, perceived the external environment as volatile and less predictable leading to greater risks and opportunities. Key drivers included the switch from a funding body to a regulator. A Maple lay governor observed the Government was starting to say 'it's down to you

as a governing body and the Executive team to demonstrate you are operating properly. You're not part of the public sector. We're not going to step in and save you" (M3). An Oak lay governor described the need to get "staff to recognize, in a good way, that we're now more exposed to the realities and the volatilities of the external world" (O_2). Governors described government and ministerial intervention as more frequent, and influencing myriad aspects of the higher education environment, including funding – the Augar review, European research funding post-Brexit and general higher education funding post-pandemic.

Government's decision to remove student number controls also heightened uncertainty. Governors from the three universities which have *not* experienced significant growth in student numbers since the removal of the cap mentioned this as a significant external influence on their roles. Different issues emerged, aligned to their institutional situations. Aspen governors noted the competition for students combined with their new campus meant that the university was seeking means to diversify income which presented the university and Board with increased opportunities but also greater risk. Beechwood governors described greater competition for both students and research funding. They noted increased Board-level focus on the overall positioning of the university, including different delivery models, along with marketing. Governors at Maple University observed whilst it was "obvious [competition] was going to happen, we lacked the imagination to believe it" (M_4). The Vice-Chancellor added the governing body "has to hold the university […] to account for the ways in which they are responding to that marketisation […] 'are we behaving ethically, morally, legally?'" (M_9). Further, increased volatility made what was expected to be Maple's straightforward debt refinancing much more difficult.

The pandemic also increased uncertainty. Due to the timing of case study interviews, feedback was inconsistent. Interviews at the first three universities - Aspen, Beechwood and Maple - were conducted between January and April 2020 before the scale of the potential issues were evident. Those at Oak and Yew universities were conducted in May and June 2020 by which time the pandemic was more topical. At these, lay governors were more likely than internal governors to

raise the pandemic as an influence, often describing it as a challenge but also a significant opportunity. Both Oak and Yew universities experienced physical space constraints, so governors described the shift to online/digital delivery as a welcome trial, in effect, of different modes of delivery. "Covid is a good opportunity to exploit the fact that we've got more space than we would normally have had to do things differently" (O_3). Members noted it would accelerate planned changes to teaching - "less tarmac, more digital" and "moving to distance and blended" (O_1; O_8). It also intensified focus on differentiation and strategic positioning – "what are we good at, where are we going to position?" (O_5). An Oak academic member noted it would reinforce the need to "rethink our whole staff structure and our expectations" (O_7).

 A Yew lay member noted,

> "the virus is going to be the biggest driver of change within HE because it has accelerated […] a lot of stuff that people were talking about but not really delivering, like remote and distance learning […] Governing bodies will be pushing very hard for innovation." Added to this the "uneasy relationship between staff and the management at the moment […] could easily erupt in different ways. […] Governing bodies are going to need to stand up and be counted." (Y_4)

Whilst volatility increases both risks and opportunities for institutions, some governors described how external factors in combination can dramatically increase overall risk. Further, less predictable revenue streams were also making capital funding more difficult. The Yew Chair also cautioned that the Government was likely to become very risk averse and universities must resist pressures which might stifle innovation. Oak's Chair summarised,

> "There are the regulatory demands […]; there are growing business demands and pressures around the funding […] and its ability to attract resources; there's the whole quality agenda […] All of those things are requiring a more […] business-like is the wrong word. It does require a more modern governance, that's appropriate for the university, that looks at the experience of what's

happening in other sectors […] Council needs to be more flexible and more board-like in terms of strategy and governance." (O_1)

Institutional influence – Vice-Chancellor's and Chair's approach

The approach of the Vice-Chancellor was seen as the key institutional influence on governing body roles. Governors at all but Beechwood noted Vice-Chancellors' openness and transparency with governing bodies. Beechwood's Vice-Chancellor described,

"there's one big management team, and it should be a combination of the Board and the Exec […] it is fundamentally a collaboration. Sometimes my Chair describes it as power sharing, but I don't think it is power sharing. The governance tells you where the powers actually are […] It has to be a collaboration with full disclosure." (B_8)

Governors at the Pre-1992 universities contrasted approaches of previous and current Vice-Chancellors. A Maple lay governor observed "the main change has been the change of Vice-Chancellor in terms of the openness and transparency of decision-making" (M_6). The Secretary did not "think the previous VC was unusual in trying to keep Council in a box, in its place" (M_12). Oak's Secretary noted, "The [previous] VC would give as much as s/he felt Council needed to know. Council was happy with that because, by and large, everything was hunky dory […] S/he kept Council governance, if you like, at a distance" (O_10).

Beechwood, Oak and Yew governors also described greater receptivity on the part of the Vice-Chancellor to governing body input. Beechwood's Chair referred to the governing body's purpose of "enabling the team to do the best possible job […] removing obstacles and supporting them" but cautioned it only works "if the Executive accept the support" (B_1). A Yew lay governor described the current Vice-Chancellor as "much more willing to accept challenge and listen and have a debate" (Y_6). Oak's Chair noted,

"When I first thought about a role as Chair of Council, many people would tell me the stereotype of a VC […] You could never get near because the VC ran the

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place and wouldn't really be interested. But [our VC] has come in with a view that s/he respects the people on Council and wants to hear their views." (O_1)

In contrast, Aspen's governing body members were the only ones to identify a separate oversight role, namely, triangulating information provided by the Executive more widely across the institution. An internal member noted that although "formal power sits within the governing body, […] the university's management team has a lot of informal power as well, in terms of how they represent information to the governing body" (A_12). A new Oak lay member also described apprehension regarding information provided; "I feel I'm just dependent on what I'm being told. That's what scares me" (O_5).

Governors at all but Aspen saw the Chair's approach as encouraging greater engagement on the part of lay members and partnership working with the Executive. Comments included creating a more inclusive culture, spending time on campus as well as establishing informal meetings for Vice-Chancellors. At Oak University, members noted that the Chair was aware that the previous Chair had been "managed" and intended to establish a different role for themselves and the governing body. However, lay governors and Vice-Chancellors alike noted this was only feasible if executives were open to such an approach.

These findings suggest a shift in Vice-Chancellor approaches over time. Descriptions of a number of previous Vice-Chancellors' approaches are consistent with Managerial Hegemony Theory as described in both corporate and higher education settings (Mace 1971, Zahra & Pearce 1989, Hung 1998, Kerr & Gade 1989, Marginson & Considine 2000, Shattock 2006, Buck 2013). Long-serving lay and internal governors offered some reasons why Vice-Chancellors might be more open and transparent. These ranged from a view that governing bodies can provide Vice-Chancellors with some level of protection, sometimes described as 'air cover', to the view that some Vice-Chancellors value governing bodies' contribution to institutional governance. Overall, findings regarding the importance of the Vice-Chancellor's approach to governance is consistent with other research into governing body roles (Mace 1971, Kerr & Gade 1989, Bargh et al 1996, Taylor & Stiles 2001). Mace (1971) noted,

"Most presidents are completely aware of their powers of control, but choose to exercise them in a moderate manner acceptable to their peers on the board." (Mace 1971, p193)

<u>Institutional influence – institutional culture</u>

Slightly fewer, primarily lay, governors across the case studies identified organisational culture as a key internal influence on their roles. There were several aspects. The first was the relatively slow pace of decision-making. One Maple lay governor described "a public service culture […] in that it's slow and it's very consensual. There does seem to be a fear of destabilising" (M_6). An Aspen governor observed, "academia works at a sort of glacial pace which is quite a shock to the system of anybody who is working in a more commercial environment" (A_3). Another was a lack of commercial awareness and a related a lack of accountability. The Yew Finance Committee Chair observed that previously, there was

"almost zero commercial focus" adding, "compared to the commercial world, most staff seem to be living in the 19th century and it's hard for the Council and for management to engage with staff who seem to think there's a magic money tree that will keep on giving them pay rises, when income is flat […and] will keep on giving them gold plated pensions […]. It's still unbelievably difficult to create a culture that drives engagement through in a timely fashion and manages performance, not aggressively, but proactively." (Y_3)

Some also identified a failure to embrace management responsibilities. A different Yew lay member noted "many academics are often very loath to confront the one really basic element of the problem, which is underperformance of their colleagues" adding "people may be utterly brilliant researchers and possibly terrible teachers, and equally they might be the most appalling line managers" (Y_5). An Aspen lay member observed, "They say academic staff are different. Well, people who work in large companies tend to be pretty bright [...] the engineers, for example, […] and yet you can get them to understand the direction the business is going in. It would be ridiculous if they didn't understand that." (A_8)

Several governors described the challenges of attempting to deliver change in what are, in effect, professional bureaucracies. One noted, "If I had studied for ages to become a professor or some leading academic or a doctor, I too would bridle at the thought that some 'distant commercial dudes' were actually heavily influence what I was doing" (A_4). Another, who was a lawyer, observed, "Change […] it's especially difficult when it involves professionals and people who are experts. Whether it's doctors […], engineers […], academics […] or lawyers. Nobody can tell us what we're doing […] those people are the ones that are resistant to change" (O_5). And an Oak academic member mused, "You can't manage academics […] You recruit them to be creative and push the boundaries. Trying to make them do what you want is a mixed message" (O_7). This was echoed by a Beechwood academic member: "one of the things […] I find extraordinary yet wonderful in higher education, especially here, is it is very difficult to mandate an academic to do anything" (B_9). Two Yew lay members noted a sensitivity with the academic staff, with one noting there's a lot more "at stake […] in terms of self-governance [and] impinging on the ways that they work" (Y_2). Another noted the need to "try to get the balance right so you don't put them off their ownership they feel for the institution" (Y_4).

Those with a corporate or professional services backgrounds tended to voice a fairly high degree of frustration with certain aspects of what they described as academic culture. Those from the public sector were more likely to compare practices they witnessed in the university with various parts of the public sector, noting that higher education simply lags behind in terms of evolving practices. Post-1992 governors expressed frustration that the Executive were unable to deliver change more quickly. Pre-1992 governors acknowledged the dynamics at play but seemed less sure about how to contribute to the institutional journey.

The latest sector governance code specifies a governing body responsibility to "set and agree mission, vision and values" (CUC 2020, p22). With only two exceptions - Beechwood's earlier decision to reposition the Post-1992 university towards research and Maple's current governing body review of the role of research at the university - the majority of governors took mission as given. This is at odds with

findings in UK corporates (Stiles & Taylor, 2001). However, as noted earlier, an emerging governing body role regarding organisational culture and values, treated as a new role cluster for analytical purposes, was detected at three of the case studies. The nature of the governing bodies' roles differed across the three. Beechwood governors helped to set some of the institutional values, including a focus on people and behaviours. Yew's Secretary noted a much greater focus since the Chair and Vice-Chancellor's arrivals to "make [the values] real and making them lived" (Y_14). The Oak Chair described a role to "look at the development of the culture and the staff voice and whether we've got the right skills and staff capability to meet those needs of the university" (O_1).

Institutional Theory is most closely associated with culture and norms (Selznick 1957). One could argue a shift of governing body attention onto culture and values may be at odds with the existing higher education norm of academic self-governance. Some scholars note caution given lay members' lack of understanding of academic culture and a possible predilection to introduce inappropriate aspects of corporate cultures (Marginson & Considine 2000, Magalhaes et al 2015, Shattock & Horvath 2020).

Various causes of greater focus on culture and values can be detected from the study. Some governors mentioned pressure from outside the sector as corporate and professional service boards are expected to consider culture and values. Others noted pressure from the regulator for the governing body to pay greater attention to stakeholders, including staff and students. And, some of Vice-Chancellors and Secretaries expressed desire to benefit from governing body member skills and experience in this area. One Vice-Chancellor stated, "we've always benefitted when we've hired governors who have worked in big corporations […] We did go through a phase of people who are very fond of talking at length of their SME experience where you could walk the floor on a Friday afternoon and see everyone. People who have done that, and think they've done culture, haven't really." (B_8) Yew's Secretary added, "The governing body can really help us with that by bringing insights into how they shift culture in their own sectors and organisations" (Y_14).

In parallel, most Pre-1992 and a few Beechwood lay governors expressed a desire to preserve the essential aspects of academic culture and an awareness regarding the potential challenges of changing organisational culture. A Yew lay member queried, 'what kind of culture are we driving?' […] changing culture at scale, while you are bobbing and weaving on a bunch of major, sometimes existential threats, is a really difficult balance for anyone, corporate or otherwise, to manage" (Y_9). These same Vice-Chancellors solicited greater lay governing body input into addressing issues. Examples include governor input to address staff terms and conditions at Oak, to revise academic structures and resourcing at Maple, and to balance an increased focus on commercialisation in a heavily research-intensive university at Yew.

Institutional influence – institutional situation

The institutional situation was identified as influencing governors' roles at three cases –Aspen, Maple and Oak universities. The first two included increased levels of indebtedness related to investment which provided both risks and opportunities. Risks were exacerbated at both by external factors – namely, competition for students – as both have suffered declining student numbers since the removal of the student number cap. Aspen's Deputy Chair described the enormity of the responsibility as a trustee and "the fact that if there were any financial things that come up, they'll come crushing around on you" (A_2). Another Aspen lay governor noted with significant debt to service, the university "needs to be a dynamic business going forward for it to survive" (A_6). Another governor promoted proactivity; "We should decide on the partner we want now, and get into bed with them, rather than be forced, if things go wrong, to take a partner we wouldn't necessarily suit" (A_8). Maple's Vice-Chancellor observed,

> "I think it's not until governing bodies are challenged in that way and individuals genuinely see 'oh, this is what it means when I signed up to be a trustee' and it's not always going to be easy." (M_9)

Maple's Secretary described how "If it's going swimmingly well […] they just approve the budget and financial statement, and they start feeling like they are just

rubberstamping things. If things get difficult, as they are now, they have a much bigger involvement" (M_12). A long-standing lay governor identified the need to be "more actively critical and a friend than we probably were in the past […] in terms of the intensity of us needing to understand better what is going on as a governing body and also supporting what is going on" (M_3).   Another added, "because our financials have been broadly okay until current challenges, we wouldn't necessarily have focused on our fiduciary or strict statutory responsibilities […] as we have had to do over the last six months" (M_8).

The situation at Oak University centred more on efforts to address the historic terms and conditions of academic staff. According to the Secretary, "some of the terms and conditions are very beneficial to the staff […] We're not as agile as we need to be" adding that historic attempts to change the Statutes […] have failed (O_10). A lay member observed, "they have some very archaic customs and practices in terms of employment and HR in the universities, so to some extent, I approve of taking a hard line" (O_4). An academic member observed, "there's quite a lot of people out there who get paid a lot of money and don't actually do very much. There's also a lot of people getting paid decent money and working their butt off" (O_8).

Governors also described the temporal nature of governing body roles. If, for example, the university had recently launched a new strategy, the governing body focussed more on setting key performance indicators and/or monitoring performance. Similarly, if they had recently appointed a Vice-Chancellor, there is greater emphasis on inducting and supporting that person, including building the leadership team. Also, the pandemic prompted the governing bodies to encourage executive teams to review strategic priorities, including certain elements of the existing strategy.

Governance theorists posit that even in instances of managerial hegemony, governing bodies will take a more proactive controlling and directing role in a crisis (Mace 1971, Fama & Jensen 1983, Stiles & Taylor 2001). Evidence from this study does not fully support this. This finding is based on feedback from governors at Beechwood regarding a serious health and safety breach, Maple governors regarding the recent unexpected need to refinance the university's debt along with

those at Oak and Yew with regard to the pandemic. Whilst activity levels increased, including more frequent governing body and committee meetings and special working groups, governing bodies did not appear to wield more control. Instead, they increased the levels of support provided to the Executive. Further, governors at the University of Beechwood and Maple suggested that governors do not fully understand the extent of their responsibilities until a crisis arises. This may have consequences for self-sufficiency of institutional governance and knock-on consequences for the regulator in the event of an institutional crises.

Governance versus management - governing body strategy & oversight roles

An overarching theme relating to governing body strategy and oversight roles was detected - the importance of the concept of *governance versus management*. This is considered, along with the concepts of principals and agents in a university setting, before turning to the roles themselves.

<u>Governance versus management</u>

Agency Theory distinguishes between governing body roles in decision control - approving and monitoring decisions - and Executive roles in decision management - initiating and implementing them (Fama & Jensen 1983, Stiles & Taylor 2001). As noted by an Aspen lay member, "the job of a non-executive is not to run the company properly. It's just to make sure that it's run properly" (A_3). Another governor observed whilst "strategy development and implementation are Exec roles, you must have oversight of that to check that it's taking place" (A_5). The Maple Chair noted, "We have always fought shy of the thought that it is Council's role to develop the strategy" (M_1). Beechwood's Vice-Chancellor noted, "It's easy to write a strategy and you find reality eats it for breakfast […] The governance bit is very helpful in forcing Exec colleagues […] to keep performance and implementation front and centre." (B_8)

Agency Theory has its origins in a corporate setting where principals represent organisational owners and management act as agents. If one broadens the concept of equity ownership to include an institution's residual value, say the assets of a trust, and if one recognizes managers in non-for-profit organisations bear little of the

wealth effects of their decisions, Principal Agent Theory becomes relevant in charitable settings such as a university (Fama & Jensen 1983, Cornforth 2003, Kivisto 2008). A Yew lay governor described governing body purpose thus; "it's to ensure that the purpose – the creation and dissemination of knowledge - is being delivered upon efficiently and effectively […] in the same way that a trustee of a charity ultimately has a duty to make sure that the resources of the charity are optimally deployed" (Y_3).

Early Agency theorists noted the diffusion of residual claimants, including debt-providers, funders, customers, local communities and staff (Fama & Jensen 1983). They also noted the significance of the markets as a restraint on managerial discretion (Fama & Jensen 1983, Cornforth 2003) and that non-for-profits, in particular, lack the discipline of the outside takeover market (Fama & Jensen 1983). The governing body is just one monitoring mechanism, along with markets and external monitoring in corporate settings (Fama & Jensen 1983, Huse 2007) and professional norms, audits and rankings in the public sector (Cornforth 2003, Horvath 2017). Scholars note the use of boards in complex non-for-profits where both decision management and control are diffuse and suggest boards contribute to organisational performance by reducing agency cost arising from non-compliance with established goals and procedures, articulating shareholders' objectives and focussing the attention of key executives on performance (Fama & Jensen 1983).

Within higher education studies, scholars have identified multiple principals who may have a residual claim on a university, including the government (Kivisto 2008, Lane & Kivisto 2008, Auld 2010, Austin & Jones 2016), students and taxpayers (Toma 1986), boards themselves (Lane & Kivisto 2008) and a range of other parties including future generations and users of research (Buckland 2004). There can be different types of principals, each with separate independent contracts with the agent (Lane & Kivisto 2008). Building on the insight gained regarding governing body members' perceptions of their stakeholders, one could argue the governing body is acting on behalf of multiple principals/stakeholders which might include the regulator, past, present and future students, debt providers, along with other stakeholders

including staff and local communities, and as charitable trustees, the residual value of the institution itself.

One could posit university Executives, in effect, act as agents. The main criticism of Agency Theory is the assumption of self-serving agents (Donaldson 1991, Davis et al 1997, Cornforth 2003, Huse 2007, Austin & Jones 2016). Governors generally did not raise any concerns about current Vice-Chancellors' motives. This does not negate the fact that university Executives do not bear much, if any, share of the wealth effects of their decisions. Further, there is potential for what has been described as unintentional mis-compliance or slippage (Lane & Kivisto 2008). The use of Agency Theory is endorsed in environments with information asymmetries and uncertain outcomes (Eisenhardt 1989). Discourse regarding Managerial Hegemony and higher education sector scandals (Marginson & Considine 2000, Shattock 2006), and references in this study regarding some previous Vice-Chancellors, point to the risk of Vice-Chancellors evading governing body oversight.

There was agreement amongst governing body members, aligned to sector expectations and previous UK university governing body research (see Berezi 2008, Buck 2013), that governors were there to govern, not manage, universities. Yew's Chair said,

> "I'm passionate about the division between management and governance. And I don't think Council should overstep the mark. But I am very keen on non-exec Council members engaging. And the more they engage with what's happening in university life […] the better." (Y_1)

One of their lay governors added, "the 'n' [in non-executive] is not a silent 'n' […] you should be inquisitive, not instructive" (Y_4).

One of Oak's lay members observed,

> "as non-execs, we're there to hold the Exec to account. And together, joint and separately, we're there to ensure the efficient running of the organisation […] and there needs to be a healthy tension between the execs and the non-execs

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[…] If there's no tension, then we're cruising and missing opportunities to shape the environment in front of us." (O_3)

<u>Governing body involvement in strategy-related roles</u>

The strategy-related roles identified by governors fall into three groups. The first group of roles pertain to the development, approval and sign-off of strategy, varyingly including HR, academic and risk strategy. The second relates to agreeing key performance indicators and setting targets. A final group was taking strategic decisions.

Varying involvement in strategy development. Virtually all governors agreed their role was to approve strategy. They expected the Vice-Chancellor to take the lead in developing it. How the Vice-Chancellors did so varied. At Beechwood, Oak and Yew universities, the Vice-Chancellors were seen by many to have consulted widely across, and sometimes outside of the university regarding strategy, and each was seen as the "university's" strategy. Yew's Deputy Chair described the VC's approach as "very collegiate in the sense of going out, engaging and being highly proactive with schools over an extensive period of time, and feeding that through to us" (Y_2). The student governor agreed, noting, "good dialogue with the students" (Y_13). At Beechwood, it was at the governing body's behest that this wider consultation took place. A lay governor described "a visible switch from what was perceived to be a top-down strategy to bottom-up […] partly because of the Board's push to get staff engaged in it" (A_2). In contrast, most University of Aspen governors described it as the Vice-Chancellor's strategy. The Vice-Chancellor explained the strategy was "crafted, well mostly by me […] in consultation […] with the senior team and some members of the Board" (A_11). The Chair observed, "it wasn't [the Board's] strategy" (A_1).

The scope of governor involvement in setting institutional strategy varied. Most governors at all five case study universities recognised the governing body is ultimately responsible for academic matters. However, they also described "academic strategy" as delegated to Senate or Academic Board. The exceptions were Oak and Aspen. At Oak, some members identified an emerging role in working

more closely with Senate. A lay member predicted, "we'll end up with some form of […] academic subcommittee that can work closely with Senate […] to come up with the right academic strategy and […] get the Council to buy in" (O_2). Aspen governors were taking an increasing interest in the academic portfolio. One noted the involvement would be strategic, not operational (A_6). The Chair expressed a desire to encourage innovation but not influence delivery (A_1). These findings are consistent with previous research (Buck 2013).

Governors at the University of Beechwood, Maple and Oak universities made explicit references to the governing body's role in sponsoring the development of the universities' human resource strategies, including culture. Maple's Deputy Chair described,

> "One of the things we have ramped up […] is the whole people strategy. Some of us come from backgrounds where we would expect to see structure that enables you to say, 'if that's our vision, how do you translate that into who gets promoted, who gets more money, behaviours." (M_2)

An Oak lay member observed, Council was spending 'increasing amounts of time on senior people planning […ranging] from succession planning, development of individuals, through to performance and disciplinary issues," adding, "there is a question in the Council's mind about how robust are the people management processes in the university" (O_2).

The nature of governing body involvement in strategy development ranged from sense-checking to challenging to shaping to contributing to, with very occasional mentions of a wish to help develop strategy. Some governors expressed a desire to be consulted earlier in the strategy development process. Oak's Vice-Chancellor described it thus; "it's not Council's responsibility to develop strategy […] but Council needs to own the strategy. So, […] they should be engaged with the process by which strategy is developed, but ultimately they need to interrogate and challenge and test the strategy that's being brought to them […] before they endorse it." (O_6) Lay governors at two different cases noted, "when it comes to content, the Board has to be confident and own proposed outcomes […] and the Board really needs to

understand and challenge, as necessary, the plan to actually achieve it" and "It is about challenging what is put before you […] does it really stack up to being a deliverable future for the university?" (B_2 and M_5). Whilst no governor identified their involvement as rubberstamping, Vice-Chancellors struggled to provide examples of specific changes as a result of governing body input. This is consistent with previous findings that governing bodies tend to ultimately approve all put in front of them (Mace 1971).

Findings regarding governing body involvement in strategy are consistent with two significant empirical studies in UK corporate settings (McNulty & Pettigrew 1999, Stiles & Taylor 2001). The earlier study described boards' involvement in strategy as "taking strategic decisions (all boards), shaping strategic decisions (some boards) and shaping the content, context and conduct of strategy (a minority of boards)" (McNulty & Pettigrew 1999, p55). Beechwood's governing bodies' approach to supporting the Executive, including quite specific input regarding staff engagement, and Oak governors' participation in workshops with other university stakeholders are rare examples of governing body involvement in shaping of the content, context and conduct of strategy. The findings are also consistent with the only empirical study of UK university governing bodies to examine McNulty & Pettigrew's spectrum of strategic involvement (Berezi 2008) which noted "evidence of the gradual institutionalisation of discourse and practice of strategy by university governing bodies" (p236).

Approving business plans and agreeing key performance indicators. The sector's template Statement of Primary Responsibilities (CUC 2020) lists "to agree long-term academic and business plans and key performance indicators" as the second governing body responsibility behind setting mission, vision and values of the institution with the Executive. At only two of the case study universities did a majority of governors describe a role in approving business plans. Beechwood's governors noted they had no role in strategy implementation, but did have two related roles, namely scrutinising implementation plans and setting key performance indicators and targets. One governor noted "the Board really need to understand and challenge, as necessary, the plan to achieve [the strategy]" (B_2). Yew's Chair

commented, "Given our role is [to enable] delivery of mission [...] you make sure you've got the strategy for it, that you have finance in order and the resources to deliver the strategy, [including] the senior leadership" (Y_1). Both Beechwood and Yew developed pandemic-related scenario plans early on. The majority of governors at the three other universities were silent on business plans, or positively described them as out of scope of governing body work. The Maple Secretary described, "there is a lot of what is in the detail work of implementation, of relating strategy on the ground, in the real world. Lay members of Council can't do that" (M_12).

The majority of governors across all of the case study universities apart from Maple recognised setting key performance indicators and targets as a key strategy-related role. Again, most expected the Executive to take the lead on creating a draft for consideration. However, they identified a greater level of involvement in challenging, setting and approving the indicators and targets than in setting the strategy itself. Yew's Deputy Chair noted "the KPIs as they were first presented just didn't cut it [... it was] a great demonstration of Council members working hand in hand with the Execs to get them to really think about how [...] to simplify our KPIs" (Y_2). Here, governors mentioned links to subsequent university-wide and individual performance monitoring, the latter for purposes of agreeing remuneration.

Lay governors at all but the University of Beechwood, which has a committee dedicated to performance monitoring, and Maple University, where governors did not identify a significant role for the governing body, expressed significant levels of frustration with setting key performance indicators and agreeing targets. Aspen governors described "for a lot of the key elements of the strategy there isn't a sufficiently responsive KPI", the risk of losing sight of the "end objectives", and a fear "they're just largely ignored by the staff teams [...] because there's too many of them" (A_4, A_7 and A_4). Yew University's Chair and Deputy Chair noted the targets and milestones need to be absorbed into "business as usual" to be effective (Y_1 and Y_2). Two other members flagged challenges which they saw as specific to universities in setting KPIs, namely, "academic desires for perfect measures" and a failure to ask the question "'how are we going to gain that insight?'" (Y_5; Y_9).

Several governors described in effect what scholars identified as an unclear relationship between inputs and outputs (Birnbaum 1989, Fairweather & Blakock 2015). This was mentioned, in part, when discussing attempts by governors to better understand performance against external metrics, such as the NSS, TEF and REF, as part of ongoing target setting. Aspen, Oak and Yew governors also described concerns about lag versus lead indicators – and the relative lack of timely performance data. The Oak Vice-Chancellor described "the challenge […] is the things we measure in terms of strategy. We can only really have proxies […] in the short term to measure our achievement […] There is no single measure for a university that we can measure in real time, year on year, which tells us exactly how we're tracking." (O_6) Aspen and Oak governors expressed concern that indicators were not sufficiently cascaded across the universities.

Taking strategically significant decisions – gatekeeper role? Whilst the approval of strategy and key performance indicators was seen by the majority of governors as significant roles requiring the governing body to make decisions, fewer governors described additional strategically significant decisions. A number of governors across the different case studies mentioned the appointment of the Vice-Chancellor and other senior appointments. The Aspen Chair noted the appointment and dismissal of the Vice-Chancellor as the "ultimate authority we have" (A_1). However, as noted, roles can be temporal and comments likely reflect whether they have recently made such appointments, or are anticipating the need to do so. Further, Aspen governors in particular described a role of regularly testing the alignment of activities to strategy and strategy to purpose. This often happened at the point of the Executive seeking governing body approvals for decisions. The Chair noted, "I think it's the Board's responsibility to say, 'yeah, I know this stuff goes on, but didn't' we say we were going to be doing the following four things?'" (A_1). Another described the "tricky, perilous journey for a university to take, to grow and diversify" and the need for the Board to remind the Executive of the institution's "higher purpose" (A_6).

These findings are inconsistent with corporate board research in the US and UK which identified a clear gatekeeper role for governing bodies, aligned to strategy-

related roles (Mace 1971, Stiles & Taylor 2001). As summarised by one Yew lay member,

> "There are lots of people in the university […] who do not really view the Council as being the most senior decision-making body in the university, in the way that in a public limited company or the Civil Service or other parts of the public sector [where] there is a clear sense of hierarchy and certain decisions going up to these people" (Y_5).

Governing body involvement in oversight-related roles

Findings from the five case study universities reveal a wide range of oversight-related activities which varied by topic. The majority of governors at four or more case study universities identified four key oversight roles. These include monitoring performance, assuring compliance, identifying risk and understanding students', and in fewer instances staff, experiences. The alignment of governor oversight activities to previously identified, and researched, ranges of activities is not as obvious as are their strategy roles. Mintzberg (1983) identified a governing body role of reviewing managerial decisions and performance, noting the latter takes place at three levels – legitimizing, auditing and directing. The latter concept of directing is consistent with a later UK corporate study (Stiles & Taylor 2001) which found that the use of control systems was an important tool boards could use to direct, although not control, Executives. Other scholars distinguish between monitoring activities and behaviours and monitoring performance and outcomes (Eisenhardt 1989, Lane & Kivisto 2008).

Monitoring performance. The majority of, particularly lay, governors at all five case study universities identified monitoring the delivery of strategy and more general scrutiny of performance as a key governing body role. This is in keeping with Agency Theory's decision control versus decision management paradigm (Fama & Jensen 1983, Stiles & Taylor 2001). A wide range of practices and levels of comfort with this role were detected across the cases. Governors at the University of Beechwood, with its long-established committee focussed on strategic performance, along with regular updates on strategically significant matters at the main Board, were the most confident. The Chair of the Performance Committee noted, "most

years, there's something that doesn't turn out to be quite as expected […] and where that occurs, the Board is absolutely on it" (B_2).

Aspen and Maple governors were the least confident, but for different reasons. At Aspen, which has more frequent governing body meetings, but no Finance Committee, there was a lack of consensus between governors regarding how performance was monitored. The Chair commented, "we've not been very good at following up a year later and seeing whether those things have actually gone on. We're not that operational as a Board" (A_1). At Maple University, performance significantly faltered under the watch of many of the lay governors. One member described how

> "Council shared the same, and perfectly natural, 'complacency' in strong inverted commas, that said we had a really good run, we had raised ourselves up the league tables, our finance position has always been strong and solid […] and theoretically all these bad things can happen, but they never have." (M_4)

The relatively new Vice-Chancellor described how Council needs to "adjust its level of oversight" according to the "nature of the risks" (M_9).

Oak and Yew governors agreed the governing body did not tend to delegate this responsibility of monitoring performance. Under relatively new Vice-Chancellors, with relatively new strategies, there was a heightened focus on this role. However, governors at both, along with those at Maple University, expressed frustrations regarding the setting of KPIs, the availability of lead indicators and timely performance data, along with a lack of confidence that the Executive team fully understands the drivers of performance. Governors at both Maple and Yew universities identified the practice of undertaking "deep dives" into strategically significant areas at both committee and overall Council level.

Related issues are the governing bodies' reliance on the Executive to provide information and the ability of the governing body to sense-check that information. Several Vice-Chancellors noted their role in providing the governing body with the necessary information for them to do their roles. Primarily internal governors, joined by some lay governors, queried if the lay governors had the necessary skills and

experience to sufficiently sense-check the information provided. Internal governors across a few of the cases noted lay governors do not always sufficiently challenge or interrogate the information provided. The Aspen Secretary explained once disappointing outcomes were previewed, "it's almost like a get out of jail free card […] nobody bats an eyelid" (A_13).

Historically, there was greater emphasis placed in sector documentation on the governing body's roles in monitoring institutional performance, which waned over time. This along with the relative unease expressed by case study governors may reflect, in part, the externalisation of performance metrics in UK higher education. In a corporate setting, Huse (2007) distinguishes between output control tasks, on which boards spent little time as they were largely external metrics, and input control tasks, on which boards spent much more time in attempt to control behaviours of top management, in a sort of behavioural quality control. In keeping with Huse's output control tasks conception, the plethora of external performance metrics, coupled with their use in league tables may explain, in part, governors' recognition of this role in theory with less certainty in practice.

Overseeing academic activities. Of the roles identified by governors, the biggest gap between sector-level expectations and governing body members' assessment of actual activity relates to academic governance. Three issues arose; confusion regarding the scope of academic governance, existing norms regarding ownership of academic governance and potential barriers to undertaking the role.

Governors were least confident in describing their roles pertaining to academic governance. Many governors uneasily described differences between academic governance, including academic strategy, and academic assurance, which was more of a monitoring role. Further, some non-academic members made specific mention of academic quality and degree standards, whilst others expressed frustration at a lack of understanding of what exactly was in scope.

Virtually all governors acknowledged, sometimes with discomfort, their remit with regard to overseeing academic governance. However, both Maple and Beechwood Vice-Chancellors, the former a Pre-1992 with an historic bi-cameral set up, and the

latter a Post-1992 with a unicameral system, expressed concerns about the governing body's sense of ownership of academic governance, with both citing the historic delegation to internal academic bodies. The Maple Secretary noted previous "governors thought it was an extremely strange set up […] and they thought 'this is the only operation I've been in where we never talk about the core business of the university" (M_12). The Beechwood Vice-Chancellor described the issue more broadly across the sector as

"the elephant in the room – if you accept that the Board fundamentally is custodian in law, then they've got to be in a position where they understand it." Adding, "senior leadership across the nation […] is insufficiently engaged at Vice-Chancellor level." (B_8)

Whilst governors generally accepted an ultimate responsibility to provide assurances regarding academic activities, and appreciated the norms of delegating academic strategy to the academic bodies, some expressed concern regarding the delegation and in effect separation of such a vital part of the overall institutional strategy. A Yew lay member noted concerns regarding "decisions about things like the balance of staff/student numbers, online teaching, etc., which aren't just about academic content but are actually about strategic direction and allocation of resources" (Y_5). The Chair described the Council's role in academic governance as "rather blurred" adding,

"Council oversees whether or not the Senate is doing its job on academic governance […]. And yet, the reputation of the institution depends on the quality of its academic product […]. It's rather like a car manufacturer delegating the responsibility for quality to a subcommittee. I've never found that very satisfactory." (Y_1)

These findings are somewhat at odds with that of an earlier study which found a more general "acceptance as a norm of the idea that issues associated with educational character and academic activities are properly the preserve of the academics" which the researcher attributed to Institutional Theory (Buck 2013,

p376). Again, this shift over time most likely relates to environmental and institutional changes described above.

Barriers to academic governance were noted throughout the study and included low levels of expertise amongst non-academic lay members, resulting in even greater information asymmetries; potential gaps in the development and implementation of institutional academic strategies; and a lack of dedicated time and place to consider this.

Many internal and external governors noted the lack of lay governor expertise. Some Audit Committee Chairs noted reluctance for their committees to oversee academic requirements. Aspen's Audit Chair explained, "I am simply not competent to assess the academic side of the university" (A_3). A Beechwood lay governor noted the registration requirements

> "provided a degree of clarity about what the regulator expects us to do in relation to academic quality and standards […] the question is […] 'are we all satisified?' I don't think any of us has expert knowledge […] would I genuinely be able to stand up and say 'we did everything we possibly could have done?' I don't think I can really say yes." (B_6)

When describing governing body members' ability to sign off documents relating to academic governance, one Maple lay member observed, "Councils don't really have a great deal of knowledge or understanding or oversight [of academic governance] […] There's no kind of deep dive approach in terms of academic performance" (M_8). Another lay member there described academic governance as "tricky because you are not really qualified […] There isn't any real way, apart from taking the Executive's word" (M_6). Further, some internal members queried how well-equipped their academic bodies were to both develop and implement academic strategies and provide academic assurances.

All of the universities had taken steps to support their efforts to oversee academic matters. Beechwood recruited lay governors with sector experience and included academic performance in the remit of the Strategic Performance Committee. However, a Beechwood academic member said, "I don't think the Board scrutinises

[academic governance] as much as it should […] we don't spend as much time on academic issues as financial" (B_11). Governors at Maple and Yew noted it takes time to gain the insights required to discharge this responsibility. Internal governors at Yew University specifically noted lay members were making efforts to do so.

Both Aspen and Oak have appointed lay academic members, with Aspen also establishing an Academic Assurance Committee. The lay academic who chairs the committee noted it was "set up to do the detailed scrutiny" and whilst it doesn't "absolve [the Board] of responsibility […], it gives them comfort" (A_2). Oak's Chair predicted,

> "using an NHS example […] in about 2-3 years' time, we will probably have a quality committee. That's not to second guess Senate. […] It's about the triangulation of what you hear at Council, what you monitor, [and] what you understand is being delivered right at the front line" (O_1).

Compliance and risk roles. Governors at all five case study universities, with a bias towards lay members, identified a role to assure the university is complying with its external requirements, with a majority raising it at all but the University of Aspen. These roles were largely delegated to the Audit Committee.

Like many other roles, there is a spectrum of intensity with regard to compliance roles. It received wide and consistent focus across Yew University governors and the least emphasis at the University of Aspen. Members at the other three, Beechwood, Maple and Oak emphasized the Audit Committee's role, with Maple governors noting the need to triangulate data/insights in order to gain one's own assurance, although the Clerk thought the lay governors largely rubberstamped the work conducted by the teams. Aspen and Maple governors described capital funder requirements as a new area of focus given financing activities.

Whilst governors at all five case study universities identified an oversight role related to risk, the nature of the roles varied. Governors concurred regarding risk identification. The Vice-Chancellor at Aspen and governors at Beechwood and Oak universities emphasized the need for the board to also consider opportunities, with

lay governors at the latter two encouraging the universities to, at times, take on more risk. One Beechwood lay member commented,

> "As a Board, we have agreed given its location, size and position and where it is on its development journey […] the university has to take some risks. Some of them will pay off and some of them won't […] it's a new way of thinking for university governing bodies." (B_6)

Oak's Secretary observed "sometimes Council can encourage us to take more risk, up our appetite […] I didn't expect that, but it actually does happen" (O_10). These findings are inconsistent with Berezi's (2008) study, which found lay members to be risk-averse.

Governors at three cases took the risk role further. Beechwood governors emphasized the importance of identifying lessons learnt, including from near misses, as part of risk identification and mitigation. An academic member there commented, "It's one of the things we're very strong at […] what can we learn from this? How are we going to make it different next time?" (B_11). Oak and Yew governors extended the role to supporting the Executives' risk management capabilities. Finally, lay and internal governors expressed differing opinions regarding the external nature of lay members' contributions. Some saw it as a benefit, especially as they are more able to identify commercial risks. An Oak staff member queried, "what do academics know about business risk?" (O_8). Others saw their lack of understanding of the academic environment as a limitation.

The findings regarding these last two governing body oversight roles – relating to compliance and risk – are at odds with previous studies, where these roles "less commonly discussed" and were described as "essentially routine, or 'a given'" (Buck 2013, p281). This may reflect, in part, the aforementioned changes in the regulatory regime, general levels of environmental uncertainty and/or the underlying change in governing body characteristics described, with newer members recruited for their skills and experience.

Greater focus on students' – and increasingly staff – experiences. Governors at all of the university case studies except Beechwood articulated a discrete

governing body role with regard to better understanding students' experiences. This goes beyond the current governance code's recommendation that governing bodies gain assurances regarding student welfare. Aspen and Oak lay governors articulated a responsibility to better understand students' experiences, possibly reflecting the members' alignment to university purpose as a motive to join the governing bodies. The Aspen Chair explained, "we have a responsibility for our students' […] well-being, delivering the right sets of skills, the right capabilities, taking people from one place to another and transforming their lives […] We are very keen to gain understanding and pressing the Exec around the student experience" (A_1). Another Aspen lay member even described an advocacy role; "you need an external perspective and somebody who actually challenges and puts the student voice forward" (A_4).

Oak governors expressed a desire to look beyond the Students' Union and student governors. Maple's Vice-Chancellor expressed a wish for lay members to "get a better sense of what it is like, not just when they were students, but what the issues are now" (M_9). Student governors cautioned against a singular student experience. Internal governors noted lay governors may be more familiar than themselves in seeking customer insights in their roles outside of the university.

Several governors from three case study universities identified one additional oversight-related roles - understanding the staff experience. This goes beyond a governing body's responsibility to act as employing authorities (CUC 2020). Beechwood governors placed more emphasis on the staff than they did the student experience. This may reflect their role in influencing institutional culture and behaviours - and the relative openness of the Vice-Chancellor. Oak governors noted they should remedy relatively low levels of attention to the staff experience. An Oak academic member noted, "I still don't think we've had enough engagement on people and culture" adding "Covid-19 will make us […] rethink our whole staff structure" (O_7). At Yew University, the interest in the staff experience is part of a wider focus on stakeholders in general. One lay member observed, "we can't have a great student experience without great staff experience" but added, "there is a distrust between the Executive […] and staff and you feel some of it because those

folks are represented on Council and you can feel some of the negativity on Council" (Y_9). Several governors noted the pandemic was already increasing governing body focus on the staff experience given the challenges of conducting teaching on-line and the need for many to work from home, making research roles particularly difficult.

Governor oversight. Governors described a range of activities within the different oversight roles. Yew governors mentioned the use of the Audit Committee as a means of facilitating improved implementation. Beechwood governors noted the use of the Strategic Performance Committee to sharpen the Executive's focus on outcomes. Based on the overall case study findings pertaining to oversight, the following is suggested as a potential spectrum of involvement in oversight-related roles; overseeing activities and receiving assurance, monitoring outcomes and providing assurance, and facilitating performance enhancement. This builds on the previously mentioned scholarly literature (Mintzberg 1983, Eisenberg 1989, Stiles & Taylor 2001, Lane & Kivisto 2008).

Scholars have made pertinent observations regarding corporate governing body power and its control role. Some note it implies a degree of confrontation (Stiles & Taylor 2001). Mintzberg noted;

> "When a board does indeed have control, its real power amounts to the capacity to dismiss and appoint the chief executive officer and the CEO's knowledge of that fact" (Mintzberg 1983, p78).

Similarly, others found the ultimate act [of control] is "when the board fires the chief executive" (McNulty & Pettigrew 1999). Whilst governors may wield ultimate control in their powers to dismiss a Vice-Chancellor, the term oversight has been adopted here to describe this cluster of roles.

Divergent views regarding institutional support and service

The final set of cross-cutting themes pertain to the third cluster of governing body roles, described here as support roles. Early corporate governance scholars identified providing advice and guidance to executives as one of relatively few

governing body roles (Mace 1971, Mintzberg 1983). By the late 1980s, reflecting the development of Resource Dependence Theory, Zahra & Pearce's (1989) third role cluster, service, included representing the organisation externally, linking to the environment and securing resources. Subsequently, scholars have grappled with this third cluster. A refresh of earlier study resulted in the 'service' cluster being redefined to include strategy and advising the CEO along with the addition of an explicit 'resource dependence' role cluster (Johnson et al 1996).   Based on findings from UK corporates, scholars renamed this third role cluster as 'institutional', including both providing good links with external constituencies and maintaining good contacts with owners (Stiles & Taylor 2001). Later Huse (2007) distinguished between two related governing body service tasks – networking service and advisory service.

In this study, different roles were detected from sector documentation and expert informants in this third role cluster, illustrated in Appendices 2b and 3a. Those from sector documentation were more externally-oriented activities, geared towards facilitating sector-level governance and enhancing institutional and seemingly sector legitimacy. Expert informants, on the other hand, described more internally-focussed instrumental support roles. Findings from the case studies aligned to the experts' views, so the term 'support' rather than 'service' has been adopted for this cluster.

Governing body support roles

Supporting the executive featured as part of a composite purpose as the second most-cited governing body purpose. There was less consensus amongst governors about support-related roles, which is unsurprising given they are not prescribed. Despite this, the majority of governors across a majority of the cases identified three support roles: leveraging skills and experience to provide expert advice, acting in a "critical friend" role, and supporting the Vice-Chancellor and Executive teams.

Providing expert advice. The majority of governors across all case study universities identified a role in providing expert advice based on their skills and experience. Governors made explicit references to types of skills, including IT, finance, property, audit, strategy and organisational culture, as well as where this

was most easily provided, primarily at committee level and sometimes outside the formal meeting structures. One Aspen lay member noted, "you're looking for a series of different skill sets […] lay members […] generally bring specific skill sets to bear […] somebody with a legal background, a financial background, audit, […] increasingly someone who understands […] IT and ideally someone who's good on the HR side of things" (A_4). Oak's student member observed lay governors "provide external views […] they come from all different backgrounds so they bring forward skills, experience and expertise that one person may not necessarily have" (O_9).

Governors at Aspen and Oak, which had appointed experienced academics as lay governors, made specific mention of the importance of their knowledge. Governors at the Post-1992 case studies referred to the notion that some lay members bring a "customer" and sometimes "staff" focus from their roles outside of the university, seen as an increasingly relevant contribution. A Beechwood lay governor noted, "a lot of governors are more able to identify students in a customer role" (B_2).

Lay governors across all of the case study universities noted the contribution made by staff and student governors, often referring to them as representing staff and student interests. At Aspen and Maple, staff governors were seen as the main source of feedback regarding staff experiences. As mentioned, only Aspen and Oak lay governors described their contribution as "expert". Beechwood governors noted the level of engagement of student governors was mixed; they relied on other sources of insight, which fed into the committee on performance.

Stewardship literature suggests a key facilitator of support roles is trust (Davis et al 1997, Stiles & Taylor 2001, DeBoer 2002). "Trust is a willingness to be vulnerable in the context of a relationship" (Davis et al 1997 p22). Trust is more likely to occur when relationship is based on personal power – respect and expertise – than institutional power, which may be more coercive and include threat of termination (Davis et al 1997). Two good examples of building trust across the case studies were the development over time of partnership working between Beechwood's Board and Executive and the Yew Vice-Chancellor's openness to governing body members informally mentoring Executive members.

Acting as a "critical friend". The majority of governors at all but Beechwood identified a critical friend role. Yew's Chair noted a desire for "Council members to contribute by bringing their critical faculties and their creative faculties" (Y_1). However, several internal members expressed a belief that lay members are not critical enough. An Aspen academic member noted "there doesn't seem to be a lot of push back around 'okay, let's dig a little bit deeper into this" (A_12). Maple's academic member described, "a very gentle, even critique is too strong a word. A very gentle check and challenge" (M_10). A Yew academic added, "they do give a level of challenge, but […] can be too readily satisfied with the answer" (Y_12). An Aspen lay governor concurred, "you wonder quite how effectively the challenge role is being performed if it's not achieving anything" (A_3).

A cross-section of members at the Post-1992 case studies noted governors leaving because they were too critical and challenging without being constructive. Beechwood's Secretary noted any past lay "governors who were not very constructive" were either "moulded or jettisoned" (B_12). Aspen's Chair noted previous lay members "had to leave" because they were challenging without being constructive. The university introduced a one-year probationary period for newly appointed lay governors to facilitate the process. Yew Executive and lay governors alike reinforced the importance placed on alignment with institutional values in recruitment. A Yew lay member observed, "we are there to support and encourage as well as scrutinize and challenge, because if you're not doing that encouragement and support, then it's deeply demotivating for those staff" (Y_7).

Supporting the Executive teams. The majority of governors also identified a role in supporting Executives, not just the Vice-Chancellor. The level of this support varied by case, and was situational. A Maple lay governor noted, "We are very keen to support the Executive. We are very keen to recognise the journey we are on and we absolutely understand […] the challenges of change […]. We want to be a kind of comfort and support to the VC and Executive" (M_8). Yew governors described different aspects of their support, including "acting as an informal mentor", "providing [the VC] with moral support", "acting as a sounding board", and "giving them an element of air cover" (Y_2; Y_3; Y_4; Y_6).

Governors also noted the importance of Executive receptivity to such support. Pre-1992 governors described current Vice-Chancellors as more open to both criticism and support than their predecessors. Beechwood, Maple and Oak lay governors noted the Vice-Chancellors were receptive to support, encouraging their leadership teams to follow suit.   Oak's Vice-Chancellor noted, "I have taken the Exec on a voyage, which is 'we need to welcome the feedback and challenge that we get from Council" (O_6). However, a Yew lay member did not feel "that our current leadership team takes all the opportunities it could to get insight or help in forming the insight from the experience of externals" (Y_4).

The further enabler is time and space to conduct support roles. Several governors noted it was not appropriate in governing body meetings, but more so at away days and in committees. Maple and Yew Chairs created informal settings for support roles to take place. At Maple, a termly informal meeting took place between the Vice-Chancellor and lay members. The Vice-Chancellor described getting "a huge amount out of this because I can take things there and be quite vulnerable" adding "they can't help if you don't engage with them" (M_9). At Yew, the Chair, Deputy Chair and committee chairs met with the Vice-Chancellor quarterly.

The three key roles identified can be explained to some extent by Stewardship Theory which assumes managers want to do a good job and be a good steward of the organisational assets (Donaldson & Davis 1991, David et al 1997, Huse 2007, Austin & Jones 2016).   Executives may be "motivated by a need to achieve, to gain intrinsic satisfaction through successfully performing inherently challenging work, to exercise responsibility and authority and to gain recognition from peers and bosses" sometimes resulting in a melding of individual self-esteem and corporate prestige (Donaldson & Davis 1991, p51).   Proponents of a stewardship approach posit, "the key issue is not to heighten control and monitoring of management […] but rather to empower the executives" (Donaldson & Davis 1991).

This aligns to Beechwood and Yew governors' views that the governing body should enable the Executive to facilitate the delivery of strategy.   Beechwood and Maple governors described how environmental uncertainty meant the Executive teams and governing bodies were in unchartered territories, working together. A Beechwood lay

governor noted, "there has been so much change and uncertainty out there that nobody is an expert anymore […so], at the moment it's very much a 'we're going on this together'. […] we're all slightly in discovery mode" (B_7). This illustrates Stewardship theorists' idea that an involvement-oriented approach is best in unstable, uncertain environments (Davis et al 1997).

Governing body service roles

Scholars have noted a strong theoretical tradition of a governing body's externally-focussed role in helping to acquire critical resources and serving as a legitimating function for organisations, aligned to Resource Dependence Theory (Pfeffer & Salanik 1978, Stiles & Taylor 2001, Cornforth 2003, Huse 2007, Austin & Jones 2016). Mintzberg (1983) identified three service roles, including co-opting external influence, establishing contacts, and enhancing organisational reputation. In higher education, only one of the studies regarding academic capitalism incorporated governing body-level considerations (Marginson & Considine 2000) with another exploring university governing body interlocks (Pusser et al 2006). As noted above, sector documentation places greater emphasis on externally-focussed, service roles than were identified by governors themselves. Service roles are considered here, exploring the relative lack of case study governor focus on them.

Representational roles. European scholars describe university governing bodies as a new, additional layer, in university governance, relating to the shift of universities from a 'republic of scholars' to 'stakeholder organisations' (Amaral & Magalhaes 2002, Bleiklie & Kogan 2007, Magalhaes et al 2018, Vukasovic 2018). Introduced earlier, the related concept of *boardism* has two further aspects – an internal power shift from academics to management and more external representation in HEI governing bodies. External members are portrayed as stakeholder representatives in Europe (Amaral & Magahlaes 2002). In England, lay-dominated governing bodies substantiate a governance approach aiming to "ensure that governing bodies can meet their obligations to their wider constituencies inside and outside the institution" (Shattock 2006, p52). Only at Yew did a range of governors describe representational aspects of all Council roles as a contributor, or detractor, to effective governance. The Chair described the importance of

representation; "I think it's important that people don't think that as an institution the only person who matters is the [VC]. We have a broad range of stakeholders […] and we bring people on Council who are representative of the external world in some ways" (Y_1). Two other lay members described "representing the community" and the desire for Council to "reflect the make up of the area we live in, the community, including staff and students" (Y_8; Y_7).

Whilst not a representative role, per se, Aspen and Oak governors identified a role in helping to understand external stakeholders. Aspen's Board encouraged the Executive to undertake an external stakeholder perceptions audit. A lay member described how the university historically had "a very low-key awareness in the community" and given its recent investment and social impact mission, it was vital for the university to "understand what the local community think about the place" (A_6). Oak lay governors themselves helped provide that insight and interpretation of external stakeholder requirements, sometimes participating in workshops. This was particularly in the areas of the health sector and manufacturing. The Chair also expressed an intention to establish a new stakeholder forum to participate in the recruitment of new Executive Deans (O_1). At both universities, the recognition of such external stakeholders was consistent with institutional missions.

Staff and student governors were much more likely to identify their representational roles. Aspen, Beechwood and Yew staff and student governors explicitly identified their own roles in representing their constituencies. This is unsurprising given many are elected either by the academic body, the staff union or members of the students' unions. At all three universities, staff and student governors, along with several lay members, described the aforementioned challenges faced by staff and student governors in trying to balance their collective responsibilities as governors/trustees with their responsibilities to their constituencies. This was less of an issue for students, who were seen as clearly representing the Students' Unions, and were remunerated not directly by the university but by the union.

Governors also identified a further challenge regarding the representation of staff and student interests, that of wider engagement. The Oak Secretary noted "Council has come to the conclusion that having representatives […] isn't necessarily going to

deliver an understanding of what students actually are concerned about or want […] there's a need to develop other ways in which to engage the student more effectively" (O_10). An Aspen lay governor observed the risk of an "overreliance on inevitably a partial view because however representative the Students' Union are […] that's only one particular view of student life (A_5).

Networking roles. Only a few Pre-1992 university governors described a role which is often discussed in governing body literature – namely the linking role of making introductions and providing connections to relevant third parties. At Maple University, governors described the role making introductions to third parties with relevant functional or technical expertise to support the Executive. At Oak and Yew universities, governors made introductions to relevant businesses either as prospective employers or research partners. Oak's student member noted lay members "play a key role in engaging businesses with us. Not everyone will know the VC, but someone might know one of our Council members" (O_9). A lay member noted lay members "help the university make connections with the wider community, particularly the business community" (O_5).

The absence of this role at the University of Beechwood is partly explained by the fact that the vast majority of lay governors neither live nor work near the university. Internal governors had greater expectations that lay governors would play this role, whilst some lay governors noted university Chancellors often provide external links. Four Yew lay governors, including the Chair, described Council members building relationships on behalf of the university with schools, businesses, graduate recruiters to support the employability agenda.

Legitimacy. The final support-related role identified by at least a few governors at two case study universities was that of enhancing the legitimacy of university governance and resulting decisions. This role was most clearly articulated by Beechwood governors, who also noted the governing body is itself held to account. One lay governor described an aspiration to "take governance out of the boardroom" more broadly, including optimising staff and student governor links but also more generally engaging with the university, "increasing transparency around decision-making" (B_6). Another noted,

"It's important that the governing body is seen and is known" with the visibility of the whole Board "being a symbol that you have got this organisation and people who are involved and they are interested and they aren't simply rubberstamping, doing what the Chief Executive wants." (B_7)

Yew members emphasized how the governing body composition, including staff, students and lay members who in some ways represent the local communities, added to the legitimacy of decisions taken by the Council.

These legitimacy roles are somewhat in conflict with other discussions regarding governing body visibility, where most governors, other than those at the University of Beechwood, noted governing body visibility was poor yet governors did not necessarily endorse improvements. These findings with regard to governing body service roles are consistent with one study where only 8% of governors identified an external relations role (Berezi 2008) but at odds with another, where governors identified a linking/ambassadorial role (Buck 2013).

<u>Support versus service roles</u>

This study was not designed to explore why the case study governing body members emphasised support over service roles nor why sector-level service roles, as detected in documentary evidence, emphasize yet different service roles. Roles detected from the sector-level documentary evidence focus on encouraging university governing bodies to underpin sector-level governance, enabling regulatory oversight and enhancing institutional legitimacy by providing information, increasing transparency, adopting governance codes and governance principles, conducting regular effectiveness reviews and even facilitating student electoral registration. A few expert informants noted the difference between UK and US universities with regard to governing body roles in raising money from alumni donations. In addition to cultural differences and divergent traditions in this regard, expert informants and case study governors noted issues around commercial and personal conflicts of interests, including the challenges of vetting significant financial donations.

Sector guidance does not emphasize a governing body role with regard to networking and garnering external resources, nor representing various

constituencies. This absence, along with a discernible shift away from lay members who were described as the "great and the good" to those recruited for their skills and experience, but possibly not their networks, may also result in less focus on externally-facing service roles. It seems governors, increasingly appointed for their skills and experience, motivated by institutional missions, wary of potential conflicts of interest, and influenced by the challenging environmental and institutional influences tend to focus on more internally-oriented support roles. References to external members representing the university were largely limited to participation in degree ceremonies. Further, some governors pointed out that often times the high-profile Chancellors play a greater role in building bridges/networking with the outside world.

Potential dimensions of governing-body level governance

Based on findings from this study, an emerging conceptual framework regarding dimensions of university governing body-level governance is proposed. Three key areas of university governing body-level governance are identified, with seven dimensions, as illustrated in Figure 1 below. The degree of integration relates to the scope of the work of the governing body in general, and specifically in the three key areas of strategy, oversight and support. (Governing body work in the emerging role cluster of culture, values and behaviours warrants further investigation.) The nature of involvement relates to the Vice-Chancellor's approach and governing body member characteristics. The level of legitimacy pertains to key internal and external stakeholder perceptions regarding the governing body in the context of wider institutional governance. They are illustrated below along with potential indicators.

The inclusion of the first two topics, dimensions and indicators are supported by this research. The inclusion of legitimacy as a key topic to consider seem premature or not well-founded based on the case study findings. It is proposed for several reasons. This study reveals governing body members are clear about the identity of their stakeholders. Also, the regulatory regime and norms, including governance codes from other sectors, emphasize governing body members' focus on stakeholder engagement. Further, analysis of publicly-available governance reviews which followed major university governance scandals, including the Universities of

Plymouth and Bath along with DeMontfort University, reveals that in order to build confidence after such a crisis, governing bodies are expected to become much more visible and engaged with their internal and external stakeholders.   The indicators used for legitimacy are drawn from Dawkins' (2018) research.

Figure 1: Potential dimensions of university governing body-level governance

Topic	Dimension	Indicators
Degree of integration	Strategy	Take decisions Shape decisions Shape content, context & conduct
	Oversight	Oversee activities & take assurances Monitor outcomes & give assurances Facilitate performance enhancement
	Support	Reactive Proactive Interactive
Nature of involvement	VC appetite & capacity	Arms-length Neutral Cooperative
	GB capability, capacity & expectations	Rubberstampers Informed challengers Expert professional governors
Level of legitimacy	Internal	Apparency Transparency Engagement
	External	See key findings from governance failures

These dimensions should be considered within an overall institutional context, including environmental and internal considerations. Institutional governing body-level governance differs from, but interrelates with, institutional management. In the decision control and decision management paradigm under Agency Theory, the work done by the governing body in taking and monitoring decisions relies on the work done by the Executive in initiating and implementing them. Governors at some case study universities described roles of supporting executives to develop their skills at strategy development and implementation. Further, governing body attributes, including governing body composition, member characteristics and committees interrelate with governing body roles. This framework, which would benefit from further empirical investigation, is proposed as complementary to underlying governance theories, perhaps as a means of considering how various aspects of underlying governance theories manifest themselves in English university governing bodies.

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Appendices

Appendix 1: template Statement of Primary Responsibilities

per Committee of University Chairs (2020) Higher Education Code of Governance

The principal responsibilities of the governing body should be set out in the body's Statement of Primary Responsibilities, which must be consistent with the institution's constitution. While there may be some variations because of different constitutional provisions, the principal responsibilities are likely to be as follows:

1. To set and agree the mission, strategic vision and values of the institution with the Executive.
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy and plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
4. To delegate authority to the head of the institution for the academic, corporate, financial, estate and human resource management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the institution.
9. To appoint the head of the institution as Chief Executive, and to put in place suitable arrangements for monitoring their performance.
10. To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be responsible for ensuring that an appropriate human resources strategy is established.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes responsibilities for health, safety and security and for equality, diversity and inclusion.
14. To receive assurance that adequate provision has been made for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity and diversity across the institution.
18. To maintain and protect the principle of academic freedom and freedom of speech legislation.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

Appendix 2a: Sector-level documentary evidence by level and actor

Level	Actor	Documents
State	UK Government Parliament Regulator/Office for Students	• Higher Education Policy papers - 1987, 1991, 2003, 2011, 2016 • Reports by commissions/reviews, including Jarratt 1985, Nolan 1996, Dearing 1997, Lambert 2003 • Legislation - Education Reform Act 1988, Further & Higher Education Act 1992, Education Act 1994, Teaching & Higher Education Act 1998, Higher Education Act 2004 and Higher Education & Research Act 2017 • Operating Framework 2018, Audit Code of Practice 2018 and Report on Registration Process 2019
Sector	Committee of University Chairs	• Review of governance 1997-2000 • Guide for members 2001 • Higher Education Governance Code 2020

Appendix 2b: Governing body roles per sector documentation by role cluster

Strategy	Control	Service
Approve strategic plans	Be ultimate decision-making body	Provide information to bodies
Oversee academic governance		Increase transparency
HR policy	Oversee performance management	Engage with stakeholders
Appoint the VC		
	Oversee finances, controls and manage risks	Adopt governance code(s)
	Protect freedom of speech	Conduct & make public effectiveness reviews (incl. committee structures)
Gain approval of & oversee delivery of access agreements		Facilitate electoral registration
	Oversee student union	Adopt Public Interest Governance Principles
	Handle staff and student complaints	

Source: researcher's analysis of documentary evidence

Appendix 3a: Governing body roles per expert informants by role cluster

Strategy	Oversight	Support
Challenge assumptions in strategy, test alignment with mission/objects	Hold executive to account/oversee delivery of strategy	Constructively challenge/ be a critical friend
Provide longer-term, external perspective; horizon scanning	Get and give assurance – legal, regulatory compliance, academic standards & quality and financial probity	Support and act as sounding board for Vice-Chancellor/Executive
Oversee academic governance		Provide technical, functional and professional expertise and an external perspective
Assess plans and agree key performance indicators	Oversee risk management process	Engage with stakeholders*
Sign off/agree new strategy and strategic decisions		
Contribute to content, identifying and assessing options*	Safeguard assets/reputation/staff/students	
Appoint the Vice-Chancellor*	Oversee culture and behaviours, including focus on student experience*	Provide contacts*
		Assist in fund raising*

Source: researcher's analysis of 13 expert interviews; * denotes few mentions

Appendix 3b: Potential influences on governors' perceptions of roles

Internal	External	Individual
Type of institution	The Office for Students	Own executive & non-executive experience
Vice-Chancellor (and Chair) preferences	Marketisation	Motivations to join
Governing body composition	Existing codes of practice	

Source: researcher's analysis of 13 expert interviews

Appendix 4a: Case study university profiles

Key features	University of Aspen	University of Beechwood	Maple University	Oak University	Yew University
Nature of foundation	Post-1992	Post-1992	Pre-1992	Pre-1992	Russell Group
# of "faculties"	3	4	3	3	3
Total # students	10-15k	25-30k	15-20k	15-20k	20-25k
% change since 15/16	*-10%*	*-2%*	*2%*	*35%*	*29%*
Income £m	100-150	250-300	250-300	150-200	450-550
% teaching	c.80%	c.75%	c.60%	c.70%	c.50%
Governing body size	16-18	22-24	19-21	16-18	19-21
% female	35-40%	55-60%	50-55%	40-50%	50-55%
# GB meetings p.a.	10-12	4-6	4-6	7-9	4-6

Source: 2018/19 HESA data and researcher database

Appendix 4b: Case study participants by membership type and case study

Member type	Uni of Aspen	Uni of Beech	Maple Uni	Oak Uni	Yew Uni	Total	*% of pop'n*
Vice-Chan & Clerk	2	2	2	2	2	10	*100%*
Academic staff	1	2	1	2	1	7	*47%*
Other staff	0	1	0	0	1	2	*29%*
Students	0	0	1	1	1	3	*38%*
Total internal	3	5	4	5	5	22	*55%*
External	10	7	8	5	9	39	*63%*
Total	**13**	**12**	**12**	**10**	**14**	**61**	***60%***
% female	*31%*	*50%*	*42%*	*60%*	*50%*	*46%*	

Source: Researcher's database re. five university case studies; *% of total governor pop'n by type

Appendix 4c: External participants by sector experience and case study

Sector	Uni of Aspen	Uni of Beech	Maple Uni	Oak Uni	Yew Uni	Total	*% of pop'n***
Corporate	5	1*	3	1	3	**13**	*54%*
Professional	2*	2	1	1	3*	**9**	*90%*
Public Service	0	2	1	2*	1	**6**	*50%*
Civil Service	0	0	2*	0	0	**2**	*50%*
Education	2	1	1	0	1	**5**	*71%*
Other	1	1	0	1	1	**4**	*90%*
Total	**10**	**7**	**8**	**5**	**9**	**39**	***63%***

Source: Researcher's database; *incl. Chair; **% of total external governors

Appendix 5: Key Influences on governor perceptions of roles by case study

Influence/case	Aspen	Beechwood	Maple	Oak	Yew
Internal					
Vice-Chancellor's approach	Yes	Yes	Yes	Yes	Yes
Organisational culture	Yes*	Yes	Yes	Yes	Yes
Governing body attributes(1)	Yes	Yes	Yes	Yes	
Chair's approach		Yes	Yes	Yes*	Yes
The situation	Yes		Yes	Yes	
Governing documents		Yes*	Yes	Yes*	
External					
The Office for Students	Yes	Yes	Yes	Yes	Yes
Tuition fees	Yes	Yes	Yes	Yes	Yes
Competition for students	Yes	Yes	Yes		
Pandemic	Yes*			Yes	
Sector scandals	Yes*	Yes*			
Practices in other sectors				Yes*	Yes*
Individual					
Exec & non-exec experience	Yes	Yes	Yes	Yes	Yes
Personal characteristics	Yes		Yes		Yes**
Available time	Yes			Yes*	
Time in post/ Knowledge	Yes*	Yes*			

Source: 61 governing body interviews across five case studies; (1) composition, member characteristics and committees; *denotes fewer mentions; ** includes motivation to join/values

Appendix 6: Roles by Cluster and Case

Role/university	Aspen	Beechwood	Maple	Oak	Yew
Culture-related					
Influence culture & values		Yes		Yes*	Yes
Strategy-related					
Approve strategy	Yes	Yes	Yes	Yes	Yes
Shape/contribute/ collaborate	Yes	Yes (set direction)	Yes	Yes	Yes
Incl. HR		Yes	Yes	Yes	
Incl. academic	Yes			Yes	
Agree KPIs & targets	Yes	Yes		Yes	Yes
Make senior appointments	Yes (& remove)				Yes
Agree risk appetite & risks to strategy			Yes		Yes
Oversight-related					
Monitor delivery of strategy & scrutinise performance	Yes	Yes	Yes	Yes	Yes
Ensure/assure compliance incl. academic	Activities; compliance*	Yes	Yes	Yes	Yes
Identify risks	Yes	Yes, incl. lessons learnt	Yes	Yes, incl. mgmt.*	Yes, incl. mgmt..
Understand student experience	Yes		Yes	Yes	Yes
Agree Executive remuneration	Yes	Yes	Yes		
Understand staff experience		Yes		Yes	Yes
Support-related					
Provide advice	Yes	Yes	Yes	Yes	Yes
Act as critical friend	Yes		Yes	Yes	Yes
Support Executive		Yes	Yes		Yes
Represent stakeholders	Yes – staff & students	Yes - staff			Yes – all
Help understand external stakeholder	Yes			Yes	
Enhance legitimacy		Yes			Yes*
Make introductions			Yes*	Yes*	Yes*

Source: 61 governing body member interviews across five university case studies; *denotes fewer mentions

Appendix 7: Composition of committees and relationship to roles

Governors identified an indirect implication of governing body composition, namely, the importance of committee structures. Lay members at the two Post-1992s and Oak University (two of which had smaller governing bodies) stressed the importance of committees, included as a structural dimension in Zahra & Pearce's (1989) model, in carrying out governing body roles. The committees across the case study universities included Audit, Finance, Remuneration and Nominations and sometimes Governance, Academic Governance, Innovation, Ethics and/or Performance. Maple's Chair established termly informal meetings for the Vice-Chancellor with lay members to facilitate their support roles. Yew's Chair held informal termly meetings with the Vice-Chancellor and committee chairs.

Whilst many governors emphasized the governing body's collective responsibility, most across all the cases noted the detailed work, particularly regarding oversight, could only effectively be done at committee level. Governors noted the necessity of recruiting, inducting and retaining lay members with the requisite skills and experience, including those required to chair committees. Some governors raised a further consideration, namely, committee composition. Across case study committees, lay membership dominates. The table below illustrates the number of case study universities where a key committee includes a particular type of member. For example, only one of the five cases includes a student on its Finance Committee.

Number of case study universities with different member types by committee

Committee/ member types	Chair	Other lay	VC	Other staff	Students	Other External
Audit (& risk)	0	5	0	0	0	5
Finance	2	5	4	1	1	2
Nominations/Gov	5	5	4	3	1	2
Remuneration/HR	5	5	0	2	2	5

Source: five case study university committee terms of reference; excludes attendees/observers

Apart from the Audit Committee, where for reasons of independence university employees and students are typically excluded, and other externals who are not governors are included, the membership of staff and students varies by university and committee. At one extreme, Oak University committees include no staff nor students, including the Vice-Chancellor, on any committees. At the other four cases, Vice-Chancellors are members of all committees, excluding the Remuneration Committee, which they usually attend. Apart from Audit, staff are included in anywhere from one to three of the other key committees. Students are least often members of committees, with the University of Aspen and Maple University more likely to include students.

The case study universities appear more willing to have a broader membership on Nominations/Governance committees, followed by Remuneration and Finance. Given a great deal of the compliance-related and risk-management related work is

delegated to the Audit Committee and much performance management to the Finance Committee, the virtual absence of staff and students as members, leaves the majority of this work in the hands of those least familiar with academia and the institution itself. This may either explain or be explained by lay members' doubts regarding the value of internal member contributions and/or concerns regarding potential conflicts of interest they face when discussing sensitive topics. Whilst only raised by a few staff governors in this study, in previous English university governing body research, the lack of internal members on committees was seen to contribute to a view that external members are "first among equals" (Buck 2013, p399).