



External review of Council's effectiveness: action plan

Outcome requested:	Council is asked to note progress with the issues and recommendations arising from an independent review of the operation and effectiveness of Council.
Executive Summary:	<p>The paper summarises the key areas of progress with the recommendations made by David Fletcher following the review of the operation and effectiveness of Council.</p> <p>The action plan is appended at Annex A.</p>
QMUL Strategy:	Effective governance supports the achievement of all strategic aims.
Internal/External reference points:	The CUC Code of Governance recommends that governing bodies should undertake a formal and rigorous evaluation of their effectiveness not less than every five years.
Strategic Risks:	N/A
Equality Impact Assessment:	Any changes to Council member recruitment arrangements will require an equality impact assessment.
Subject to prior and onward consideration by:	QMSE 13 October 2015 Governance Committee 14 October 2015
Confidential paper under FOIA/DPA:	No
Timing:	Reports on progress with the recommendations will be considered biannually by Governance Committee and annually by Council.
Author:	Sian Marshall, Assistant Registrar (Council and Governance)
Date:	28 September 2015
Senior Management/External Sponsor:	Sir Nicholas Montagu, Chairman of Council

External review of Council's effectiveness

Council and committee membership

1. The placement of advertisements in national publications has been successful in broadening the pool of applicants for vacancies on Council. Future recruitment campaigns will seek to emphasise the skills required rather than previous board-level experience and to publicise our policy of reimbursing expenses for caring responsibilities incurred as a result of attending Council meetings. Placement of advertisements in local, ethnic minority publications will also be considered.
2. Ahead of the elections for staff members of Council in spring 2016 a range of publicity will be used to increase awareness of the role.
3. An annual effectiveness survey will be introduced during 2015–16.

Institutional strategy, performance measurement and risk management

4. In order to allow more time for members of Council to engage with institutional strategy, performance measurement and risk management, the reports from the President and Principal and the President of the Students' Union are now taken as read with only key issues highlighted in meetings, which has received positive feedback from members. Work is ongoing to streamline the paperwork submitted to aid members' engagement. Non-essential information is placed in electronic background reading and, in future, there will be an electronic repository of papers hosted in the online learning environment.

Council and Senate

5. The mechanisms for informing Council of Senate's work are to be strengthened through a series of reports from Senate on academic assurance, student satisfaction surveys, and student appeals, complaints and discipline. Regular reports from Senate have been enhanced to provide additional information about the business considered and to include the key papers.
6. Opportunities to observe a range of academic and research reviews will be explored over the coming year to provide opportunities for members to improve their knowledge and awareness of academic affairs.

Council and its committees

7. Reports from the sub-committees to Council have been expanded so that members can comment and ask questions about the options and issues being considered; reports from Audit and Risk Committee include additional information about internal audit ratings.
8. The Finance and Investment Committee's remit in setting and monitoring the achievement of Value for Money has been clarified and its terms of reference revised. The Committee's authority in respect of the approval of capital projects has been clarified in the revised Scheme of Delegation of Financial Authority approved by Council in June 2015.
9. The terms of reference of Remuneration Committee are currently under review.

Induction and development of Council and committee members

10. The topics and arrangements for providing internal development opportunities have been agreed by Governance Committee and will be reviewed on an annual basis. A series of briefings will be provided as part of Council meetings during 2015–16 to coincide with

relevant items of business. The training budget has been increased and external development opportunities will continue to be publicised to members.

11. An improved induction programme is to be offered to new members of Council over the course of their first year of membership. New members will be paired with more experienced, longstanding members in order to aid their induction into Council. These arrangements will be overseen by Governance Committee. All external members will be offered an opportunity to spend time with a Head of School on an informal basis.

Communications and engagement with College life

12. The Council Secretariat is working with staff in the Marketing and Communications Directorate to improve awareness of Council's role, responsibilities, discussions and decisions. An improved governance website will include enhanced member profiles.

Other issues

13. The Register of Disclosable Interests has been updated to include a requirement that members disclose any gifts or hospitality not already declared on the Gifts and Hospitality Register.
14. It has been confirmed that the Public Interest Disclosure Policy is fully compliant with the Enterprise and Regulatory Reform Act 2013 and changes made to the Public Interest Disclosure Act 1998.

Annex A: External review of Council's effectiveness

Recommendation	Actions agreed by Council	Progress	Timeline
<i>Council and committee membership</i>			
<p>1. Governance Committee should continue its efforts to achieve a greater diversity in Council membership with particular emphasis on social background, ethnicity and age. To this end it should consider:</p> <p>a) broadening the pool of candidates through advertising and executive search;</p> <p>b) finding ways to support candidates who may not initially meet traditional selection criteria;</p> <p>c) co-opting one or more lay members from more diverse backgrounds onto the membership of Governance Committee in order to draw on a wider pool of expertise in identifying potential candidates;</p> <p>d) appointing some or all staff members through a nominations process;</p> <p>e) in due course, remunerating lay members.</p>	<p>a) The use of executive search would not provide value, except in recruiting to the role of Chairman but that external advertisements could help to avoid bias and improve transparency in the recruitment process.</p> <p>b) Governance Committee should discuss the appropriate mechanisms for achieving a greater diversity in Council membership at its next meeting. Less experienced recruits could usefully be invited to observe Council meetings in preparation for taking on the role.</p> <p>c) For further discussion.</p> <p>d) Council was opposed to the suggestion of appointing some staff members through a nominations process, preferring instead to increase engagement through more effective advertising and explanation of the role, and potentially through the use of appraisal to encourage junior staff to put themselves forward. It was suggested that preparation for future elections could include dissemination of background information on the role of Council and its members.</p> <p>e) External Council members should not be remunerated: it was not widespread practice in the HE sector and would be difficult to introduce in the context of pay restraint within the institution. The Secretariat has undertaken to</p>	<p>a) Governance Committee agreed at the meeting in January 2015 to advertise externally to fill the lay member vacancies on Council. Adverts were placed in The Guardian and the London Review of Books in April 2015, which particularly welcomed expressions of interest from women and those from ethnic minority backgrounds. Applications were received from a diverse range of candidates.</p> <p>b) The Chairman of Audit and Risk Committee has indicated his willingness to consider candidates who demonstrate potential but do not initially meet traditional selection criteria for co-opted membership of Audit and Risk Committee.</p> <p>c) For further discussion.</p> <p>d) Improved advertising and information about the role of elected Council members will be introduced in time for the next round of elections which will take place in spring 2016. Improving awareness within the institution of Council's role and responsibilities will be taken forward under recommendation 11. Update August 2015: Governance Committee will consider the approach to publicising the election process at the October 2015 meeting.</p> <p>e) Update August 2015: Governance Committee considered information from other institutions that currently remunerate some or all external members at its meeting in June 2015 and reaffirmed the principle that members should</p>	<p>Closed</p> <p>Spring 2016</p>

	gather further information from universities that currently remunerate external members about the order of payment, any difference it is perceived to make, whether individuals are asked to advise on matters within their specific area of expertise and whether this has the potential to create a conflict of interests.	not be remunerated. The recommended approach is to reimburse expenses relating to childcare or other caring responsibilities in order to reduce the barriers that working unpaid had the potential to create.	
2. Staff members should be encouraged to participate more in meetings and to express their own views. Consideration could be given to drawing nominated staff members from outside the executive team in order to provide a broader perspective.		For further discussion.	
3. Council should discuss the skills matrix and succession planning of members in consultation with Governance Committee in order to draw fully on members' contacts and networks and to ensure that existing members' skills and expertise are fully utilised.		A skills matrix was last considered by Governance Committee in January 2014 to inform the recent member recruitment round. This exercise will be repeated later this year when considering succession planning for future vacancies. An annual effectiveness survey is to be introduced which will ask members to consider whether their contacts, networks, skills and experience are used with maximum effect.	Summer 2016
<i>Institutional strategy, performance measurement and risk management</i>			
4. Council's engagement with institutional strategy, performance measurement and risk management should be enhanced, and Council business and supporting paperwork should be reduced and refocused accordingly to allow more opportunity for debate and discussion and for members to add value. To this end: a) a substantial amount of time at each meeting should be devoted to an in-depth discussion on a strategic theme, covering performance measures, key risks, action plans and the relationship to other strategic themes;	a) Governance Committee suggested that Council's engagement with institutional strategy might be increased by allowing time at each meeting to debate two or three issues emerging from the HE sector or within QMUL which could have strategic implications. The issues could be proposed by Council members or from within the institution and highlighted in the President and Principal's report. This approach would test how the QMUL Strategy and the strategic risk register operate in practice. Council noted that the President and Principal's report was already effectively used to highlighted emerging issues from the HE sector	a) Council did not endorse this recommendation. During 2015–16 members will be invited to suggest topics for future Council agendas and to comment on the appropriateness of the items discussed.	Closed

<p>b) supporting paperwork should focus on the needs of non-executives and should be written to elicit challenge and input; background information should not be included in the papers, but placed elsewhere for reference; and there should be more use of summaries and visual presentation of data and information;</p> <p>c) in order to free up time in Council meetings for debate and discussion, the reports from the President and Principal and the President of the Students' Union should be taken as read with only key issues highlighted in meetings;</p> <p>d) business planning and reporting to Council on key strategic projects should be strengthened;</p> <p>e) sub-strategies should be approved by Council;</p> <p>f) away days should continue to be made as participative as possible.</p>	<p>or within QMUL which could have strategic implications.</p> <p>b) Council endorsed this recommendation.</p> <p>c) Council endorsed this recommendation.</p> <p>d) For further discussion.</p> <p>e) Council considered that approval of the sub-strategies was properly a function of QMSE.</p> <p>f) Council endorsed this recommendation.</p>	<p>b) Work is ongoing to improve the content, focus and quality of supporting paperwork. Non-essential information is placed in an electronic background reading document. The Council Secretariat is considering the introduction of guidance on the preparation of committee papers.</p> <p>c) This approach was introduced during the latter part of 2014–15 and has received positive feedback from members.</p> <p>d) For further discussion.</p> <p>e) No action required.</p> <p>f) Preparation for the residential conference in November 2015 is underway; sessions will be made as participative as possible.</p>	<p>Ongoing</p> <p>Closed</p> <p>Closed</p> <p>November 2015</p>
<i>Council and Senate</i>			
<p>5. Lay members should be helped to improve their knowledge of academic affairs and the work of Senate in order to improve Council's engagement with issues of academic assurance and the educational character of the institution. To this end:</p> <p>a) reports from Senate to Council should be expanded in order to generate debate and Senate should consider reports on issues discussed at Council;</p> <p>b) lay members should be given opportunities occasionally to mix informally with academics and students, and to attend meetings of Senate;</p> <p>c) Senate should report annually to Council on (i) academic assurance; (ii) the outcome of the</p>	<p>a) Council acknowledged the importance of receiving sufficient information regarding the academic business of QMUL to be assured that Senate is fulfilling the responsibilities given to it in the Charter and Ordinances. It was suggested that the information should be contextualised by highlighting links to strategic issues currently being debated by Council.</p> <p>b) Council endorsed this recommendation.</p> <p>c) Council endorsed this suggestion. It was also suggested that presentations from academic</p>	<p>a) Reports to Council have been improved to address this recommendation; key papers considered at each Senate meeting are included in the background reading for Council members to enable the improved flow of information from Senate to Council and members to ask questions.</p> <p>b) Members are invited to attend lectures and other events where they have the opportunity to mix informally with academics and students. Update August 2015: as part of induction members will be invited to meet with students and to shadowing a Head of School/Institute (see 10d).</p> <p>c) These items have been added to the annual Council schedule of business Council in 2015–</p>	<p>Closed</p> <p>Ongoing</p> <p>2015–16</p>

<p>National Student Survey and action plans to improve student satisfaction; and (iii) student appeals, complaints and discipline, including any cases referred to the Office of the Independent Adjudicator;</p> <p>d) Council should consider whether to recruit a lay member with experience at a senior level in higher education management;</p> <p>e) Council should consider how it can become aware of issues affecting the experience of postgraduate taught and research students;</p> <p>f) Senate should consider whether lay members could be involved in academic reviews.</p>	<p>staff on major developments would be welcomed and that the weekly mailing to Council members could be expanded to include more information about academic developments.</p> <p>d) The recruitment of a lay member with experience at a senior level in higher education management was not considered to be a current priority.</p> <p>e) For further discussion.</p> <p>f) There would be value in giving Council members the opportunity to observe academic review processes as part of their induction, provided it is clear that they are not participants in the review.</p>	<p>16. A report on the outcomes of student surveys will include the National Student Survey, the Postgraduate Taught Experience Survey (PTES) and the Postgraduate Research Experience Survey (PRES).</p> <p>d) No action required.</p> <p>e) The report on student surveys (see 5(c) above) will enable members to gain an understanding of student satisfaction and areas of concern in relation to the whole student body.</p> <p>f) Update August 2015: opportunities to observe Annual Programme Reviews, Periodic Reviews and Annual Research Reviews will be explored during 2015–16.</p>	<p>Closed</p> <p>Closed</p> <p>Ongoing</p>
<i>Council and its committees</i>			
<p>6. Reports from committees to Council should be expanded so that members can comment and ask questions about the options and issues being considered. The reports from Audit and Risk Committee should include more detailed information about Internal Audit ratings and the reports from Remuneration Committee should include the President and Principal's objectives for the following year.</p>		<p>Reports from Audit and Risk Committee have been expanded to include additional information about internal audit ratings.</p>	<p>Ongoing</p>
<p>7. The delegated authority of Finance and Investment Committee with regard to capital project sign off should be clarified.</p>		<p>Update August 2015: the revised Scheme of Delegation of Financial Authority, approved by Council in June 2015, details an upper limit of £1m for the approval of capital projects.</p>	<p>Closed</p>
<p>8. In relation to Remuneration Committee it is also recommended:</p> <p>a) there should be two meetings annually; the first in the autumn to agree the framework to be signed off by Council and the overall pay envelope, and to consider succession planning and other issues such as the diversity analysis;</p>	<p>a) Council endorsed this recommendation.</p>	<p>a) Three meetings of Remuneration Committee have been scheduled for 2015–16.</p> <p>Update August 2015: the Committee's terms of reference have been reviewed and the proposed changes will be submitted for approval by Council in due course.</p>	

<p>and the second meeting in the summer to determine actual salaries;</p> <p>b) the committee should be chaired by a senior lay member other than the Chairman of Council who has responsibility to appraise the performance of the President and Principal;</p> <p>c) the committee should commission input periodically from a remuneration consultant to assist with its review of remuneration policies and ensure that it remains up to date with external practices;</p> <p>d) the Council Secretary should attend meetings of the committee to ensure effective co-ordination of business with the broader work of Council.</p>	<p>b) Council disagreed with the report's recommendation that Remuneration Committee should be chaired by a senior lay member other than the Chairman of Council. Members were satisfied that there was sufficient involvement of other senior lay members in the Committee so as to ensure its effective and appropriate operation.</p> <p>c) The regular review of remuneration policies is properly a function of the Human Resources directorate, using external consultants only as required.</p> <p>d) Council agreed that Remuneration Committee should be serviced by the Director of HR.</p>	<p>b) Remuneration Committee has agreed that the Chairman of Council will not chair the discussion in respect of the President and Principal's salary.</p> <p>c) No action required.</p> <p>d) No action required.</p>	<p>Closed</p> <p>Closed</p> <p>Closed</p>
<p>9. Council and Senate jointly should continue efforts to improve the operation of Honorary Degrees and Fellowships Committee and should consider whether a more diverse membership would be appropriate.</p>	<p>For further discussion.</p>	<p>Update August 2015: steps have been taken to improve the publicity of the Honorary Degrees and Fellowships nomination process including profiles of Fellows/Graduates and their nominator, posters and improved communications to staff, students and alumni.</p>	<p>Ongoing</p>
<p><i>Induction and development of Council and committee members</i></p>			
<p>10. A more comprehensive and systematic induction programme should be developed for new Council and committee members, together with a scheme for their ongoing development and support. To this end:</p> <p>a) Governance Committee should take a more proactive role in overseeing the training and development of members;</p> <p>b) training and development should be tailored to individual needs, including those of co-opted members;</p>	<p>a) Council endorsed this recommendation.</p> <p>b) Induction and development arrangements for Council and committee members were working well on the whole, but that some attention was</p>	<p>a) Update August 2015: Governance Committee agreed the approach to training during the coming year and will review 2014–15 activities at the October 2015 meeting. Where possible training will be built into Council meetings to maximise attendance and engagement. In future the Committee will review training undertaken and consider topics and format for the following year on an annual basis.</p> <p>b) As per (a) above. Examples of current tailored activities include an induction programme for Richard Learwood as a new member of Audit and Risk Committee; and a planned workshop</p>	<p>Ongoing</p> <p>Ongoing</p>

<p>c) members should be encouraged to attend external training programmes in order to share experiences with other governing body members and understand the wider context;</p> <p>d) new members should be paired with staff members to assist their induction into the College;</p> <p>e) some time should be put aside at each away day for team building activities.</p>	<p>needed to ensure that all categories of membership are provided for appropriately.</p> <p>c) Council endorsed this recommendation.</p> <p>d) Council was opposed to dual responsibility pairings between lay members and QMUL staff but agreed that new members should be paired with more experienced, longstanding members in order to aid their induction into the College and Council. There was also value in lay members being given the opportunity to spend time with a Head of School on an informal basis as part of their induction.</p> <p>e) Council did not support this recommendation.</p>	<p>for members of Audit and Risk Committee and Finance and Investment Committee on the impact of the new Financial Reporting Standard 102.</p> <p>Update August 2015: a series of training sessions have been scheduled for 2015–16, some of which will be held as part of Council meetings to coincide with relevant items of business and to improve engagement.</p> <p>c) Members are encouraged to attend external training programmes, including activities offered by the CUC, the Leadership Foundation for Higher Education (LFHE) and HEPI, and those aimed at chairs and members of Audit Committee (e.g. sessions run by KPMG).</p> <p>Update August 2015: The training budget for 2015–16 has been increased and external development opportunities have been publicised to members. New members have been invited to attend one or more sessions as part of the LHFE Governor Development Programme.</p> <p>d) Update August 2015: The pairing of new members of Council with more experienced members, and the opportunity to spend time with a Head of School will be built into the induction programme that will take place over the course of 2015–16. Existing members of Council will also be given the opportunity to shadow a Head of School to increase exposure to the academic activity of the institution.</p> <p>e) No action required.</p>	<p>Ongoing</p> <p>2015–16</p> <p>Closed</p>
<p><i>Communications and engagement with College life</i></p>			
<p>11. Council should take steps to heighten awareness within the institution of its role and responsibilities, to communicate its discussions and decisions, and to raise the profile of individual Council members whose valuable</p>		<p>The Council Secretariat will be working with staff in the Marketing and Communications Directorate to improve awareness of Council's role, responsibilities, discussions and decisions. This</p>	<p>Ongoing</p>

networks could be exploited by academic colleagues for the benefit of the College.		might include an opportunity for QMUL staff to meet with members of Council and to hear about its work. Work to improve the governance website will include improved member profiles and information.	
12. Council should agree in advance communications protocols in relation to decisions which might have significant PR implications.	Members concluded that it would be impractical for Council to agree communications protocols in relation to significant decisions and that this was properly the role of the Marketing and Communications directorate.	Council members will be briefed on any matters which might have significant PR implications.	Closed
<i>Other issues</i>			
13. The President and Principal could be asked to provide an annual assurance to Council that the institution is being managed in accordance with the provisions of the HEFCE Memorandum of Assurance and Accountability.		For further discussion.	
14. The governance website should be expanded and brought up to date, to include role descriptions for the President and Principal and the Council Secretary.		Work is ongoing to bring the governance webpages up-to-date in the first instance. In the medium term, examples of sector best practice will be used to improve and enhance the website. The role description for the Council Secretary was approved by Council in June 2015.	November 2015 January 2015
15. The Register of Members' Interests should be expanded to cover gifts and hospitality.	N/A	Update August 2015: the Register of Disclosable Interests has been updated to include a requirement that members disclose any gifts or hospitality not already declared on the Gifts and Hospitality Register.	Closed
16. The Public Interest Disclosure Policy should be reviewed in the light of the Enterprise and Regulatory Reform Act 2013.	N/A	The Public Interest Disclosure Policy was reviewed and revised in 2013–14 to comply with the Enterprise and Regulatory Reform Act 2013 and changes made to the Public Interest Disclosure Act 1998. The external reviewer had access to the previous version of the policy (2010). The policy is fully compliant and does not currently require further review.	Closed
17. The arrangements for circulating paperwork electronically should be improved for members who prefer paperless working, for example using software such as VirtualBoardroom.	N/A	The Council Secretariat has introduced electronic circulation of papers to members in combined, bookmarked PDF format, which received positive	

		<p>feedback from members who prefer paperless working.</p> <p>Following a demonstration of the VirtualBoardroom, software, it was deemed not to be a suitable or cost effective mechanism for addressing this recommendation. The Council Secretariat is exploring the use of QMUL's online learning environment (QMplus) as an online repository of papers and other resources for members.</p>	December 2015
18. Finance and Investment Committee should consider whether it is necessary for it to consider the annual Value for Money report, given that it is approved by Audit and Risk Committee.	N/A	<p>The terms of reference of Finance and Investment Committee were reviewed and updated in order to clarify the Committee's remit in setting and monitoring the achievement of VfM. In contrast, Audit and Risk Committee takes a retrospective view on whether effective mechanisms are in place.</p> <p>Finance and Investment Committee is asked only to comment on the VfM report prior to its submission to Audit and Risk Committee who is asked to confirm their agreed view on QMUL's performance in the achievement of VfM, in their annual report to HEFCE.</p>	Closed
19. QMSE should ensure that the Council Secretary is informed early of matters which might require Council attention, given that the role holder does not attend QMSE meetings.		The Secretary to Council routinely receives copies of the papers considered by QMSE to ensure early notification of matters requiring attention by Council.	Closed