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University of Aberdeen

Final Report
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Good Governance Institute (GGI)

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Executive Summary

This report sets out themes and findings arising out of our independent review of the Court of the University of Aberdeen. The University requested the review not only to focus on current governance, but to be forward-looking, providing a robust critique of the options available for the development of Court. The review is set in the context of a period of considerable change and uncertainty within the higher education sector, not least related to the sustainability of funding, increasing competition and concerns over Brexit.

This context requires a fit-for-purpose Court which meets the test of being business-like and responsive to key stakeholders, both internal and external, whilst preserving the long-term traditions and values of the institution which make the University unique. Court will play a critical role in the future sustainability and success of the institution as a whole and in particular it will need to be equipped to be serious about strategy and prepared to make tough choices as a strong collective governing body.

We recognise many areas of current strength in the University and the appointment of new Court members, including a new Senior Governor, have added capacity to the governing body and make this an ideal time to also take stock of the effectiveness of Court.

Our analysis, based on interviews, document reviews, observations and benchmarking makes a number of recommendations which are aimed at strengthening core accountabilities, skills, structures, decision-making processes, visibility and relationships, to ensure the University develops further its good governance practices. We are confident that the University is fully compliant with the Scottish Code for Good Higher Education Governance and the Higher Education Governance (Scotland) Act 2016*.

The main analysis of the University’s governance is set out in sections 7-14.

The report includes a set of primary recommendations together with a number of supporting recommendations which taken as a whole are designed to help the University meet current and future governance requirements and challenges. The primary recommendations are detailed below:

R1  Adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice;
R2  Adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University;
R3  The cycle of Court business to be developed more directly with members, and to be framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis;
R4  Devise an annual governance development programme for Court and, over time, for the University more generally;
R5  Establishment of a small number of Strategic Advisory Groups, which would focus on high-priority and complex areas of change;
R6  Production of a performance impact assessment of Court in the form of an annual self-assessment, with the University’s Annual Report being presented and promoted more publicly at an Annual General Meeting;
R7  Adoption of a Maturity Matrix approach to the continuing development of the governance of the University.

* subject to Privy Council approval of proposed changes to the Court’s composition
1. **Overview**

1.1 In August 2016 the University of Aberdeen (AU) invited the Good Governance Institute (GGI) to submit a proposal, to undertake a review of Court effectiveness, during November 2016 to March 2017.

1.2 This review was carried out in order to ensure that the University’s governance arrangements fully support the institution’s strategy and position as one of the highest ranked universities in the UK and globally.

2. **Terms of Reference**

2.1 The Terms of Reference for this review had a specific focus with regard to considering:

- The effectiveness of Court in meeting its responsibilities for strategy and monitoring institutional performance;

- The distinction between governance and management in the operation of the Court, including the need for constructive challenge by the governing body to be understood and accepted by both members and the executive;

- The engagement of Court and its members with the wider University community of staff and students.

2.2 The review was carried out by GGI in accordance with the Scottish and wider Higher Education operating environment. Models of sector best practice by way of benchmarking were drawn upon as part of our research.

3. **The University**

3.1 With a rich and historic heritage dating back to 1495, the University of Aberdeen is the third oldest institution in Scotland and the fifth oldest in the UK, consistently ranked in the top 1% of world institutions. The University has a recognised international outlook with a student body (15,500) comprising 120 nationalities. The University employs 3,300 staff and has an annual income of £237m.

3.2 The institution is organised under three Colleges (Arts and Social Sciences; Life Sciences; Medicine and Physical Sciences) and a Business School. Over 76% of the University’s research output is regarded as world leading or internationally excellent, being ranked 6th in the UK for commercialising research. The Principal & Vice-Chancellor is a leading national figure, chairing the Universities UK Group on Efficiency and the Higher Education Review for Wales.
4. The Court

4.1 As the University’s governing body, the Court, is ultimately responsible for overseeing the affairs of the University acting as a ‘body corporate with perpetual succession and a common seal’. In addition to Senate, the University has twelve main committees, including Audit, Governance and Nominations, Research Policy, Quality Assurance, Student Affairs and General Council Business.

4.2 Following proposed changes currently before the Privy Council, Court will consist of the Rector (who has exercised the right to preside at Court meetings); Senior Governor; the Principal & Vice-Chancellor; two staff assessors (elected by the staff of the University); two Trade Union Assessors; four Senate Assessors (elected by the Senatus Academicus); the President of the Students’ Association; a further student representative nominated by the Students’ Association; Independent Court Members not exceeding eight (appointed by University Court); four General Assembly Assessors (two men, two women elected by the General Council). Twenty-five members in total.

4.3 In common with the other ‘Scottish Ancients’, the Rector has a statutory right to “preside” at Court meetings and to exercise a casting vote. The wider role of the “Chairperson” as described in the Higher Education Governance (Scotland) Act 2016 and the Scottish Code of Good Higher Education Governance extends beyond the conduct of Court meetings to include the leadership of the governing body and its effectiveness. At Aberdeen the role of “Chairperson” as described in the Code (and distinct from the role of “Presiding” at meetings) is undertaken by the Senior Governor.

4.4 The statement of Primary Responsibilities sets out the main functions of Court, namely:

To approve the mission and strategic vision of the University, including institutional and longer-term academic and business plans, and key performance indicators, and to ensure that they meet the interests of stakeholders, including students, staff, alumni, local and national communities and funding bodies.

5. Scope, Methodology and Process

5.1 GGI commenced work on site at the University in early November 2016, meeting with key individuals, including the Principal & Vice-Chancellor and the Secretary to the University (the review sponsor); observing a meeting of Court, and carrying out an initial review of the relevant documentation.

5.2 Semi-structured, one-to-one interviews were held either in person or via telephone with all Members of Court except for the newly-appointed Senior Governor.

5.3 In parallel with the interview process, observations were carried out in respect of the Audit Committee, Operating Board, Governance & Nominations Committee, Student Experience Committee, Senate and the University Committee on Teaching and Learning (Annex III details all meetings observed).

5.4 A comprehensive documentation review was also performed as part of the review (see Annex IV).
6. **Best Practice Analysis**

6.1 As part of a best practice analysis, GGI has distilled 10 principles which we believe relate most directly to the University. These are drawn from a mixture of the specific research underpinning this report, the accumulated experience of GGI, and other sources and reference points identified to us by those engaged in the review, both inside and outside of the University.

6.2 Governing bodies in Higher Education institutions work most effectively when there is a governance framework which:

- is driven by a clearly-stated commitment to a progressive, long-term approach to the development of governance which is shared at the top of the institution;
- is as clear and simple as possible and visible and respected in the institution;
- provides clarity of authority at all levels of the organisation to deliver decisions at the pace needed to meet strategic intent;
- reflects the right level of nuance and effective checks and balances appropriate to that specific institution;
- ensures the governing body and the institution as a whole are connected effectively to stakeholders inside and outside the institution;
- promotes consistent standards of behaviour and practice which support governance across the whole organisation;
- includes a set of publicly-reported processes which review the impact and performance of the governing body, and of the institution as a whole;
- is supported by the devotion of sufficient collective time by the Chair of the Board, the Chief Executive and the Board Secretary to address both immediate and longer-term governance issues;
- is enabled by a senior Executive with the necessary level of practical authority and leverage to safeguard and develop the core spine of governance in the institution;
- is accompanied by the planned development of Board Members as active agents shaping the institution both inside and outside.

This framework has been used to guide this review.
7. Governance & Leadership

7.1 The University has an ambitious forward strategy in fulfilling its mission as both a major player in the local Scottish economy and internationally. Central to this is the requirement to have clarity of strategic decision-making, supported by effective assurance frameworks at all levels of the institution, supported by professional and business-like behaviour.

7.2 Our reflection, from all aspects of the review, is that there would be real value in promoting the importance of a modern approach to governance, the style and culture with which it is executed, and the individual and collective contributions on which it depends across the University.

7.3 There are many ways in which this single, core spine of governance could be set out and brought to life. This matters as it will enable each component element to be sighted on roles and responsibilities, and also the expectations of contribution and behaviour which apply to everyone involved in the governance processes of the University. This is important given the current complexity of the governance arrangements and the number of different individuals who contribute to it at all levels of the organisation. We envisage this extending beyond just Court and its sub-committees to embrace the supporting structures of the University, including Senate and its sub-committees, if Senate were to agree. This dynamic approach could significantly enhance the openness and transparency of the overall governance of the University, at a time when strategic and academic issues are increasing in their complexity and consequence.

7.4 The core spine of governance would set out what modern governance means institution-wide, including articulating the different roles of Court, Senate and the Executive and raising the profile of Court amongst core stakeholders. There is an argument that all essential information exists on the University website in respect of Court, but it is not always easy to understand, user-friendly or illustrated by how decisions are, or have been, made. In the spirit of openness and transparency, we would recommend a dynamic governance map on the University website designed to bring University governance to life and connect to the public, to the students and to other stakeholders, as well as to Court and Court members.

7.5 We believe, given the nature of the challenges faced by the University at this time, such an approach would provide a useful opportunity to set out a fleet of foot approach to governance based on supportive challenge and questioning at all levels of the organisation. In particular, it would allow a clear statement about the function of Court and its relationship to the other parts of the University governance structures at a time of significant cultural change in the sector, and set out how the changing context is being reflected in the way in which the University works. As suggested throughout the report, some changes to the way business is approached by Court itself would also be necessary to meet modern standards of business conduct in future. Court is encouraged to set the benchmark for the University as a whole in this regard.

7.6 The setting out of standards of conduct, contribution and commitment to collective decision-making without default to representational, sectional or vested interests will be timely given the changing composition of Court.

We recommend the adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice.

7.7 It is important that this is not imposed or simply imported from elsewhere, but is generated and owned by the institution itself and translated into an approach which works specifically in the University.

We recommend the further development of the University’s digital governance map, with high visibility on the University website.

7.8 This governance map, to be further developed by the University, would be used to show clearly how the University governance framework operates, with connections to the terms of reference and accountabilities for all elements of the formal governance structure. This is not a dull bureaucratic exercise, but one which will help establish the right governance climate for the University’s future success. It could be used to explain how and where decisions are made.
8. Court Constitution

8.1 There is no definitive best practice around the size of University governing bodies which delivers maximum effectiveness. However, a Court of 28 members is above the average for the sector, as is the planned reduction to 25 which is currently before the Privy Council. The average amongst UK Universities is 20 and the trend is for smaller membership, with the current smallest being 12. These figures are also reflective of European benchmarks from our own recent research. The existing and proposed membership of Court can be found at Annex I.

8.2 A review of Court size is beyond the scope of this review, and was not laid out in the original terms of reference. However, throughout our discussions with Court members the size of Court was an emerging theme and has therefore formed some of our findings from this review.

8.3 In accordance with the provisions of the Scottish HE Governance Act (2016), Court has undertaken a review of its size and composition and the proposed changes now agreed (subject to Privy Council approval), sees a modest decrease in size so that it still includes four Senate members and four General Assembly Assessors. This reduction in the size and shape of the governing body, prompted by legislative changes, appears to have established a set of principles about the desired balance to be struck between independent and other members.

8.4 It is perhaps revealing that the issue of the size of Court, however, still remains an active concern for some members, and an irritating distraction from more serious matters for others. And we cannot proceed without observing that there remains an underlying divergence of view amongst Court members, some of whom favour a yet smaller Court to improve the effectiveness of debate and decision-making. We accept that reducing the size of Court further would need to be sympathetic to retaining a proper constitutional balance and secure sufficient capacity with regard to membership of Court committees. We believe that setting an objective to reduce the size of Court over time (say in the next three to five years) to the average size for the sector (18-20 members) would, in our view, help to improve the overall governance processes, and provide greater objectivity and transparency in accordance with what would be expected of a dynamic, international higher education institution.

8.5 Both the new Higher Education Governance Act and the necessity to approach the Privy Council for a second time make this route forward a challenge, but we suggest it is one worth taking, given the likely increase in grip and focus the change would make possible. We are not advocating any such change to these extensively-discussed changes to Court composition at this point, but we suggest the issue of size remains under review. We did not have the benefit of the new Senior Governor’s views on this issue. Our focus in this review is, however, more on the way business is conducted within this given structure.

We recommend a commitment to reduce the size of Court further within the next five years.

8.6 The extended and time-consuming process which was used to engage with the future composition of Court is illustrative of both the strengths and weaknesses of the way Court business is currently executed. Significant opportunities are allowed for engagement by members on certain specific issues both in Court and in its committees. This is to be applauded. However, there is a tendency for the University to look to make decisions on a consensual basis, without a clear tradition of resolving difference quickly and effectively through standard Board practice, such as voting. We believe Court would benefit from finding a means for turning discussion into decision-making in a more business-like manner, encouraging greater discipline in the conduct of business and helping to clarify what decisions have been made.

We recommend a commitment to greater use of voting processes to support effective decision-making.
8.7 There appears to be a good skill mix amongst Court members and we recognise the depth of experience of many members. Through the Governance & Nominations Committee, the skills mix on Court should be periodically reviewed to ensure that it supports the strategic needs of the institution moving forward. A number of members suggested that better use could be made of their skills by allowing greater opportunities for more open engagement with issues earlier in their gestation. The desire by the Executive to provide solutions to strategic issues at a highly developed level runs the risk of losing the opportunity for “critical friend” engagement by members of Court and can lead to a sense of frustration amongst members and even to concerns about openness. We suggest the Executive need to reflect on whether they involve members early enough in the consideration of strategic issues.

8.8 We would further propose that there is scope, as Court develops, to consider seeking new members to strengthen and deepen the expertise on Court. In particular, members with expertise in a global environment, in large companies and in an externally-credible academic environment would achieve this. Improving the skills register and its use in the assessment of skills and contributions would be of related value in securing new members and making best use of current members’ skills.

8.9 There are currently eight women who sit on Court, including the Rector. As part of a wider approach to succession planning, we would recommend that the Governance and Nominations Committee considers a more proactive approach to diversity and gender, and also builds on the good work already achieved with regard to the on-going development needs of current and new members to maximise their added value.

**We recommend adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University.**
9. Court Committees

9.1 Currently, there are four main Court Committees: Audit; Governance and Nominations; Remuneration and Operating Board. This latter Board has a further five sub-committees reporting into it: Health & Safety Committee; Strategic Business Ventures Group; Partnership Negotiating and Consultative Committee; Capital Programme Management Committee and the Advisory Group on Investment.

9.2 The remit of the Operating Board is wide and it must necessarily have a keen focus on financial and sustainability matters. However, as a Committee of Court it needs to be essentially strategic in outlook. We would recommend, therefore, that careful consideration be given to those matters of business (e.g. Accidents & Incidents; Online Education Update etc.) which might be more the preserve of the Executive Team, rather than the Operating Board - the Committee’s very title suggesting a concentration on operational matters. In doing so, we recognise the importance placed on health and safety as a defining element in the governance of the University, but believe that this point has now been effectively made, and also that there have been previous decisions by Court to move away from the ‘policy and resources’ title, which is more the norm for the sector.

9.3 Court members place a great deal of weight on the scrutiny function of the Operating Board, which was introduced in part to reduce the frequency of Court meetings. From our observations, we would conclude that on balance this presents a problem to the overall governance of the University, with too much reliance being placed on the work of the Board, resulting in too little space for detailed engagement with important strategic matters by Court as a whole. The perception that extensive work has already been undertaken in the Operating Board undoubtedly reduces the level of questioning by members in Court meetings, especially by those Court members who are not also members of the Operating Board.

9.4 We would suggest that by adding a further formal Court meeting into the annual cycle, there would be a clearer delineation of what constitutes scrutiny from strategic, thereby re-balancing current arrangements. This would reflect better the pace of business and reduce the scope for potential disconnection of Court members from the business conducted in the Operating Board.

9.5 We would propose that this additional meeting would provide more space for in-depth discussion and would also allow Court to develop a collective approach to both benchmarking and performance. This would allow Court to increase its value in supporting and challenging the Executive, currently struggling with complex policy and strategic issues.

We recommend the title and remit of the Operating Board is changed to reflect a clearer strategic focus on policy and resources, and an additional Court meeting is added into the annual cycle.
10. Court Business

10.1 Court and its committees are supported to a high professional level by a long-standing governance team, and we commend the thoroughness of the papers which are produced in support of Court business. The governance pages on the University website are similarly of a high standard when measured against the sector, and usefully promote the visibility of Court and its operations, notwithstanding the comments made above.

10.2 We would recommend, however, that Court agenda would benefit from a greater degree of focus on a smaller number of strategic themes, designed to enhance decision-making and the collective assessment of risk and opportunity, impact and performance. This would require an overhaul of the agenda-setting process for Court and its sub-committees.

10.3 We would further propose that reports and briefing papers could be enhanced by having more finely-tuned executive summaries written to support Court as the ultimate strategic decision-making body. In this way, reports that have been considered at committee level will not simply be re-presented to Court in their original form, but should be re-drafted in abbreviated executive form for Court consideration, highlighting the strategic relevance of the matters under discussion. Many independent members emphasised that they wished to see Court operating in a more strategic manner in accordance with the principles of modern governance.

10.4 There is a case for papers not simply to be shorter but also to include a small number of questions which would help frame discussion, and support Court members towards shared understanding and collective decision-making in meetings.

**We recommend that Court papers are framed better to support focused discussion and clear decision-making.**

10.5 We are not sure that the annual business cycle is fully understood or shared between members, nor the degree to which it is shaped and owned by them. This cycle of what to expect when appears remote and bureaucratic to many, with slow lead-times for issues to find their way to Court through the processes of Executive and Court sub-Committees. Some of this processing is inevitable and an important part of good governance, but time in Court needs to be used to maximum effect and be felt to be so by its members. There may be value in the University Secretary and the governance support team exploring how other Universities strike a more inclusive balance to both the annual cycle of business and agenda-setting for individual meetings.

10.6 Presently, most time of members is committed to formal business meetings, and we have noted the commitment of those members who operate internationally and who participate in Court meetings via Skype. To utilise the skills and experience of members further, we would suggest that the University would benefit from greater emphasis being placed on a clearly articulated ambassadorial role (especially for independent members), connecting the University to key stakeholders to enhance visibility and impact locally, regionally and nationally. This should not be at the expense of the core governance responsibilities.

10.7 The role of presiding over such a large meeting as Court is difficult and the current Rector’s studious commitment to allowing contribution in meetings is to be applauded. But, this comes at a cost of lengthy meetings bringing with it, on occasions, a lack of clarity on the strategic decisions that need to be taken. This is an area that can be addressed as part of a review of Court agenda-setting and meetings management. We understand that the secretariat do offer opportunities for the agenda to be discussed in advance of every Court meeting. However, there may be value in improved administrative support being provided to the Rector by the governance support team for the duration of her tenure presiding at Court meetings, to enhance the ability to plan and prepare for the business of Court effectively. There would also be value in the Senior Governor, the Rector in her role, the other Committee Chairs and the Principal having a quarterly session to plan business across the landscape of governance, and to reduce duplication, overlap and inefficiency.
10.8 It is important that all Court members are able to take stock of strategy and policy throughout the year and not feel that they are merely seeing fragments of a whole, or having a concentrated focus once a year in a strategy day. Court papers could help by positioning each theme more clearly in the overall University strategy, and also set out the provenance of the paper, any issues of substance already discussed and resolved in committees, and map out the route taken to Court. This may also help to highlight whether duplication of consideration in different committees is in fact a good use of time, or necessary, and would reveal any overlaps in roles and purpose between committees. Oversight of this process could form part of the proposed quarterly meeting of Committee Chairs with the Rector, the Senior Governor and the Principal.

We recommend that the cycle of Court business is developed more directly with members, framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis.

10.9 There is a short additional meeting following the formal Court meeting involving some members of Court, but not others. In the same way any independent member meeting can be seen as divisive by some, the value of such a meeting needs to be regularly reviewed to ensure it is of current, rather than historical value. We suggest that the additional meeting is unhelpful and should be discontinued. More positively, the Principal is to be commended for the ease of access he provides to all Court members, and the assiduous way he meets a number before and after Court meetings. It was clear to us that this was appreciated and allowed issues to be aired appropriately.

We recommend the additional meeting following formal Court meeting be reviewed to ensure it is of current, rather than historical value and suggest that this meeting is unhelpful and should be discontinued.

10.10 One minor issue relates to whether the main committee rooms are in their design and lay-out conducive to conducting business. It appeared difficult for different committees to overcome the rather old-fashioned and formal atmosphere created by the settings. The meeting environment should not be under-estimated as a potential barrier to contribution by members. It is suggested that the main committee rooms could be modernised and made more flexible to accommodate different sizes of committee and less formal chairing styles.
11. Standards and Culture

11.1 To deliver the University’s strategy in a sustainable way, Court, Senate and the Executive will need to work constructively together, each respecting the demarcation lines between governance and management. We have assessed a range of cultural issues and core values which underpin effective governance - openness and transparency; joint and collegiate working; management of conflict of interest.

11.2 To capture a shared set of standards and expectations around behaviours and attitudes, we would advocate that consideration be given to the adoption of a single University Code of Conduct, which would apply to anyone in the University who has a formal governance role, since effective governance does not stop at the Court Room. This would build on the current Code of Conduct for Court members and complement the earlier recommendation on the spine of governance.

11.3 We would propose that there are a number of issues to consider, based on our own experience in this area and on benchmarking undertaken in the last year by GGI:

- the content of the Code needs to be generated within the University rather than being imported from outside. The actual process of development is important in identifying and opening up any issues of concern which the Code can then help address;
- the language and style of the Code needs to be unequivocal and designed to have impact;
- the Code needs to be accompanied by commitment to a programme of work to support the Code as a living element of Court business. Ideally this should be externally facilitated;
- the handling of breaches of the Code need to be agreed before its adoption;
- the Code should be part of the formal assessment of performance for members of Court and for Court itself;
- Court as a whole, alongside other internal stakeholders, should be encouraged to be actively involved, but the Governance and Nominations Committee should act as the host committee;
- the Charity Commissioners’ relevant Trustee Code of Conduct should be referenced in the University’s own;
- the Code should also provide a suitable vehicle for widening the conversation to include Senate and external stakeholders.

We recommend the adoption of a Code of Conduct, capturing a shared set of standards and expectations around behaviours and attitudes which could also apply across the University.

11.4 We would wish to comment also on some aspects of the underlying culture in which business is conducted. It is important that the Executive is always open to questioning and genuinely welcoming of contribution by members of Court from all backgrounds, accepting of course that these need to be constructively pursued in the interests of the institution as a whole, rather than being driven by sectional or vested interests. A lot of effort is expended by the Executive in preparing for Court and its committees, which is excellent in demonstrating the seriousness with which the governing body is regarded. But equally this must not become an unnecessary and hindering burden which the Executive places on itself, which in turn prevents open engagement and translates into a perceived overly-controlled approach which could potentially undermine trust in the Executive by Court.

11.5 We are not suggesting that there is anything other than confidence in the Executive, but this may be the right time for the Executive also to consider an externally-facilitated session to consider their approach and relationship to Court. As this falls beyond the scope of the review this is not made as a formal recommendation.
11.6 Best practice clearly shows that improvements in governance can flow from reducing bureaucracy. The University has, in our experience, a high level of bureaucracy built into its culture. This is associated with a number of comments which described the underlying culture as being risk-averse, for which we saw evidence during the review process. This is made as an observation rather than as a criticism. Given the rapidly changing operating environment, we would propose that the Court’s risk appetite needs to be more clearly articulated and linked to strategic objectives in a way that is understood by all Court members working closely with the Executive.

We recommend an annual statement of risk appetite is developed as part of the strategy day programme and used to guide the work of Court and the Executive.

11.7 We would suggest that Court would also benefit from adoption of greater digital governance. The theme of digital innovation should apply to Court as much as the rest of the University, especially where it can deliver opportunities for better remote participation and transparency.

11.8 A digital governance approach could initially prioritise digital engagement with members (we note the Court intranet in this regard) and with stakeholders, to increase the effective use of members’ time and to extend connectivity. We suggest this should include increased use of social media between meetings, improved access to Court papers and the use of pre-recorded contributions in advance of meetings, with the accent at all times being placed on what is of strategic importance for Court members to be considering. This would increase the amount of time available to focus on the implications of issues in Court time, rather than on collective listening.

11.9 We sense that members are much more likely to schedule the time necessary to view and engage with such material if it is shared in advance in a varied form, rather than merely being presented as a significant demand for listening and reading alone.

We recommend the adoption of a digital governance approach to the support provided to Court.
12. Governance Development

12.1 Induction for new Court members is an important aspect of broader governing body effectiveness and development. Section 7.5 of the CUC Code of Higher Education Governance states that “the Chair and Secretary will want to ensure all members receive an appropriate induction to their role and the institution as necessary”. Similarly, Section 12 of the Scottish Code of Good Higher Education Governance states that “The chair shall ensure that new members receive a full induction on joining the governing body”.

12.2 Best practice drawn from across higher education and larger charities suggests an effective induction process should ensure that Court members:

- understand the parameters of their role and function as Trustees and the important interface between governance and management;
- confidently able to contribute to decision-making, playing a full part in discussions at an early stage, applying their skills and experience most effectively;
- are equipped to provide informed and constructive challenge to the Executive.

There were a range of views expressed about the quality and relevance of the current induction process against these criteria. Some comments were made about the induction being largely administrative and lacking a full enough connection to other members rather than just the governance support team. One suggestion was for greater input from existing members in both the design and running of the induction process for new members.

**We recommend that the processes for induction and on-going development of Court members should be reviewed and strengthened.**

12.3 One significant theme to future-proof the governance arrangements would be a more explicit development programme aimed at encouraging exchange and understanding between members. The main aim of the events would be both to grow the capacity and confidence of individual members and to increase collective working and understanding, both in Court and with others. The programme would specifically seek to engender a greater sense of shared intent, understanding and trust in Court. Consideration should also be given to extend this purpose beyond Court boundaries as a broader collective stakeholder enterprise for the institution as a whole, linked to strengthening the core spine of governance.

12.4 The suggested programme would not need to be time-consuming. It could help develop increased trust and collective purpose by providing a different environment from the necessary formality of Court meetings, but it would need to be approached without any sense of defensiveness on the part of Court members and the Executive for it to work well.

12.5 The programme could be built around a series of themes agreed as part of the annual planning of business. Normally, this could form part of the established strategy day process, but we would recommend that such a programme should be initiated sooner rather than later. The programme would need to be seen as being connected also to suggestions about changes to Court business, not least the frequency and content of meetings. We would additionally propose that it should include a specific commitment to financial training for all Court members to enable greater confidence about engagement at full Court meetings on financial matters.

12.6 It is important that development is not seen as of secondary importance to the business of Court. On the contrary such a programme should allow members to explore where they can make the most effective contribution but also allow the Executive to open out issues more in a supportive environment, different from the formality of Court.

12.7 An effective approach could be for these events to be scheduled to precede Court meetings on the prior afternoon and evening. This would mean holding around four events a year. The proposed scheduling would make best use of the time of members who travel, and would support the necessary distinction between the deliberative and decision-making aspects of what Court needs to do.

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1) Committee of University Chairs, The Higher Education Code of Governance, Committee of University Chairs, 2014
12.8 Alternatively, Court may wish to run some of the events between Court meetings to provide a better rhythm of activity across the year. This is likely to involve greater commitment of time and expense to achieve. We feel that the content should be decided as an annual programme, but also that some element of flexibility over content should be kept open to ensure relevance to on-going issues. The overall agenda then might cover:

- issues of substance requiring space and time to reflect;
- generic development issues relating to the way Court works;
- specific governance themes including risk and opportunity, impact and performance.

More specifically the content could include:

- the direction of the University and the way it works;
- what the University does and why;
- what good decisions look like: approaches to risk; opportunity; impact and performance;
- the wider (global) HE operating context: marketisation; internationalisation; long-term sustainability;
- the code of conduct;
- closer working with Senate in delivering high-quality teaching, learning and research;
- building greater engagement with Colleges with regard to strategic priorities;
- empowerment of the student voice.

12.9 Using an external facilitator could help free ex-officio and appointed members, in particular, to be able to participate fully and openly. There may be value in holding some events off-campus. We suggest some of the events are opened up to, or link with, development activities of Senate, especially on issues of mutual interest and core governance themes, including academic governance. Over time, consideration could also be given to extending the events to include members of strategic advisory groups and others with an ambassadorial interest in the University.

We recommend an annual governance development programme for Court and over time for the University more generally.

12.10 The governance programme should ideally from part of a transparent cycle of skills development and succession planning for Court, its Committees and its office bearers. We suggest that the opportunity should be taken to initiate succession planning at the earliest opportunity, to ensure continuity and consistent oversight in the longer-term for this development programme.

12.11 Expectations of performance of chairs of all committees should also be more clearly established and skills assessed as part of the annual programme, which should be overseen by the Governance and Nominations Committee.

We recommend a combined skills development and succession planning approach for Court and its Committees.
13. Visibility and Engagement

13.1 Best practice is clear that an effective governing body should not only embody good governance, but it should also take the lead in promoting and animating what good governance looks like more widely into the organisation. We feel from our work that greater priority should be placed on Court member engagement in the life of University. To achieve this successfully will require more than the release of members from current time commitments. Structured engagement should routinely become a more prominent part of the work of all Court members, reflecting their obligation to be proactive in understanding and learning about the institution for themselves, rather than being recipients of information. This process of systematic and planned engagement will be especially important given the imminent loss of the members from Aberdeen City and Aberdeenshire Councils.

We recommend that all members of Court are supported in engaging actively in the life of the University.

13.2 We believe a model of strategic advisory groups would offer a simple but effective means of securing more systematic access to best practice into the overall governance of the University. These short-life Groups would bring together specialist expertise from inside and outside the University, including members of Court acting in an advisory role, and be responsible to a lead member of the University’s Executive team.

13.3 The proposal is that each Group would:

• provide a consistent framework promoting purposeful engagement as a key strategic element in the overall governance of the University;
• provide a vehicle which connected local, regional and national engagement into Court business via its members;
• cut through current obstacles in practice and approach to partnership mentioned by external stakeholders;
• encourage co-ordinated ambassadorial activity by a larger body of leaders, alumni and friends of the University;
• place openness and transparency on a more formal footing without adding to bureaucracy.

13.4 We understand that working groups may already exist covering a number of these themes. However, these appear to be ad hoc and therefore not sufficiently visible to all Court members, or clearly positioned within the current governance structure of Court. We recommend four initial groups, linked to strategic priorities:

• People and culture
• Digital learning
• Internationalisation and sustainability
• Impact and performance

It may well be that the priority areas chosen are different following discussion, or change over time, but we believe these reflect the right choice of high-impact issues in support of the University strategy. The University may wish to pilot one or two such groups and assess their value in practice before committing to them in full.

13.5 The aim is for the Groups to be more nimble and lighter of touch than a formal Court committee, allowing greater flexibility in the way they work and avoiding any unnecessary bureaucracy or ritual. However, care still needs to be taken to ensure that core governance standards, such as those relating to conflict of interest, apply as much to these Groups as to formal committees of Court.

13.6 Care would also need to be taken to avoid duplication of discussion between the strategic advisory groups and full Court. Clearly, a balance has to be achieved to ensure that these new groups add value rather than become a burden or duplicate work unnecessarily. A light-touch strategic approach is what should be aimed for. However, we do not feel it is helpful to be too prescriptive from the outset about frequency of meetings or other detail, as these groups need to be effective and adaptable.
13.7 It would make sense for each of the proposed Groups to share a similar diagnostic approach to their initial work, involving a stock-take of the implications of the strategy for each sector, but equally encouraging an overt opening up of the University to the strategic agendas of others. It is important this is a clear two-way process. This diagnostic first step is important as it will determine the frequency, composition and style of business which will work best for each group, under the guidance of their independent chairs drawn from Court.

13.8 Court would also need to establish the level and form of feedback which would work best for each group over time. We would suggest that reporting should be on an exception basis only. In the first year, however, we would propose that the chairs of each strategic advisory group meet quarterly with the Rector, Senior Governor and the Principal, and that over the first two years, the work of the strategic advisory groups form part of the impact and performance assessment of Court.

We recommend setting-up of a small number of strategic advisory groups, which would focus on high-priority and complex areas of change.
14. **Impact and Performance**

14.1 For Court to be optimally effective it must regularly reflect on its own performance and the added value which it collectively offers to the University. The existing review arrangements that are in place are not substantially different from many older Universities.

14.2 We would recommend the introduction of a more systematic (and two-way) annual review process, incorporating a cycle of priority-setting for Court and agreement of the expected contributions of members, supported by a self-assessment, or similar reflective tool. There might be value in identifying a lead member for the development of Court, from induction through to impact assessment. This is a matter which could be considered formally at an appropriate committee or the Senior Governor might wish to consider whether this is a role he himself leads or whether this is something one or more of the members fulfil.

14.3 We noted significant variability in contribution by members. The combination of the code of conduct and the development programme would go a long way potentially to ensure members were supported to contribute fully and held to account for doing so.

14.4 There are also some wider and longer-term issues which we believe would help strengthen the sustainability of the organisation. These relate to measures of impact for Court itself as well as for the University. It was clear from the interviews especially that there was not a sufficiently explicit or robust means of assessing the continuing value and impact of Court, nor with this assessment being shared with others.

14.5 We therefore suggest commitment to the following over the next three years:

- agreement of impact standards and ‘Measures of Success’ for Court at the start of each year. This could also form part of the governance development programme;
- development of personal statements of contribution and impact for all Court members to connect directly to the Code of Conduct and to personal development objectives;
- sharing impact and performance assessments between members to create a greater cohesion between them around Court priorities;
- development of annual reports for each committee, for Court and for the University in a form that is public-facing, is published on the University website and is integrated into an Annual General Meeting.

**We recommend a performance impact assessment of Court in the form of an annual self-assessment and that the University’s Annual Report is presented and promoted more publicly at an Annual General Meeting.**

14.6 Another recommendation would potentially provide an effective means of bringing all of the governance elements into a continuing improvement process. Through the adoption of a Maturity Matrix model (which allows large organisations to commit to a progressive, objective assessment of development and performance against benchmarked standards of what constitutes different levels of good governance), we believe the University would be a leader of governance innovation in the sector. This would be an innovative commitment of potentially long-term value in allowing the Court to self-assess its progress over time towards a modern standard of governance, in tune with the demands of its operating environment.

14.7 GGI has developed a range of maturity matrices, used as developmental and benchmarking tools in simulating Board and organisational improvement. The maturity matrix included here comes from work over a number of years in the NHS. There is no equivalent for higher education but we believe this could work well at Aberdeen University.
## Good Governance Institute

The GGI NHS Board maturity matrix is included below:

### PROGRESS LEVELS

<table>
<thead>
<tr>
<th>Key Elements</th>
<th>0</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Purpose and Vision</strong></td>
<td>No</td>
<td>Purpose, values, and drivers debated and priorities being formulated. The board is involved in shaping these discussions demonstrating quality as fundamental driver.</td>
<td>Purpose &amp; vision agreed, and affirmed in public and internal / partnership documents. Board has an agreed set of values / principles.</td>
<td>National targets and local priorities agreed with stakeholders. Variance from HWB &amp; commissioners plans / priorities recognised and explained.</td>
<td>Board has a robust inclusive mechanism for adding and removing services and / or changing care settings that matches agreed purpose, values and priorities.</td>
<td>Evidence that sustained progress towards the vision is being made. Purpose and vision are systematically reissued as board membership changes or at least annually.</td>
<td>Partner organisations and internal stakeholders understand and support the purpose and vision of the organisation. Strategic decisions do not change fundamentals.</td>
<td>Success has allowed trust / board to redefine / extend its role. Ongoing influence of other organisations to meet own and wider stakeholders purpose.</td>
</tr>
<tr>
<td><strong>Strategy and Board Assurance Framework (BAF)</strong></td>
<td>No</td>
<td>Strategic objectives agreed by board and tested with partners. Formal strategic planning in place able to address HWB &amp; CCG priorities.</td>
<td>Strategy owned and agreed by board, after canvassing views and input from commissioners, partners and other stakeholders. BAF used as key instrument to grasp strategic focus. Operational plans reflect trajectory milestones against agreed strategy.</td>
<td>Progress against delivery made during year. Board has protected long-term priorities from short-term pressures. Board continually testing how changing environment affects delivery of strategy. First goals being met.</td>
<td>Evidence that strategic aims are being adhered to, meeting agreed milestones on trajectory.</td>
<td>Trust / board is able to demonstrate consistent achievement of strategic goals over the last 3 years.</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Leadership and Capacity</strong></td>
<td>No</td>
<td>Clarity of roles of all board members with specific job descriptions agreed.</td>
<td>Skills assessment of board linked to succession plan. Planned board development programme.</td>
<td>Board development programme is based on prior systematic review. Clinical leadership accepts accountability for delivery against strategic objectives. Assessment &amp; PDPs in place for board members.</td>
<td>Succession plan in place. Individual PDPs for directors being delivered.</td>
<td>Board is confident it is visible. Leading rather than following local development agenda.</td>
<td>Organisation is identified as well led throughout organisation and as health &amp; wellbeing system leader in local economy.</td>
<td>Board considered a national leader, providing buddy support and example to provider chains &amp; other organisations.</td>
</tr>
<tr>
<td><strong>Money/VFM</strong></td>
<td>No</td>
<td>Budget, cost pressures &amp; efficiency targets are clearly identified to board.</td>
<td>All in-year plans are costed and trajectory of spend / savings established to achieve break-even / target. Quality implications robustly tested.</td>
<td>Record of meeting planned cost reductions / CIPs and agreed investments, whilst rejecting proposals with an unacceptable impact on quality.</td>
<td>Board is demonstrably reinvesting whole budget. Rather than being limited by ‘affordability’ at margins.</td>
<td>Unexpected in year pressures are identified and board show timely reprioritisation of deliverables.</td>
<td>Services consistently running under benchmark cost. Headroom created for developments / improvements.</td>
<td>Successful leverage of wider community resources to improve service delivery and outcomes.</td>
</tr>
<tr>
<td><strong>Quality, Risk and Agility</strong></td>
<td>No</td>
<td>Known risks identified and continuity plans in place. Board understands risk at a comprehensive strategic instrument.</td>
<td>Forward-looking risk system in place for board identifying both threats and opportunities. Quality impact embedded in systems.</td>
<td>Risk appetite for key issues such as safe staffing levels known and built into plans / BAF. Continuity plans and ‘what if?’ scenarios are regularly tested to respond to material issues and opportunities.</td>
<td>Board confident it can both anticipate and respond to a crisis / opportunity in timely fashion. Can quote case studies of successful escalation and intervention.</td>
<td>Board is able to measure and demonstrate risk appreciation by avoiding or agile response to predictable incidents.</td>
<td>Board has successful, demonstrable risk mitigation track record. Systems respond well to unknowns as they occur.</td>
<td></td>
</tr>
</tbody>
</table>
### Measurement and Integrated Reporting

<table>
<thead>
<tr>
<th>KEY ELEMENTS</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Progress Levels</strong></td>
<td>0</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
<td>6</td>
</tr>
<tr>
<td><strong>Exemplar</strong></td>
<td>No</td>
<td>Basic Level</td>
<td>Basic Level</td>
<td>Early Progress in Development</td>
<td>Firm Progress in Development</td>
<td>Results Being Achieved</td>
<td>Maturity</td>
</tr>
<tr>
<td><strong>Key Elements</strong></td>
<td>Principle accepted</td>
<td>Agreement of commitment and direction</td>
<td>Resources are aligned to sustainable targets, standards and local priorities. All board papers integrate activity, cost, quality &amp; transformation agendas. BAF and reporting relate.</td>
<td>Board has agreed public reporting for social, economic and environmental impact / opportunities (integrated reporting).</td>
<td>Health improvement / harm reduction targets agreed. Systematic outcome-related reporting to board and stakeholders.</td>
<td>Annual review of board demonstrates candid self awareness and progress against agreed action plans / deliverables.</td>
<td>Board systematically receives reports from stakeholders providing feedback of impact of plan implementation.</td>
</tr>
</tbody>
</table>

### Assurance and Stewardship

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Firm Progress in Development | Firm Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Integrated audit committee in place, with annual cycle of business. Board assures itself that Assurance Framework is balanced & can reflect changing priorities. | Control mechanisms in place for entire BAF. Board has identified, agreed & owns assurances. Annual review audit committee, and of committee cycles of business agreed by board. | Independent assurance systematically sought through internal and clinical audit. All regulatory compliances, tests and actions met or explained. | Board annually delegates / confirms tolerance levels for assurance to sub-committees. Board can demonstrate robust scrutiny. | Organisation able to invest significant resources derived from own savings / service change to community wellbeing, research, innovation & staff development. | Board confident it has evidence based, intelligent analysis & assurance of all systems and drivers across the health economy. | Organisation benchmarks as a national leader in terms of sustainable outcomes and impact against resources. |

### Probity and Reputation

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Firm Progress in Development | Firm Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Standards of Conduct for board explicit and accepted. Plans in place to manage conflicts of interest. | Conflicts of interest system includes board and senior staff, is up-to-date and records actions. | Board has third party evidence of its reputation and standing. Risk appetite thinking includes reputation. | Probity expected of all partners, suppliers and providers and this is written into contracts. | Reputational risk considered in scenario and ‘what if?’ exercises. Reputational risk appetite agreed. | Board able successfully to influence national decision taking on policy and priorities. | Organisation able to show how high-standing benefits achievement of strategy including recruitment and partnership working. |

### Decision-Making and Decision-Taking

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Early Progress in Development | Early Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Decision making includes appropriate consultation and option/impact appraisal. | Information processing and analysis focussed on evidence. Board and committee agendas reflect materiality. | Integrated information, audit, assurance and risk-assessments used by board. | Board consistently takes decisions based on materiality and evidence. | Evidence that board and staff confident that board takes decisions in a robust, transparent manner, assurances available to stakeholders. | Audit committee has reviewed key decisions of board, board and delegated committees for robustness and alignment. | Organisation seeks and acquires good governance recognition by independent authority. |

### Stakeholder Engagement

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Firm Progress in Development | Firm Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Engagement policy and strategy in place based on stakeholder mapping. | Service user, staff, public and partner engagement recognised as resource to focus, design and deliver service improvement. | Membership targets met and board of governors / users panel in place with own development plans. | Stakeholders confirm organisation effectively engages with them and this is reflected in strategies and plans. Governors’ contribution valued. | Governance between organisations issues regularly tested with partners. | Partners, service users and the local public trust organisation. Seen as employer of choice. | Organisation recognised as a national leader in effective engagement with stakeholders. |

### Board Supports and Committee Structures

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Firm Progress in Development | Firm Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Audit committee role developed to take on independent scrutiny function. Committee structure confirmed by last annual board review. | Board Sec or other holds compliance and tasking role for all assurance issues of the board. SID appointed. | Workload and agendas for committees planned and task groups have time-limited existence. | Audit committee meeting at least “firm progress” levels of audit committee matrix. Internal & external auditors & advisors aligned to agenda & role. | Annual cycle of board business reviewed at year-end, planned activities completed and developed roles refreshed. | Board’s systems adopted by others as examples of good governance practice. | Board’s systems adopted by others as examples of good governance practice. |

### Appraisal Process of Directors, and Other Feedback

| **Progress Levels** | 0 | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| **Exemplar** | No | Basic Level | Basic Level | Firm Progress in Development | Firm Progress in Development | Results Being Achieved | Maturity | Comprehensive assurance |
| **Key Elements** | Clarity of role for all board members understood and explicit. | Board induction & development process in place and working. Annual board review conducted and actioned. | Third party views included in annual board review process. Chair reviews board contribution of all executives. | Annual review and director appraisal has informed current board development programme which is clearly actioned. | Systematic feedback sought on added value of board. Exit interviews always offered. | Board is recognised as adding value by CEO and stakeholders. | Board recognised as public appointment of choice nationally. |

*Good is only good until you find better* – Maturity Matrices © are produced under licence from the Benchmarking Institute.

December 2015 © GGI Limited. Further copies available from info@good-governance.org.uk.
14.8 The matrix describes the 12 key elements against which all Boards should be reviewed, based on extensive research in public, private and third sector organisations internationally.

These elements are:

- purpose and vision
- strategy and Board Assurance Framework (BAF)
- leadership and capacity, money/value for money (VFM)
- quality, risk and agility
- measurement and integrated reporting
- assurance and stewardship
- probity and reputation
- decision-making and decision-taking
- stakeholder engagement
- Board supports and committee structures
- appraisal process of directors, and other feedback

14.9 The x-axis outlines the graduations of Board ‘maturity’ that range from a basic level of maturity up to exemplar. Used as a simple self-assessment tool, the maturity matrix allows organisations to assess their own performance against this range of indicators at any given time, by scoring themselves against the key elements of the matrix, as well as evaluating progress made against these at a later review date. It is not expected that the organisation will be at the same stake of all elements of Board maturity.

14.10 The matrix is particularly useful in identifying particular areas of improvement against the organisation’s priorities, and creating developmental plans in order to progress towards the aimed target scores. The matrix can also be used as a forward-looking developmental tool against which organisations can map out the progress they want to achieve in levels of maturity against each key indicator within a given time period. This fits the University well and could be used to great effect not just for Court but potentially for Senate and for the Executive as well.

We recommend a Maturity Matrix approach to the continuing development of the governance of the University.
15. Summary of Recommendations

We suggest the following primary and supporting recommendations should be regarded as package of actions to future-proof the governance of the University over the next five years:

Primary recommendations

R1  Adoption of a clear and unambiguous definition of the way governance of the University works, based on best practice;
R2  Adoption of a clear succession and skills planning approach to improve the diversity and expertise engaged in the governance of the University;
R3  The cycle of Court business to be developed more directly with members, and to be framed more explicitly around strategic themes, planned collectively by chairs of committees on a quarterly basis;
R4  Devise an annual governance development programme for Court and, over time, for the University more generally;
R5  Establishment of a small number of Strategic Advisory Groups, which would focus on high-priority and complex areas of change;
R6  Production of a performance impact assessment of Court in the form of an annual self-assessment, with the University’s Annual Report being presented and promoted more publicly at an Annual General Meeting;
R7  Adoption of a Maturity Matrix approach to the continuing development of the governance of the University.

Supporting recommendations:

R8  Further development of a digital governance map, with high visibility on the University website;
R9  A commitment to reduce the size of Court to no more than 18 Members within the next five years;
R10 A commitment to greater use of voting processes to support effective decision making;
R11 Consideration to be given to changing the title and remit of the Operating Board to reflect a clearer strategic focus on policy and resources and an additional Court meeting is added into the annual cycle;
R12 Court papers to be framed better to support focused discussion and clear decision-making;
R13 Production of an annual statement of risk appetite as part of the strategy day programme and to be used to guide the work of Court and the Executive;
R14 Adoption of a digital governance approach to Court support;
R15 A review to be undertaken of the processes for the selection, appointment, election, induction, development and deployment in relation to membership of Court and its committees;
R16 Consideration to be given to discontinuing the additional meeting following formal Court meetings;
R17 Adoption of a combined skills development and succession planning approach for Court and its Committees;
R18 All members of Court to be supported in engaging actively in the life of the University.

Acknowledgements

We would like to thank everyone who contributed in confidence to the review process so openly and positively, including the Principal, all Court members, the University Secretary, and Senior Policy Adviser and Clerk to Court.
Annex I

Current membership of Court (as at March 2017)

The Rector (Chair)
The Principal & Vice-Chancellor
Senior Governor and Chancellor's Assessor
Rector's Assessor
Aberdeen City Council Assessor
Aberdeenshire Council Assessor
Four General Council Assessors
Six Senate Assessors
Students' Association President
Eight Co-opted Members
Three Vice- Principals

Membership of Court following proposed changes (subject to Privy Council approval)

The Rector
The Principal & Vice-Chancellor
The Senior Governor
Two Staff Assessors
A Trade Union Assessor
Four Senate Assessors
The President of the Students' Association A Student Representative
Independent Court Members (not exceeding eight)
Four General Assembly Assessors
Annex II

Court Committee Structure
Annex III

Court and committee meetings observed as part of this review

Court
Audit Committee
Operating Board
Governance & Nominations Committee
Student Experience Committee
Senate
University Committee on Teaching and Learning

Annex IV

Documentation reviewed

University Court Papers (8 December 2015)
University Court Papers (28 June 2016)
University Court Papers (4 October 2016)
University Court Papers (6 December 2016)
University Court Minutes (30 September 2015)
University Court Minutes (8 December 2015)
University Court Minutes (22 March 2016)
University Court Minutes (28 June 2016)
University Court Minutes (4 October 2016)
Operating Board Papers (15 November 2016)
Operating Board Papers (10 January 2017)
Operating Board Papers (1 February 2017)
Operating Board Minutes (18 October 2016)
Operating Board Minutes (15 November 2016)
Operating Board Minutes (10 January 2017)
Governance and Nominations Committee Papers (1 February 2017)
Governance and Nominations Committee Minutes (12 September 2016)
Governance and Nominations Committee Minutes (16 December 2016)
Audit Committee Papers (3 November 2016)
Audit Committee Papers (19 January 2017)
Audit Committee Minutes (29 September 2016)
Audit Committee Minutes (3 November 2016)
Remuneration Committee Minutes (2 March 2015)
Remuneration Committee Minutes (31 May 2016)
Remuneration Committee Minutes (1 June 2015)
Partnership, Negotiating and Consultative Committee Minutes (11 September 2014)
Health and Safety Committee Minutes (10 November 2016)
University Committee on Teaching and Learning Papers (7 December 2016)
University Committee on Teaching and Learning High Level Plans towards 2020
University Court Statement of Primary Responsibilities
University Court Commentary on 2015/16 Accounts
University Court Action Log (Academic Year 2014/15)
University Court Action Log (Academic Year 2015/16)
University Court Governor Appraisal Process
Summary Report of Governor Appraisal Questionnaire
The Capital Programme Management Committee – Remit and Composition
Advisory Group on Investment – Remit of the Group
Annual Health and Safety Report (2015/16)
Guidelines for Court Members