

Effectiveness Review of Council 2024

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Effectiveness Review of Council 2024

1 Executive Summary

The majority of members of Council and of the senior executive team at Loughborough have changed since the 2021 Effectiveness Review undertaken by AdvanceHE. That Review made a significant number of recommendations and although a small number were not acted on, the 2024 Review Group was generally satisfied with the University's response. However, in relation to the appointment of a Senior Independent Governor (SIG), recommended by the last Review and the Committee of University Chairs Code of Governance, direct action is required to either appoint a lay member to this role (proposed) or to explain explicitly the rationale for not doing so.

The current Review found that governance arrangements are generally continuing to work well based on mutual trust and respect, despite the changes in personnel; no changes to the size or composition of Council are therefore recommended. However, as the University moves into an increasingly challenging external environment and seeks full implementation of its Strategy to 2030, it will be important to develop the approach to performance monitoring, risk and academic governance further. It will also be important to ensure that Council members are briefed effectively and have the right opportunities, regardless of their membership category, to contribute and provide constructive challenge.

Good governance and effectiveness, including ongoing development of the approach to Equity, Diversity and Inclusion, to ensure open, informed debate in which all voices are heard, will be enhanced via a more tailored approach to the induction and support of Council members which explicitly recognises the needs of lay, staff and Students' Union Executive Members.

Except for the SIG issue noted above, compliance with the CUC Code of Governance was found to be comprehensive. Recent work on committee terms of reference and the Schedule of Delegation is positive in this context but will merit further ongoing work and evaluation via annual effectiveness processes. Whilst meeting arrangements are broadly effective, a number of recommendations have been made to improve practice further.

The approach taken to this Review, led by the secretariat, has provided the opportunity for a strengthening of relationships whilst deepening understanding of the perspectives and needs of Council members in the different categories of membership. The Review Working Group is grateful to those who contributed to the review in their roles as Council members or senior staff as well as to Will Spinks from Halpin consultants for his work to quality assure the Review.

Mark Thurston
on behalf of the 2024 Effectiveness Review Working Group

October 2024

2 Recommendations

The recommendations are presented using the following terminology (usually based on the first sentence of each point):

Verb	Status of Recommendation	Recommendations Concerned
Must	This recommendation must be acted upon otherwise the University will be explicitly non-compliant with the CUC Code	4.2
Should	These recommendations are considered a high priority by the Review Group	1.1, 1.3, 2.2, 2.3, 2.4, 2.5, 3.1, 3.2, 4.1, 5.1, 6.1
Could	These recommendations are ones which Council are encouraged to discuss further to determine the level of desirability and priority	1.2, 2.1, 3.3, 6.2

1. Strategy and Performance Monitoring

- 1.1 There **should** be a major agenda item on the Strategy and monitoring of its delivery twice a year, including a succinct analysis of key achievements and any areas of concern in relation to each Core Plan, together with the agreed KPIs. The paper should highlight issues for discussion and potential revision of the Strategy over time.
- 1.2 Council **could** consider whether additional benchmarking data is provided as part of the above agenda items, or on a less frequent basis, to enable evaluation of performance against key competitors.
- 1.3 A regular schedule of deep dives into key strategic themes (eg student experience, research, innovation) and critical operational areas (eg marketing, fundraising) **should** be developed with briefings on the day of Council meetings being the generally preferred vehicle for these though other formats could be explored. An advance schedule of planned briefings could be helpful.

2. Assurance and Risk Management

- 2.1 Council **could** consider an explicit review of the Strategy in light of the changing external environment. This review could include a review of the Strategic Risks and some related scenario planning including reflection on whether there was sufficient attention to reputational and operational risks in the approach to risk management.
- 2.2 No immediate changes to the size and composition of Council, or to the University's committee structure, **should** be considered at the present time but the arrangements, together with the reformatted and updated Schedule of Delegation, should be kept under review via annual effectiveness processes, pending the next full review in 2027. This should include a report to Governance and Nominations on the first full year of operation of the Strategic Portfolio and Resources Committee.
- 2.3 Senate and Council **should** note their respective roles and remit at the beginning of each academic year.

- 2.4 The Council secretariat **should** review with relevant committee secretaries and chairs the action required where gaps have been found in reporting to Council and/or coverage of all terms of reference for discussion at meetings in the autumn term to enhance the assurance and visibility of committee activity. Further guidance should be provided on the importance of rigorous annual review of effectiveness. The current Council annual cycle of business should be presented in a manner which emphasises how each committee is reporting into Council.
- 2.5 A Section A agenda item **should** be included once a year on how the University ensures the quality and standards of its awards (academic assurance) and that they are relevant, up to date and attractive to target markets. This should incorporate the current starred report relating to academic partnerships and the management of risk given the growth of initiatives in this area.

3. Equity, Diversity and Inclusion, including Student Voice

- 3.1 Recent work to tailor member induction and development to the needs of individuals **should** be built upon, bearing in mind the perspectives of lay, student and staff members. This should include pro-active interventions around informal activities to accelerate learning and support inclusion. Early engagement with new student and staff members should be a priority, given their short terms on Council. Greater briefing of lay members on the role of staff and Students' Union Executive Members could be helpful.
- 3.2 The commitment to the diversity of Council and committee membership **should** be reaffirmed both in terms of the initial target areas of gender and ethnicity and diversity of experience and expertise with EDI taken into account at the outset of the recruitment process. Governance and Nominations Committee should give further consideration to its approach to recruitment and provide an update to Council.
- 3.3 Further consideration **could** be given to how the views of students can be given greater visibility in relation to relevant agenda items and to how lay members can develop their understanding of the current, diverse student experience.

4. Challenge, Quality of Debate, Senior Independent Governor

- 4.1 Lay Member only meetings **should** not be introduced but as noted under 3.1 above, a more pro-active approach should be taken to support members feelings of confidence and inclusion whilst also fostering constructive, robust and appropriate levels of challenge.
- 4.2 Council **should** appoint a current lay member as Senior Independent Governor in line with the expectations of the CUC Code. Their role should be to appraise the Chair and act as an independent source of advice on any concern which a member felt they could not raise directly with the Chair. If Council does not accept this recommendation, it **must** include an appropriate statement in the Corporate Governance Statement to "explain" non-compliance with the CUC Code.

5. Agenda and Paper Quality, including use of Board Intelligence

(Also see recommendation 2.4)

- 5.1 Work **should** continue on enhancement of the papers with a view to bring all up to the standard of the best, with Board Intelligence retained for meeting pack management.

6. Induction, Personal Contribution and Development of Members

(Also see recommendations 1.3 and 3.1)

- 6.1 Induction **should** be more tailored to the needs of each individual new member whilst retaining the opportunity to meet new members from other member categories. It should include more exploration of the context for different members and how to make an effective contribution, explicitly addressing the challenges likely to be faced by new members, depending on their membership category. Additional information about the University and the sector as a whole, via an introductory information pack, should be made available to new lay members.¹
- 6.2 A more tailored approach to ongoing development **could** also be adopted linked to annual effectiveness discussions. Informal 1:1 or small group meetings with members of the leadership team and other relevant people could assist members in building relationships and understanding the sector and institution better. These could be facilitated on the day of in person Council meetings or online via MS Teams and would also help to make best use of lay member expertise.

¹ Changes to Students' Union Executive member induction have already been made in 2024/25 and included a tailored discussion with the secretariat and informal meeting with a current lay member and two elected staff members of Council prior to the October Away Day. There are no new staff members in 2024/25.

3 Review Process and Methodology

3.1 Introduction and Background

The Committee of University Chairs (CUC) Higher Education Code of Governance stipulates that University governing bodies should conduct regular effectiveness reviews:

“5.13. HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions from the last effectiveness review. It is recommended this review takes place every three years.”

<https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

An in-depth, externally led effectiveness review of Council was undertaken in 2021 by AdvanceHE which led to a number of changes to the governance structure and operations (the full recommendations of the 2021 Effectiveness Review and subsequent actions can be found in Annex One).

The membership of Council has changed very significantly since the 2021 Effectiveness Review. By 2023/24, of 7 staff members, 6 had changed as had both Students' Union Executive Members. The current lay membership of 14 includes only 3 who were in office in 2021, one of whom is the chair who started in January 2021. The period has also been one of significant senior executive staff change in which the University has been establishing a new strategy and related KPI framework.

The 2021 Effectiveness Review of Council recommended annual review meetings should take place with members of Council, in order to identify their development needs, hear of ways they can be enabled to be more effective in their roles, and in certain circumstances address performance or attendance issues. Discussions held in summer 2022 (all members) and summer 2023 (Pro-Chancellors) have led to further actions to enhance agenda setting, develop briefings on key topics and expand opportunities for informal interaction between lay Council members and members of the University community.

3.2 Arrangements for the 2024 Review

In November 2023, Council approved the process for the 2024 Effectiveness Review of Council, including Terms of Reference, Working Group oversight, external input and methodology.

3.2.1 Terms of Reference

The Terms of Reference for the 2024 Review were largely aligned with those from the 2021 Review to provide continuity and support assessment of the impact of the changes implemented following the previous review.

Council asked the Working Group to consider and make recommendations in the following areas:

- The effectiveness of Council meetings themselves in transacting business, obtaining assurance, and governing the University.
- Compliance with the revised CUC Code of Governance and the AdvanceHE Framework for effectiveness reviews.
- The composition, effectiveness and size of Council and its sub committees (including Joint Committees with Senate).

- Council's ability to execute its oversight of strategy.
- Council's ability to execute its Equity, Diversity and Inclusion responsibilities.
- How authority from Council is delegated to sub-committees and officers based on a revised Schedule of Delegation.

3.2.2 Working Group

The Working Group established to oversee the review had the following composition and membership:

Lay Member of Council (Chair):	Mark Thurston
One additional lay member of Council:	Nicky Morgan
One staff member from Council:	Sheryl Williams
One staff member from Senate:	Malcolm Cook
One Students' Union Executive Member from Council:	Molly Page

Secretary to the Group: Richard Taylor, Secretary to Council

Assistant Secretaries: Jennifer Nutkins, Academic Registrar and Head of Governance;
Luke Vulpiani, Assistant Secretary to Council

The Working Group met four times (7 March, 29 April, 11 June and 17 September 2024). Working Group papers were shared with the Chair of Council, Pro-Chancellors and Vice-Chancellor. Council received an update on the Effectiveness Review's progress on 21 March 2024 and 27 June 2024.

3.2.3 External Input

The CUC Code of Governance stipulates that there should be external input to governing body effectiveness reviews. The 2021 review was led and essentially undertaken by AdvanceHE consultants under the guidance of an internal working group. For the 2024 Review, it was agreed that the review would be undertaken principally by University staff with external input to quality assure and the process.

The Working Group approved Will Spinks, former Chief Operating Officer of the University of Manchester and now a Halpin Partnership consultant, to provide external scrutiny of the review process via the following:

- Receiving the papers for the meetings of the Working Group.
- Considering and advising the Working Group on the methodology for the review;
Attending the initial and final meetings of the Working Group.
- Acting as a sounding board for the chair and secretariat.
- Providing an overview and endorsement of the process for inclusion in the final report.

A full list of documents provided to Mr Spinks and actions taken to quality assure the Review can be found in Annex Seven and his final report in Annex Eight.

3.2.4 Methodology

The Review was conducted via a combination of an online questionnaire to Council members, 1:1 and small group interviews, and desk-based review by the secretariat. The latter included information on the size of governing bodies and committee structures at comparator universities (Annex Three) as well as details of how the University complies with the CUC Code of Governance (Annex Four). The actions taken in response to the 2021 review recommendations were also considered (Annex One). The Working Group also reflected on the recently restructured and updated Schedule of Delegation (Annex Five) and an analysis of major committees and their compliance with their terms of reference (Annex Six).

The questionnaire used was essentially the same as that deployed in 2021 to enable collection of comparative data. It incorporated two free text boxes to allow members to comment. A range of points were raised in the comments made but there were no consistent themes. The response rate was 91% compared to 61% achieved in 2021.

Annex Two sets out in more detail the areas of enquiry for the Review and the method(s) of evaluation used for each together with further details of the questionnaire responses.

In formulating its findings and recommendations, the Review Group has been mindful of the AdvanceHE Framework for effectiveness reviews.

Factors	Elements of Practice
Behaviours	Culture, behaviours and values
Outcomes	Culture, behaviours and values Strategy, performance and risk
Enablers	Capability, competence and diversity Policies, structures and processes

A high-level mapping of the findings and recommendations sections onto the above is provided in Annex Nine.

4. Review Findings

4.1 Overall Comments

This section sets out the Working Group’s findings under six themes based on the questionnaires and interviews together with points arising from the other areas of investigation (see Section 3 and Annex Two). Changes since the last review in 2021 are highlighted but it is important to remember that only four of the 2023/24 members of Council were members in 2020/21.

Whilst scope for incremental improvement remains in several areas, the review found that Council was perceived as being effective overall and as fulfilling its responsibilities under the Committee of University Chairs (CUC) Code of Governance, with one notable area for further consideration (Senior Independent Governor, see paragraph 4.5 below). The Review Group was also satisfied that the response to the 2021 Review recommendations had largely been successful although it was important to revisit the issue of a Senior Independent Governor.

The questionnaire responses and interviews suggest that members have a generally good understanding of their roles in upholding the CUC’s six primary elements of higher education governance (Accountability, Sustainability, Reputation, EDI, Effectiveness and Engagement) and feel able to discharge them. Members were positive about Council and the contribution they were able to make. Views on agendas and papers were broadly positive and members had no substantive concerns about the organisational arrangements. No major issues were raised about the current committee structure but there is clear scope to improve transparency and reporting of committees into Council.

Most members felt that there was good dialogue at Council with valuable contributions from members on key topics, though a few felt there could be more challenge of the executive. A larger number of members commented that this would become more important in the future as the University faced a period of external uncertainty and financial issues. Further work on diversity and inclusion in governance structures and operations was recognised as important to enable the University to respond as effectively as possible to future challenges.

A number of areas were identified where there remained scope for continued development and enhancement of effectiveness.

4.2 Strategy and Performance Monitoring

Members were generally positive about the development of the Strategy and felt that Council had been actively involved. A number particularly welcomed the opportunity to contribute to the development of the Core Plans in their areas of expertise.

Q7 Council is actively involved in the formulation, approval and review of the institutional strategy and Core Plans*	Slightly disagree	14%
	Slightly agree	24%
	Agree	43%
	Strongly Agree	19%

*New text for 2024 questionnaire in italics

The total agreeing to some extent is 86% but the average score for 2024 was 4.7, a noticeable decline from 5.5 in 2021.

Whilst members continue to agree that Council effectively monitors institutional performance overall:

Q8 Council effectively monitors institutional performance, including through the use of KPIs, which are stretching and attainable	Slightly agree	38%
	Agree	52%
	Strongly Agree	10%

the average score has dropped from 5.3 to 4.7.

The questionnaire responses demonstrated some ongoing concern regarding performance benchmarking with an average of 3.9 (unchanged since 2021 and only 58% agreeing to at least some extent).

Q9 Council regularly reviews comparative performance with relevant peer institutions through processes such as benchmarking	Disagree	5%
	Slightly disagree	38%
	Slightly agree	24%
	Agree	29%
	Strongly Agree	5%

During the interviews, some members queried how the Strategy would be monitored and reviewed over its lifetime in light of a changing external environment and financial constraints.

The drop in positive questionnaire responses may partly reflect that the development of the Strategy has been a work in progress in the review period and monitoring processes are at an early stage. Prior to the 2023/24 academic year, Council received KPIs at every meeting. This was reduced to once a year for 2023/24 (November 2023) and there was near unanimous agreement in the interviews that this was not frequent enough. The general preference was to receive the KPIs twice a year, bearing in mind many only change annually. The monitoring and KPI papers need to highlight key shifts/major issues and could include a greater qualitative element to bring the data to life where performance was significantly better or worse than expected. The relationship between performance reporting and the Core Plan priority projects may need consideration as project delivery gathers momentum in 2024/25.

The interviews also suggested appetite for a cycle of deep dives on key strategic themes (eg student experience, research, innovation) and critical operational areas (eg marketing, fundraising). These could perhaps take the form of informal briefings prior to Council meetings. Some members suggested a schedule of planned briefing topics would be welcome (also see paragraph 4.7 below).

4.3 Assurance and Risk Management

A major review of the committee structure had been undertaken during 2021/22, to follow up on the recommendations of the 2021 Review and further changes have been agreed in response to the development of the Core Plans¹. No major concerns were raised about the currently agreed arrangements.

However, there were a small number of comments in the questionnaire responses and the interviews about the relationship between Council and its sub-committees, suggesting greater clarity on the arrangements and how lay members were allocated to committees might be helpful to some members.

Clarifications of the Terms of Reference of relevant committees to highlight key assurance functions, following a review by the Chief Financial Officer, were approved by Council in March 2024. These are therefore still bedding in but have been considered as part of the desktop exercise looking at Terms of Reference and the items committees have covered during 2023/34 (Annex Six). This exercise suggests that generally the sub-committees are functioning in line with their Terms of Reference, but there are a small number of areas where reporting to Council to provide assurance and the visibility of activity, key issues and risks should be improved. It may be beneficial to remind all committees of the need for a rigorous annual review of effectiveness, with further guidance provided to chairs and secretaries.

The University's Schedule of Delegation had been subject to a major review during 2023/24 and the updated version in a significantly revised format linked to Council's Primary Responsibilities was welcomed by the Review Working Group. The new approach represented a considerable improvement and key information was clearer and more accessible. Additional operational documentation to guide staff was planned, and it was agreed that decisions reserved for Council (eg in the Charter and Statutes, CUC Code or Office for Students regulatory framework) needed to be made explicit.

The majority of members had no concerns about how Council was fulfilling its responsibilities in relation to risk management. Those most closely involved via the Audit and Risk Committee (ARC) noted the approach has developed with review of the strategic risks now embedded with relevant oversight Committees and reporting to ARC.

It was suggested that the strategic risks may need review in light of the development of the Strategy and the changing external environment. This could potentially incorporate scenario planning. Consideration might be given to developing an institutional reputational risk register (relates directly to Element 3 of the CUC Code). Risk management might also be strengthened further by ARC giving attention to how operational risks are being managed.

There were different views as to whether Council receives sufficient assurance on academic matters; the relevant agenda items – annual assurance statement and regular Pro-Vice-Chancellor (Education and Student Experience) reports – are normally starred. Having a Section A item at least annually might prompt more discussion and aid understanding.

Although members understood that Senate was the senior academic decision-making body, they were not always clear on the relationship between Council and Senate; similar views were expressed by Senate members in the 2022 Senate Effectiveness Review.

¹ Replacement of Operations Committee by Strategic Portfolio and Resources Committee, amendments to Sport Committee, including lay membership and becoming a Joint Committee of Senate and Council, renaming of EDI Committee as EDI Governance Committee.

In addition to increasing the visibility of the assurance Council currently receives about the quality of education provided and academic governance, lay members would welcome more insight into how the University ensures the academic provision is updated and looks to the future. There is also a link here to current and future academic partnership development and visibility of associated risks. Also see comments on Student Voice in paragraph 4.4.

4.4 Equity, Diversity and Inclusion including the Student Voice

The questionnaire responses confirmed that most members feel a variety of perspectives are included (90% positive to some extent) in how Council operates although views are mixed with clear recognition that there remains scope for further improvement.

Q3 Discussions and decisions made by the governing body are informed and challenged by a variety of perspectives and ideas	Disagree	5%
	Slightly disagree	5%
	Slightly agree	19%
	Agree	52%
	Strongly Agree	19%

The average score in this question represents an essentially static position compared to 2021 (4.7 versus 4.6). Also see comments in Quality of Debate paragraph 4.5 below.

Q4 Limited diversity within the governance structure reduces the organisation's ability to respond to 21st century challenges	Strongly disagree	5%
	Disagree	19%
	Slightly disagree	14%
	Slightly agree	38%
	Agree	19%
	Strongly Agree	5%

For Q4 the responses indicate 62% of respondents felt greater diversity would increase the University's ability to face future challenges. The average response here has improved slightly (with results adjusted to take account of the negative framing of the question) from 3.2 to 3.4.

Q5 Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making.	Slightly disagree	5%
	Slightly agree	19%
	Agree	48%
	Strongly Agree	29%

There has been a noticeable improvement in responses to Q5 (2024 average up to 5.0 from 4.2 in 2021). The responses correlated well with frequent comments in the interviews that meetings were chaired in an inclusive way which enabled different voices to be heard.

However, some feelings about hierarchy and whether all governors felt entirely confident to speak freely were expressed by student and staff members. They commented that their

short terms of office (1 and 3 years respectively) meant that a very sharp learning curve was needed and there was limited time to build experience and grow in confidence. Staff members faced particular challenges if they were less senior within the organisation. This was recognised by most lay members and a few also reported feeling quite daunted early in their membership, especially when the HE environment was unfamiliar.

There continues to be a need to support staff and Students' Union Executive Members, to ensure they feel able to contribute effectively in meetings and provide challenge in an appropriate way and this is an acknowledged sector-wide issue. Lay members would also welcome additional information about what they can expect from staff and Students' Union Executive Members.

Members were keen that the University ensured its commitment to EDI was fulfilled in practice with appointments to Council and other committees reflecting the minimum targets for gender (40% female) and BAME (15%) that had been agreed by Council. Whilst these targets were met for most senior committees, progress had felt slow in one or two areas, albeit the challenges were understood. It was important that EDI was considered at the outset of the lay member recruitment process.

There was a general desire to hear more from the student-voice (including doctoral researchers and international students), with lay members often recognising things had changed since they were students, though they generally found it difficult to articulate how this might best be achieved.

Students' Union Executive Members welcomed the opportunity to contribute at meetings but felt that it was difficult for them to comment on items which were outside their areas of experience. They noted they occasionally perceived that their views were not fully heard and valued by other members.

Draft Senate and Council Agendas are now shared in advance with the Students' Union so they have sight of forthcoming business and this has been welcomed. Additional tailored and early induction for Students' Union Executive Members would potentially be beneficial.

Members welcomed the more informal opportunities to meet with each other, which enabled them to get to know each other and the University better, noting that this would contribute to effectiveness. Whilst the current lunch and dinner arrangements, together with the Away Days, provided welcome opportunities for informal contact, not all members engaged with them to an equal extent.

4.5 Challenge, Quality of Debate, Senior Independent Governor

Discussion at Council was generally seen as being at the right level but, as noted above, a small number of members felt that there could be more rigorous challenge to the executive on major issues with larger numbers noting this would become increasingly important as the University faced a more difficult external environment. Loughborough's Council is on the large side within the comparator data (Annex Three) and a few members commented on the impact this might have on effective discussion. However, there was little appetite for a reduction in size given the rationale for inclusion of a relatively high number of staff and students, and the recognition that there was no scope to increase demands on individual lay members.

Lay members were generally confident that they could raise any concerns not appropriate in a formal Council meeting directly with Chair or Secretary. There were mixed views on lay member only meetings, or meetings of Council members without the executive present. A

small number of lay members felt they would add value, but the majority questioned the purpose and commented that they could be seen as divisive by other members. Such meetings are likely to be in conflict with Section 1.4 of the CUC Code which includes “All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions”.

The interviews did not specifically cover the CUC Code element 5.8 regarding appointment of a Senior Independent Governor (SIG) whose role would be to act as a sounding board for other governors and to lead appraisal of the Chair. The introduction of such a role had been recommended by the 2021 Effectiveness Review. It had not been considered helpful at the time but the University’s non-compliance with this expectation of the Code is not currently explained in the Corporate Governance statement.

It is timely for the University to reconsider this issue as part of the current review. Establishing a SIG role would provide a potentially valuable mechanism for appraisal of the Chair and, should it be needed, for any concerns about the Chair to be raised. If the Council does not introduce the role, an appropriate statement will be required “explain” non-compliance with the Code if this is the agreed final position.

4.6 Agenda and Paper Quality (including use of Board Intelligence)

The interview discussions suggested that in general members consider the meeting papers to be good, and longer serving members mostly confirmed that they had seen significant improvements since the 2021 Review. Questionnaire responses showed no overall change in perceptions, however, with the average score being 4.7 in both years.

Q2 Papers are helpful in summarising the key information necessary to underpin effective debate and decision-making	Disagree	5%
	Slightly disagree	5%
	Slightly agree	24%
	Agree	48%
	Strongly Agree	19%

The length of papers remained a point of concern for a few members: it was suggested that some papers could still be briefer (a guideline on length might be considered). There is scope for executive summaries to be more precise and to more clearly highlight the purpose of the paper. Inclusion of options and areas for discussion would be helpful where relevant and if the paper is for assurance this should be explicit.

Some members suggested that papers could be more explicitly related back to the University strategy with a link to the strategy documentation as a reminder for readers, bearing in mind that lay members were only able to engage intermittently with the material. The Supplementary Reading heading on the coversheet could potentially be more systematically used for this purpose.

Following the 2021 review, the committee paper coversheet had been simplified and, in response to a specific recommendation, a section introduced on EDI Considerations. Based on the findings in paragraph 4.4. above, this heading continues to serve an important purpose. It had been suggested to the Review Group that a section on Sustainability Implications should also be added. This proposal was considered by

the Working Group but not supported in the interests of maintaining the brevity of the coversheet. Updated guidance to committee paper authors could include advice to bring out the relevance of an item to the University’s three strategic themes.

Whilst views on the structure of the agenda were generally positive, some members suggested that items that are always starred might require discussion once/twice a year. These comments included scope to improve clarity on the relationship between Council, Senate and sub-committees noted under paragraph 4.3 above.

Board Intelligence (BI) software for meeting papers had been implemented following a recommendation of the 2021 Effectiveness Review. Lay members were particularly positive about the use of BI and the ease it brought to managing and navigating the papers.

4.7 Induction, Personal Contribution and Development of Members

Induction was generally found to be informative and useful, though some members suggested the format could be reviewed to make it less formal and more “bite sized” as new members developed their experience and made connections with other Council members. Several members suggested that a tailored element for each category of member (student, staff and lay) might be beneficial given the different experiences and knowledge typical in each group. However, the opportunity to meet new members from other groups as part of induction was also valued.

It was recognised that there is a lot of information to take on-board at the outset, particularly for those less familiar with HE and with the University. An initial information pack containing key information, including facts and figures about Loughborough would be welcome.

Most members (76%) felt able to make a significant contribution in meetings, to a similar degree as in 2021 (average score 4.8 in 2024 compared to 4.7 in 2021, adjusted for negative framing of question).

Q1 I find the format of the meetings and the way they are chaired does not allow me to make a full and impactful contribution to Council business	Strongly disagree	38%
	Disagree	38%
	Slightly disagree	0%
	Slightly agree	19%
	Agree	0%
	Strongly Agree	5%

There was also a clear majority of members (81%) who felt that their skills and experience were well used, at least to some extent, albeit there remains scope for improvement and this measure has marginally declined since 2021 (4.6 average in 2024, 4.8 in 2021).

Q6 I feel that my skills and experience are fully utilised for the benefit of the governance of the University	Disagree	10%
	Slightly disagree	10%
	Slightly agree	10%
	Agree	57%
	Strongly Agree	14%

Lay members felt that they were particularly able to add value in the areas in which they have specific expertise. They reported that their contributions were welcomed and they were positive about continuing to support the success of the University.

As noted above, in discussions with staff and Students' Union Executive Members, issues of hierarchy and governor empowerment were expressed. There was a feeling lay members did not always understand the role of student governors. For staff members challenging senior colleagues was not always straightforward and there was some concern that challenge was not always welcome.

Many lay members had contributed outside formal committee meetings; for example with recruitment to senior staff roles and assisting in the development of Core Plans. Lay members particularly welcomed this kind of activity as bringing value to the University outside of the formal Council meetings.

As noted in paragraphs 4.2 and 4.6 above, regular "deep dives" into key issues and area of activity would be welcome, together with enhanced opportunities to meet informally. 1:1 or small group meetings with members of the leadership team and other relevant people would assist members in building relationships and understanding the sector and institution better. The annual effectiveness discussions with members provide an opportunity for continued enhancement and tailoring of development opportunities.

Annex One

Follow Up to 2021 AdvanceHE Review





Executive Summary

Actions from the recommendations of the 2021 Effectiveness Review of Council were tracked in a spreadsheet, the primary function of which was a management tool to ensure implementation of the recommendations. Council received updates on the progress of the recommendations up to June 2022.

The 2024 Effectiveness Review Working Group considered the action tracker in its first meeting on 7 March. The Group noted that while nearly all actions were green, indicating successful implementation of the recommendation, some outcomes needed reassessment for the current review, particularly given the significant turnover in lay and executive members of Council and changes to the University Strategy. It was agreed that the 2024 Review would revisit a small number of areas from the 2021 Review, such as the recommendation for lay-only meetings and a Senior Independent Governor. The 2024 Review also undertook a Committee Terms of Reference to Agenda mapping exercise to understand if changes to the Committee structure made as a consequence of the 2021 Review were proving effective.

Effectiveness Review of Council, 2021: Recommendations and Actions

Ref	Report Section	Recommendation	Type	Actions
R1a	4. Culture & Behaviours	Considers further reduction in the size of Council when it has determined its preferred committee structure	Structural	Not being taken forwards
R1b	4. Culture & Behaviours	Explores ways in which the numbers of officers in attendance might be reduced	Procedural	Not being taken forwards
R1c	4. Culture & Behaviours	Introduces at least annual lay only member meetings	Enabler	Successful pre-Council dinners and briefings held, including presentations to Council members on University research and innovation activities.
R1d	4. Culture & Behaviours	Identifies a more appropriate space in which to conduct Board meetings	Enabler	Board meetings now scheduled in more suited rooms either at Burleigh Court or on the Loughborough London Campus.
R1e	4. Culture & Behaviours	Considers the deployment of appropriate technology to improve quality of debate	Enabler	Completed for March 2022 meeting. BI board portal has contributed to improve quality of debate through clearer and more accessible papers.

-  Council has indicated it does not wish to take this action forwards at this time
-  Implemented or largely implemented
-  In progress, ready to be implemented
-  Requires further reflection by Council and/or its sub-committee

Ref	Report Section	Recommendation	Type	Actions
R2a	4. Culture & Behaviours	Discussions are held with student representatives to establish the most effective way of supporting them to further develop the contribution they make to Council debates	Enabler	Meeting has taken place and arrangements now agreed. Further meeting with SU took place in February 2024 and agreed to share draft agendas in advance of meetings to aid understanding of committee business.
R2b	4. Culture & Behaviours	Opportunities are provided for students to have more direct contact with the chair and other lay members.	Enabler	Invitations will be made to lay members to meet with the incoming sabbatical team each summer (June 2022). Encouragement will be given to use this event to make informal links.
R2c	4. Culture & Behaviours	The practice of excluding Students' Union Executive Members in a different way to others is discontinued.	Procedural	Completed
R3a	5. Governance Capability	Considers the breadth of Council membership (lay, staff and student), and the extent to which governance structures reflect modern society with its richness of lived experiences and talent.	Structural	Council and other committees have minimum membership targets of 40% female and 15% BAME. Council and vast majority of Tier 1 committees meet these minimums. Where the minimum is not met it is largely a consequence of <i>ex officio</i> membership of committees.
R3b	5. Governance Capability	Use any gaps identified to set benchmarks for Council membership, and these are incorporated into the skills matrix.	Enabler	Skills matrix aligned to new strategy implemented since June 2022. Completed.
R3c	5. Governance Capability	Develops a range of rigorous attraction and search strategies, including more novel approaches to recruiting to create a pool of high calibre and diverse candidates.	Enabler	Completed. Report on work undertaken through Governance and Nominations Committee went to June 2022 Council.
R3d	5. Governance Capability	Reviews lay member involvement in the consideration of EDI topics and considers whether more overt Council sponsorship and expertise is required in this area and the extent to which Council members would benefit from a dedicated development session.	Enabler	EDI made formal committee of Council (first meeting January 2023). EDI Core Plan currently under development (March 2024).
R3e	5. Governance Capability	Ensures the Council paper template is amended so that regular EDI discussion is integrated into consideration of all key topics.	Enabler	Completed. EDI considerations now included as standard on Council coversheet.

- Council has indicated it does not wish to take this action forwards at this time
- Implemented or largely implemented
- In progress, ready to be implemented
- Requires further reflection by Council and/or its sub-committee

Ref	Report Section	Recommendation	Type	Actions
R4	5. Governance Capability	Once a year, all Council members discuss with the Chair or Secretary how they can best be supported to enable them to make the most effective contribution to the work of Council.	Enabler	Meetings undertaken in summer 2022 and 2023.
R5a	6. Governance Structures	Reviews its committee system to reduce the number of committees, redirecting their focus to strategic development away from monitoring past activity.	Structural	Revised committee structure implemented for 2022/23. Further review of committee ToR and composition coming to March 2024 Council.
R5b	6. Governance Structures	Gives Nominations Committee a revised role in respect of governance.	Structural	Revised terms of reference and renaming to Governance and Nominations Committee approved by March 2022 Council.
R5c	6. Governance Structures	Dissolves the Chair's Advisory Group (CAG) .	Structural	Completed.
R6	7. Governance Processes	Review governance paper templates so they provide prompts to identify the nature and scope of any debate required, specific recommendations, with alternatives and the impact of any proposal on any key policy objectives.	Procedural	Successful implementation of coversheet for papers, including action box and executive summary.
R7a	7. Governance Processes	The Nominations (& Governance Committee) should consider an action plan to improve to improve the quality of the papers.	Procedural	Work on paper quality undertaken in 2022/23 and disseminated through committee secretaries forum and presentation at University Leadership Group. Further training for paper writers being developed by Registry and Planning.
R7b	7. Governance Processes	The Nominations (& Governance Committee) should consider an assessment of members' preferences for technological support for collaborative governance working.	Procedural	Completed. Successful implementation of Board Intelligence portal.
R8a	7. Governance Processes	Senate is asked to express an annual opinion on the maintenance and possible enhancement of academic standards and quality.	Enabler	Completed. Revised assurance report provided to November Council and this will remain part of future annual cycle of business.

- Council has indicated it does not wish to take this action forwards at this time
- Implemented or largely implemented
- In progress, ready to be implemented
- Requires further reflection by Council and/or its sub-committee

Ref	Report Section	Recommendation	Type	Actions
R8b	7. Governance Processes	As part of the development of the University's new strategy, a set of key performance indicators is determined and for each of those a suitable comparator group is established and an annual comparative performance report is produced to monitor progress.	Enabler	New KPI reporting framework agreed in June 2022 that maps to new strategy. KPIs reported to Council in November of each year.
R8c	7. Governance Processes	Pay benchmarking is provided to the Remuneration Committee as recommended by the CUC Code on Senior Remuneration.	Procedural	Completed. Director of HR actioned for June 2022 meeting of Remuneration Committee and now established as standard practice.
R9	7. Governance Processes	There should be a standing item on all committee agenda papers at which a rolling future work programme is considered.	Procedural	Implemented for October 2022 Council which received cycle of business including expected items for forthcoming year. Council now receives in October each year. Recommended other committees follow the same format.
R10a	7. Governance Processes	All agendas should in future have indicative timings to signal those papers that need discussion.	Procedural	Completed. Council agendas have indicative timings. BI Committees all have indicative timings and recommended to other committees.
R10b	7. Governance Processes	Any report that does not have a formal decision needed or present options should be placed in the section of the agenda not for discussion.	Procedural	Completed. Use of sections A (for discussion), B (for approval) and C (for information) is standard practice on agendas now.
R10c	7. Governance Processes	Items for substantive discussion should be first on the agenda.	Procedural	Completed. The updated approach to agenda setting and paper preparation has addressed this point.
R10d	7. Governance Processes	Council trials use of more discursive approaches to consider emerging issues.	Enabler	New paper template and coversheet have helped facilitate a more discursive approach.
R10e	7. Governance Processes	More papers should be moved to the section of the agenda where they are not discussed	Procedural	Completed. The updated approach to agenda setting and paper preparation has addressed this point.
R11a	7. Governance Processes	Any meeting over 2 hours should have a timetabled break.	Procedural	Completed. Will be incorporated into the timings for relevant meetings.
R11b	7. Governance Processes	Nominations (& Governance) Committee should agree on a meeting review methodology – this should include an option where members express a view on the quality and ease of the papers.	Procedural	Committee effectiveness review methodology agreed and implemented since June 2022. The methodology contains a question about quality and ease of papers.

- Council has indicated it does not wish to take this action forwards at this time
- Implemented or largely implemented
- In progress, ready to be implemented
- Requires further reflection by Council and/or its sub-committee

Annex Two

Detailed Methodology Including Questionnaire Questions and Results

Methodology

Section 3 of the main report sets out the terms of reference of the review and the composition and membership of the Review Working Group. The Review was conducted via a combination of an online questionnaire to Council members, 1:1 and small group interviews, and desk-based review by the secretariat. The latter included information on the size of governing bodies and committee structures at comparator universities (Annex Three) as well as details of how the University complies with the CUC Code of Governance (Annex Four). The actions taken in response to the 2021 review recommendations were also considered (Annex One). The Working Group also reflected on the recently restructured and updated Schedule of Delegation (Annex Five) and an analysis of major committees and their compliance with their terms of reference (Annex Six).

Table 1 sets out the terms of reference agreed for the review and the methods of evaluation used for each and Table 2 provides a summary of the arrangements for questionnaire and interviews. The final section of this Annex provides the full responses to the questionnaires including the free text comments.

Table 1

Terms of Reference / Area of Enquiry	Method of Evaluation
1. Actions taken on recommendations of 2021 Review	Desk based review by secretariat, Summary of actions considered by Working Group. Impact evaluated via questionnaires and interviews.
2. The effectiveness of Council meetings themselves in transacting business, obtaining assurance, and governing the University.	Questionnaire Interviews
3. Compliance with the revised CUC Code of Governance and the AdvanceHE Framework for effectiveness reviews.	Desk based review by secretariat, considered by Working Group.
4. The composition, effectiveness and size of Council and its sub committees (including Joint Committees with Senate)	Questionnaire Interviews Desk based comparator review by secretariat Analysis of committee terms of reference and meeting agenda items
5. Council's ability to execute its oversight of strategy	Questionnaire Interviews
6. Council's ability to execute its EDI responsibilities	Questionnaire Interviews
7. How authority from Council is delegated to sub-committees and officers	Analysis of committee terms of reference and meeting agenda items Discussion of revised schedule of delegation Interviews

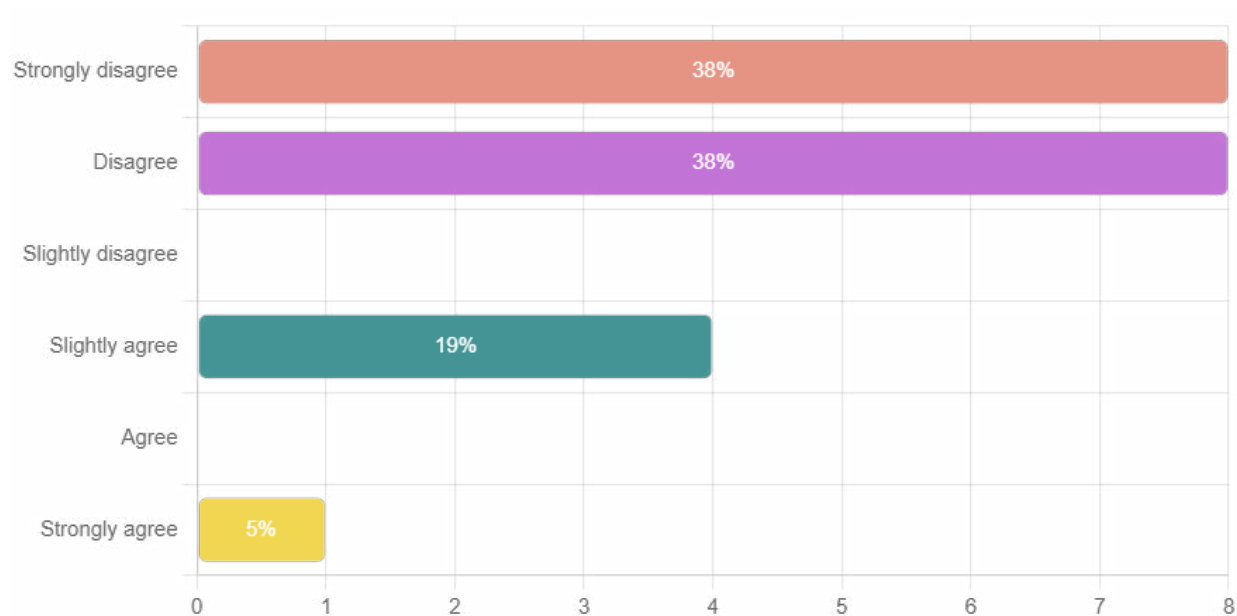
Table 2

Element of Evaluation	Method of Assessment
<p>1. Questionnaire for Council members</p>	<ul style="list-style-type: none"> Essentially the same as 2021 to provide a point of comparison. Nine questions on a six-point scale and two free-text questions (2021 used a seven-point scale). Opened in March 2024 for two weeks. 91% response rate = 21 out of 23 Members completed. (2021 response rate 61%, 14 out of 23 members).
<p>2. Interviews with members of Council and other interested parties, including Senior Officers in attendance at Council meetings</p>	<ul style="list-style-type: none"> 15 interviews with individual members of Council for Pro-Chancellors, lay members not on Working Group, executive staff members and CFO. Three group interviews for: Students' Union members; staff members not on review group; senior staff linked to Council business. Interviews undertaken between 14 May and 3 June 2024 Interviews conducted by either Richard Taylor and Jennifer Nutkins, or Jennifer Nutkins and Luke Vulpiani.

Questionnaire Results and Analysis Council Effectiveness Review 2024

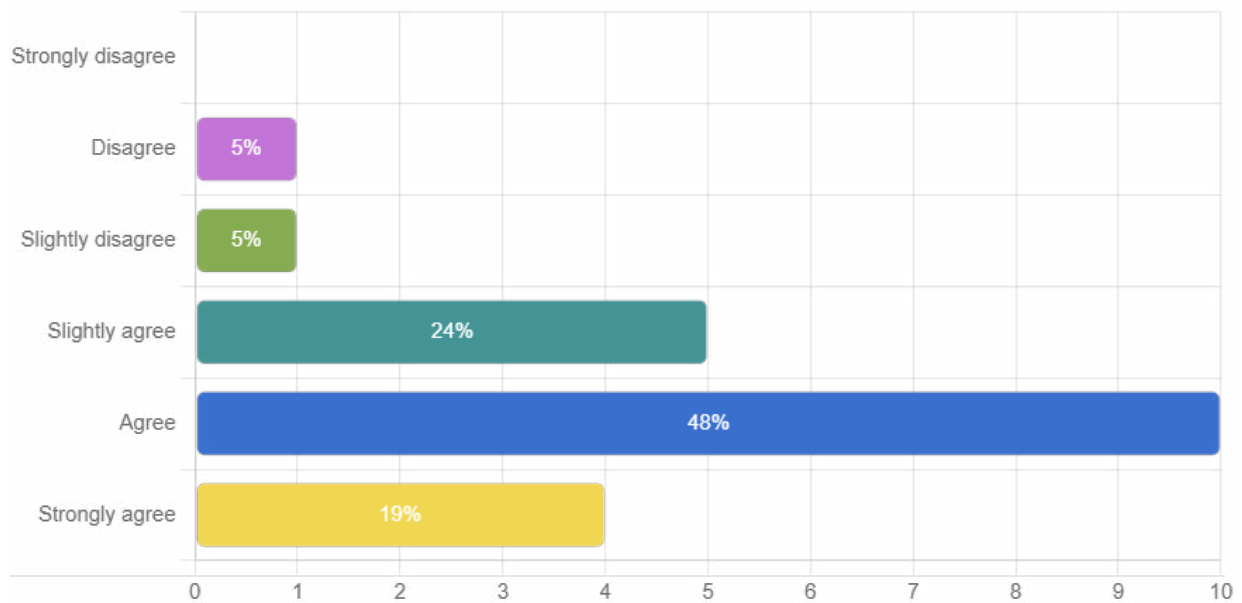
1. I find the format of the meetings and the way they are chaired does not allow me to make a full and impactful contribution to Council business.

Please indicate your level of agreement



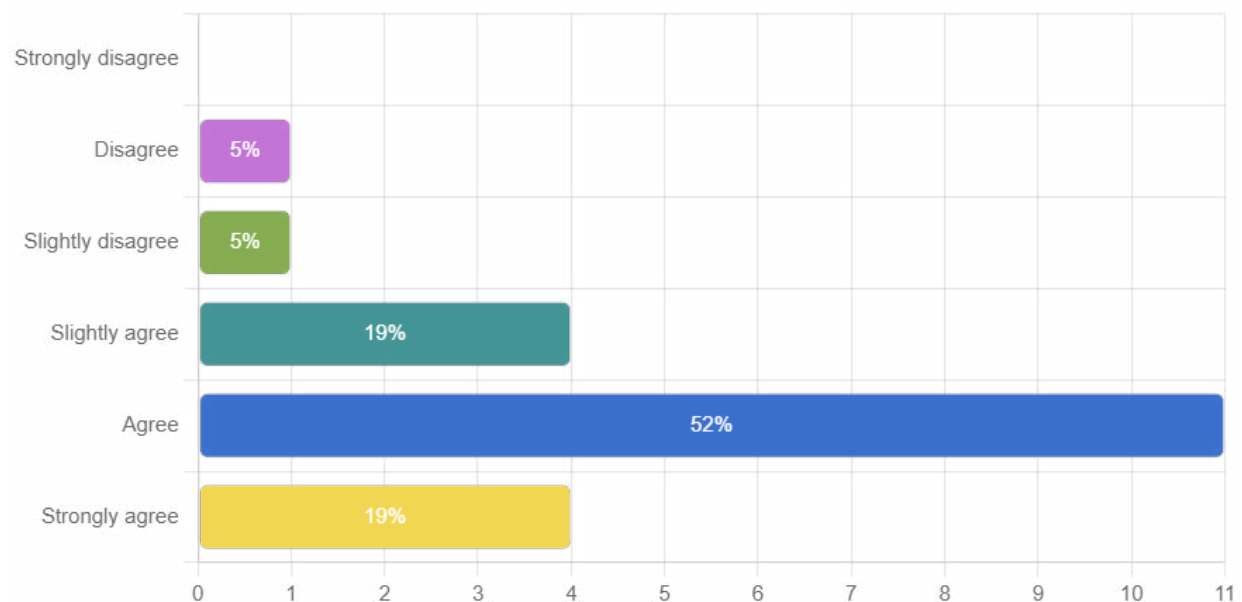
2. Papers are helpful in summarising the key information necessary to underpin effective debate and decision making.

Please indicate your level of agreement



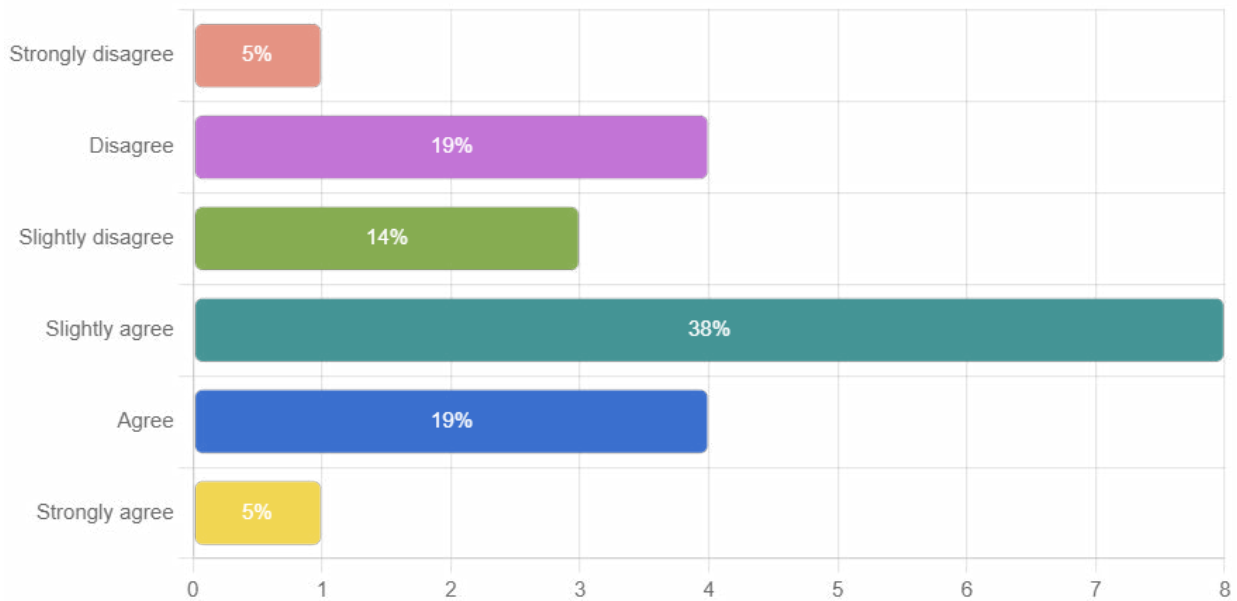
3. Discussions at and decisions made by the governing body are informed and challenged by a variety of perspectives and ideas.

Please indicate your level of agreement



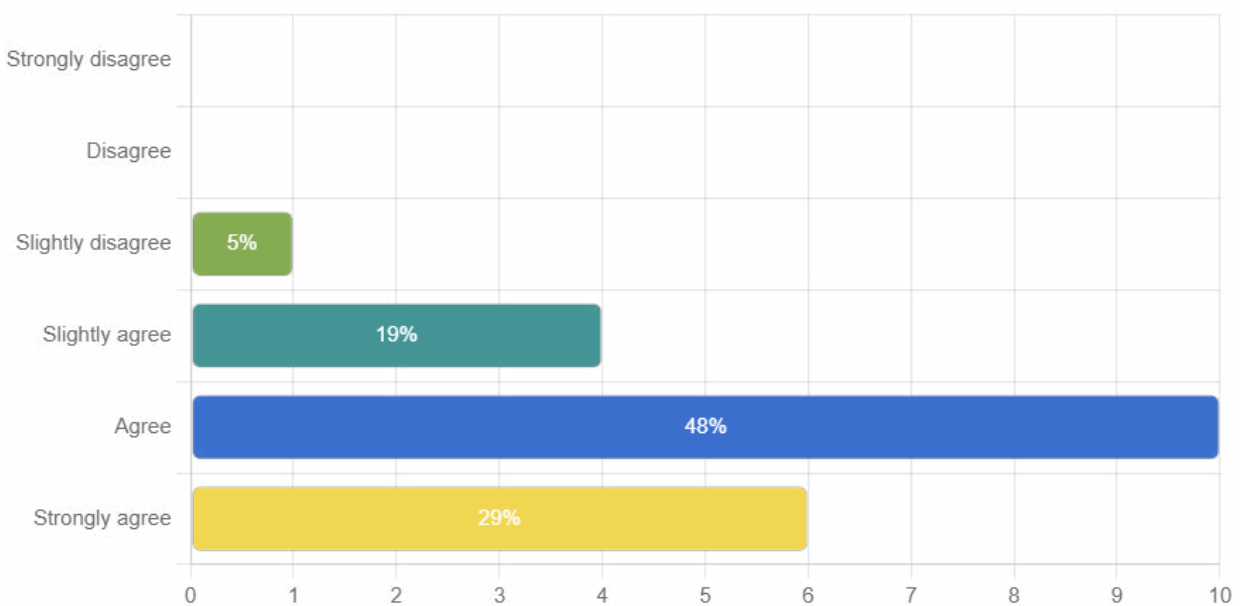
4. Limited diversity within the governance structure reduces the organisation's ability to respond to 21st century challenges.

Please indicate your level of agreement



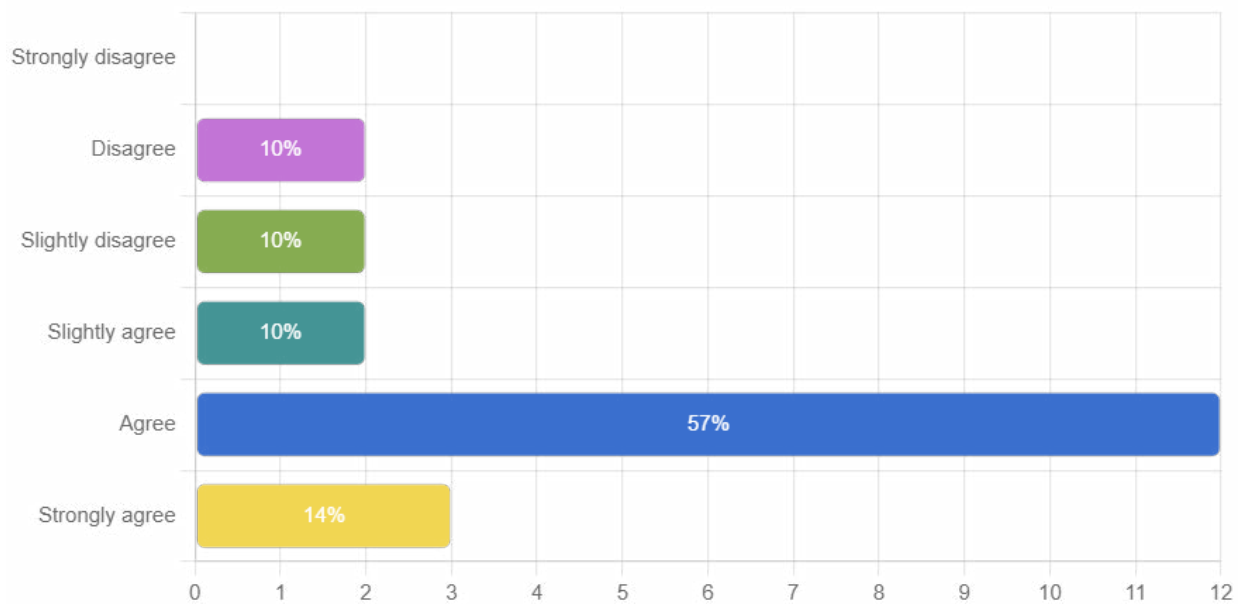
5. Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making.

Please indicate your level of agreement



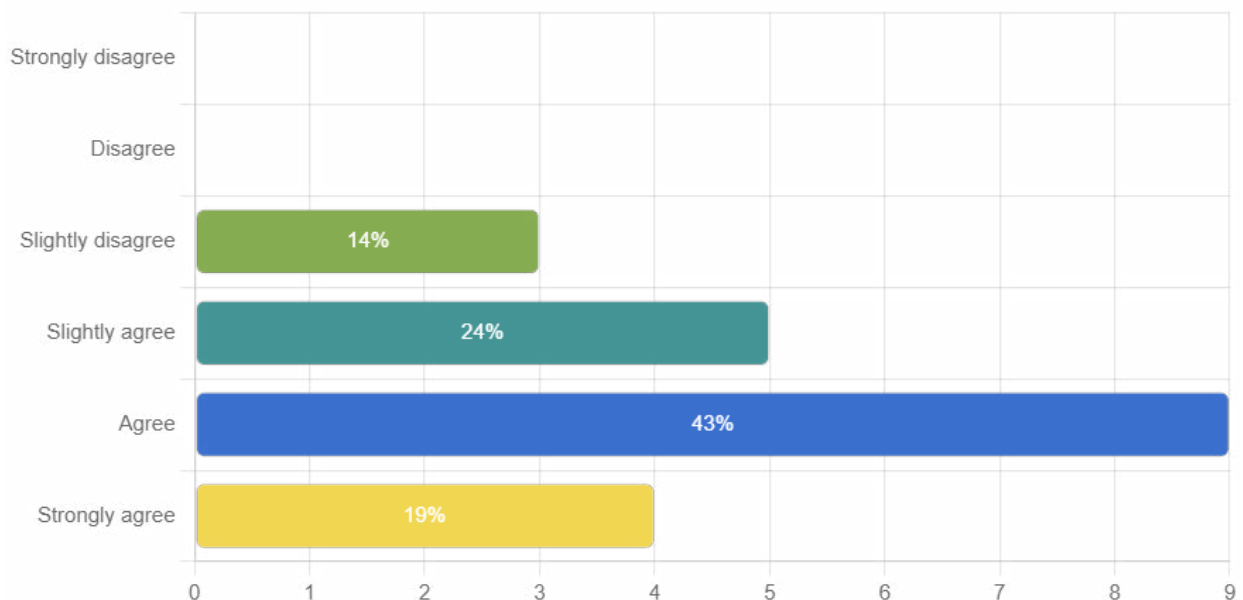
6. I feel that my skills and experience are fully utilised for the benefit of the governance of the University

Please indicate your level of agreement



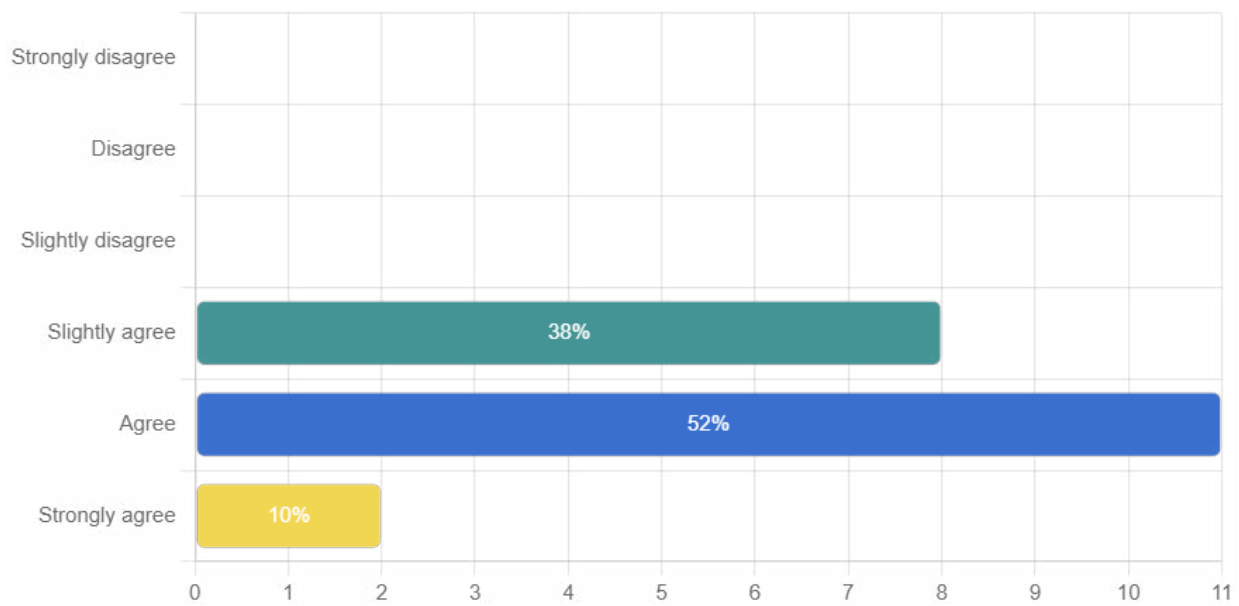
7. Is actively involved in the formulation, approval and review of the institutional strategy and Core Plans?

Please indicate your level of agreement



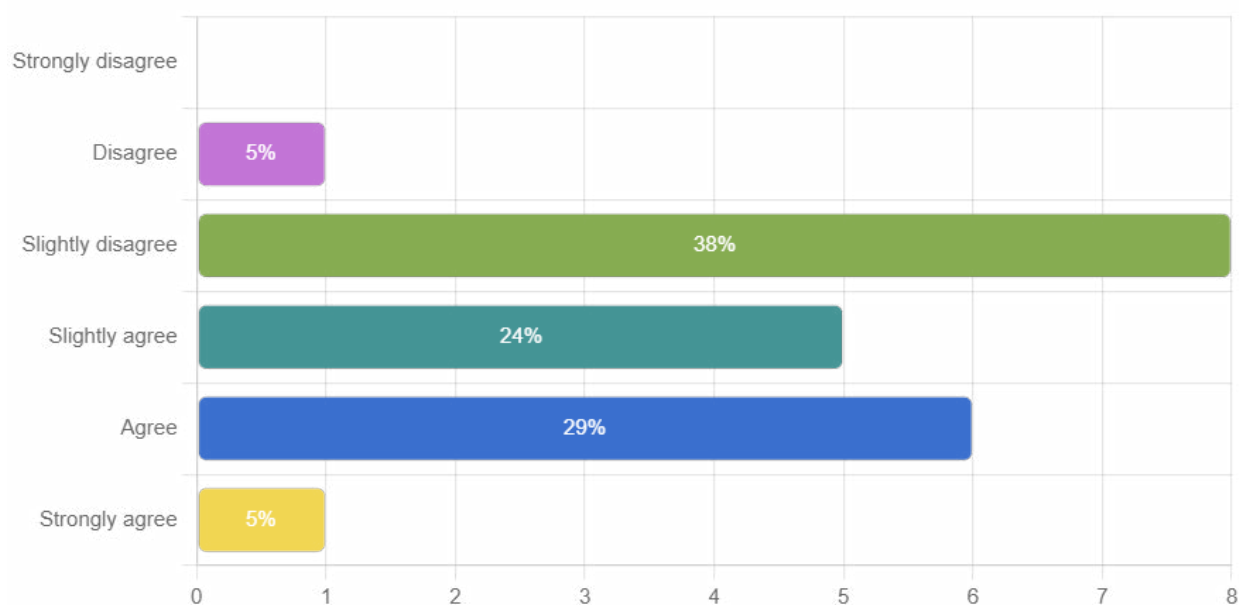
8. Effectively monitors institutional performance, including through the use of agreed KPIs, which are stretching and attainable?

Please indicate your level of agreement



9. Regularly reviews comparative performance with relevant peer institutions through processes such as benchmarking?

Please indicate your level of agreement



Responses to the Free Text Questions

10. Do you have any experience of good governance practices in other organisations which the University might consider adopting?

- *I have been surprised at the relatively limited level of challenge to the executive.*
- *N/A*
- *Happy to discuss in my meeting with Jennifer and Luke in June.*
- *Structuring the agenda to reflect the key elements of the strategy/core plan/business plan so we can see at every meeting that we are addressing relevant elements of the strategy*
- *Yes – and the University is adopting them !*
- *Using a short CEO report and a summary of the key performance measures as a standard item at every quarterly meeting*
- *Regular refreshers on key duties and obligations for board members.*
- *Nothing which I don't already observe at the University re structure and organisation.*

11. Do you have any other comments, reflections or suggestions on how governance at Loughborough could be enhanced?

- *Members seem to have limited opportunity to shape agendas (eg by suggesting topics for discussion or outside speakers).*
- *How membership of subcommittees is established is opaque.*
- *The level of detail in papers varies enormously by topic, but this does seem to correlate with the level of discussion required. Management should consider how best to use Council members' limited time.*
- *There should be a greater connection between committees and the Council; there is little discussion at Council of committee business and decisions.*
- *To have interim KPIs for the University Strategy Core Plans*
- *If Council is serious about improving diversity in it's make up then it must act upon it. At the moment when considering new lay members it appears that EDI is considered, if at all, at the end of the process. It is supposed to be entwined in our core values. A step change is required.*
- *Happy to discuss these with Jennifer and Luke when I meet with them in June.*
- *We had a good discussion at the March 2024 Council on the funding landscape for HE in England – we probably need more of this type of discussion and less on, for example, submissions made to the OfS. I am not sure when the induction process for council members was last looked at but I think quite a lot of knowledge about the structure of the University – departments, schools, academia etc is assumed*
- *Governance is good !*
- *Tying in with the above comment, having external speakers from time to time on key topics affecting the sector can be helpful.*
- *Ensuring we hear from a diverse range of people is vital to ensure good governance. The one thing which I feel has been lacking at the Council sessions is hearing the voice of the student on a range of topics. We hear a lot from leadership and the academic side of the University, but very rarely hear from students. The Council papers have greatly improved during my time on Council, but can still be improved to ensure a clearer executive summary, which leads to improved clarity on the issue at hand, less detail, and prompts good discussion and debate.*

Comparison between 2024 and 2021 Questionnaire Results

Question	2024 Average (6 point scale)	2021 Average (normalised to 6 point scale)	Change
1. I find the format of the meetings and the way they are chaired does not allow me to make a full and impactful contribution to Council business.	4.8	4.7	Marginal improvement
2. Papers are helpful in summarising the key information necessary to underpin effective debate and decision making.	4.7	4.7	No change
3. Discussions at and decisions made by the governing body are informed and challenged by a variety of perspectives and ideas.	4.7	4.6	Marginal improvement
4. Limited diversity within the governance structure reduces the organisation's ability to respond to 21st century challenges.	3.4	3.2	Marginal improvement
5. Governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making.	5.0	4.2	Noticeable improvement
6. I feel that my skills and experience are fully utilised for the benefit of the governance of the University.	4.6	4.8	Marginal decline
7. Is actively involved in the formulation, approval and review of the institutional strategy and Core Plans?	4.7	5.5	Noticeable decline
8. Effectively monitors institutional performance, including through the use of agreed KPIs, which are stretching and attainable?	4.7	5.3	Noticeable decline
9. Regularly reviews comparative performance with relevant peer institutions through processes such as benchmarking?	3.9	3.9	No change

Notes:

Questions 1 and 4 are negatively framed so were coded as Strongly disagree = 6 to Strongly agree = 1, all others coded the other way round in the above.

Question 7 did not include reference to Core Plans in 2021.

Annex Three

Comparison of Size of Governing Bodies and Committees Structures

Executive Summary

As part of the Effectiveness Review the Working Group considered the current size of Council and its associated Committees as compared to a selection of other institutions as follows: Bath, Bristol, Durham, Exeter, Leicester, Nottingham, Sheffield and Warwick.

The comparator institutions were drawn from a longer list of institutions that the University uses for peer benchmarking. A subset of these institutions was selected based on size, shape and regionality to ensure a suitable point of comparison for governance structures and functions.

The information below provides an overview of how Loughborough's Council and committee structure compares to other governing bodies.

Size of Council

The size of the governing bodies ranged from 25 to 17. Loughborough is at the higher end with 23 members, which is due to increase to 24 in 2024/25 following Council's approval of an additional co-opted lay member taking the total of co-opted members to 10.

All governing bodies have a majority lay membership, except for Durham which has an equal number of lay and non-lay members. Small governing bodies tended to have fewer staff and Students' Union Executive Members.

Committees

The Committee comparison is with Council and Joint Senate-Council committees. The information is that which is readily available on public websites so there is the possibility that it is not complete.

All comparator institutions have an Audit and Risk Committee, Nominations Committee and Remuneration Committee. These are the key governing body oversight functions stipulated by the Chair of University Committees Code of Governance. The comparator institutions have a broad and diverse range of other Committees and structures, which reflect the priorities of the particular institution.

Working Group Consideration

The Working Group considered the comparator data at its meeting on 11 June. The Group were satisfied the size of Council and its committee structure were effective and suited the governing structure and ethos of the institution.

Size of Governing Body

	Loughborough	Bath	Bristol	Durham	Exeter	Leicester	Nottingham	Sheffield	Warwick
Governing body size	23	19	25	24	20-22	19	17	19	22
Lay v staff and students members	13-10	10-9	17-8	12-12	10/12-9	12-7	10-7	11-8	13-9

Governing Body Committees

Loughborough	Bath	Bristol	Durham	Exeter	Leicester	Nottingham	Sheffield	Warwick
Audit and Risk Committee	Audit and Risk Assurance Committee	Audit and Risk Committee	Audit and Risk Committee	Audit and Risk Committee	Audit and Assurance Committee	Audit and Risk Committee	Audit and Assurance Committee	Audit and Risk Committee
Governance and Nominations	Nominations Committee	Nominations Committee of the Board	Governance and Nominations Committee	Council Nominations Committee	Nominations Committee	Nominations Committee	Nominations Committee	Nominations Committee
Remuneration Committee	Remuneration Committee	Remuneration Committee	Remuneration Committee	Remuneration Committee	Remuneration Committee	Remuneration Committee	Senior Remuneration Committee	Remuneration Committee
Equity, Diversity and Inclusion Committee		EDI Oversight Committee			People, EDI and Wellbeing Committee		Equality, Diversity and Inclusion Committee	
Finance Committee	Finance Committee	Finance and Infrastructure Committee	Finance Committee		Finance and Infrastructure Committee		Finance Committee	Finance and General Purposes Committee
Health, Safety and Environment Committee				Health and Safety Committee	Health and Safety Committee			
Human Resources Committee			People and Organisational Development Committee					
Infrastructure Committee								University Estate and Environment Committee
Operations Committee								
University Honours Committee		Honorary Degrees Committee						
	University Ethics Committee		Student Appeals Committee	Ethics Committee	Investments Committee			Art Collection Committee
	Grievance Committee		University Executive Committee	Joint Committee for Consultation and Negotiation				Fundraising Ethics Committee
	Investment Sub-Committee							
	Redundancy Committee							
	University Commercialisation Executive Board							

Annex Four

Compliance with Committee of University Chairs' Higher Education Code of Governance

Executive Summary

The Committee of University Chairs (CUC) is the representative body for the Chairs of UK universities. The CUC provides information and guidance on best practice in Higher Education governance, including the Higher Education Code of Governance, HE Audit Committees Code of Practice and Higher Education Senior Staff Remuneration Code.

The CUC Code of Governance has been developed to support governing bodies deliver the highest standards of governance across their institutions. The purpose of the Code is to identify the key values and elements that form an effective governance framework.

The April meeting of the Review Working Group considered Loughborough's compliance with the CUC code provided in the table below.

The Working Group were satisfied that Loughborough was compliant with the Code, noting that there were two areas that required attention:

1. The 2024 Review should undertake further consideration of appointing a Senior Independent Governor as stipulated in 5.8 of the CUC Code.
2. The institution's approach to strategic risk would be explored further in the Review interviews particularly with the Lay members who were members of Audit and Risk Committee.

The Compliance with the CUC Remuneration Code and Audit Code were primarily seen as the responsibility of Remuneration Committee and Audit and Risk Committee respectively.

Compliance with Committee of University Chairs Code of Governance

Element	Summary	How Loughborough meets requirement
<p>1. Accountability The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit</p>		
	<p>1.1 Overall responsibility for all decisions with significant reputational implications for institution's sustainability (including partnerships or collaborations), including: legal and regulatory requirements; compliance with statutes, ordinances and articles; and requirements in respect of public funding issued by bodies.</p>	<p>Annual Financial Statements Audit and Risk report to each meeting Health, Safety and Environment Report to each meeting Office for Students Reportable Incidents reported to each meeting even if no event to report Common Seal use reported to each meeting Prevent Monitoring received in November each year</p>
	<p>1.2 Comply with case law and legislation governing charities in the exercise of their duties.</p>	<p>High calibre professional staff, membership of relevant networks, internal controls, internal audit reviews.</p>
	<p>1.4 All members share legal responsibilities and obligations. Duty to record and declare any conflicts of interest.</p>	<p>Register of Interests completed and published annually Declaration of interests first item on agenda for every Council meeting</p>
	<p>1.5 Conduct affairs in an open and transparent manner, supported by the publication on websites of relevant information on regulatory compliance and accountability, the use of public funding, value for money and other performance information.</p>	<p>Governance webpages</p>
	<p>1.6 Clear separation of roles and responsibilities between the Executive and the governing body with delegated authorities to the Head of Institution (HoI) and committees</p>	<p>Schedule of delegation Committee Terms of Reference</p>

Element	Summary	How Loughborough meets requirement
<p>2. Sustainability Working with the Executive, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.</p>		
	2.1 Set the values and standards that underpin the institution's strategy and operation.	Strategy oversight Values discussed at October 2023 Council away
	2.2 Engage in development of the strategy and formally approve or endorse the strategic plan. Ensure the strategic plan is supported by plans or sub-strategies which assure financial, academic and other regulatory duties.	Council approves and scrutinises strategy Core Plans Approved by Council
	2.3 Ensure adequate information to monitor and evaluate performance against the strategic plan.	KPIs
	2.4 Understand the external environment and – along with the Executive – identify, understand and manage risk appetite and strategic risks and opportunities for the institution.	External environment item on June agenda annually
	2.5 Assure that academic governance and standards are robust and effective, including the integrity of academic qualifications and academic risks.	Degree outcomes statement NSS results considered annually PVC Education and Student Experience and PVC Research and Innovation at every meeting Academic Quality and Standards Assurance Report received in November each year
	2.6 Assure the conditions of funding as set by regulatory and funding bodies and other major institutional funders are met.	Financial update item on every Council agenda Office for Students Financial Return and Annual Financial Statements considered in November each year.
	2.7 Maintain, promote and protect the principle of academic freedom.	Statute XXI Ordinance XLIV Policy and Procedure on the Determination of the Application of Academic Freedom

Element	Summary	How Loughborough meets requirement
	2.8 Uphold freedom of speech within the law.	New code of practice on freedom of speech approved by council in November 2023.
	2.9 Effective remuneration of all staff, especially the Vice-Chancellor and their immediate team.	Remuneration Committee
	2.10 Establish a Remuneration Committee to consider and determine the emoluments of the Vice-Chancellor and other senior staff.	Remuneration Committee
	2.11 Ensure audit function (usually via Audit Committee) and assess compliance to CUC guidance on the role of Audit Committees.	Audit and Risk Committee
	2.12 Consider and act upon annual audit report from Audit Committee or equivalent and approve audited annual financial statements	Annual financial statements and internal and external audit reports considered at November Council.
<p>3. Reputation</p> <p>The governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.</p>		
	3.1 Act ethically in line with the principles of public life (the Nolan principles), the institution's own ethical framework, and the interests of the institution, its students and other stakeholders.	Nolan Principles Annual Good Governance Declarations Fit and Proper Persons Conflict of Interests Policy Ethics Framework Financial Regulations Anti-Bribery Policy
	3.2 Act, and be perceived to act, impartially, and not be influenced by social or business relationships.	Nolan Principles Annual Good Governance Declarations Fit and Proper Persons Conflict of Interests Policy Ethics Framework Financial Regulations Anti-Bribery Policy
	3.3 Ensure decision-making processes and those of the institution are ethical and free of any undue pressures from external interest groups.	Nolan Principles Annual Good Governance Declarations Fit and Proper Persons Conflict of Interests Policy Ethics Framework Financial Regulations Anti-Bribery Policy
	3.4 Abide by the principle of collective decision making and avoid putting specific interests or personal views before those of the institution.	Careful recruitment practices, induction and development. Nolan principles and University values.

Element	Summary	How Loughborough meets requirement
	3.5 Effective communication with relevant stakeholders, including: the reporting of significant changes in circumstances and how information is published and reported to stakeholders.	Effective processes with regular internal audit ensure statutory reporting complied with. OfS working group ensures reportable events identified. External comms strategy delivered by Marketing and Advancement under recent Project Reputation.
	3.6 Students' Union or association operates in a fair, democratic, accountable and financially sustainable manner.	Annual Report on Students' Union Elections and Students' Union Annual Report considered in June each year.
	3.7 Transparent, effective and published process for making and handling a complaint or raising a concern, including effective process for investigating whistleblowing.	Complaints Ordinance Annual Report on complaints to June Council Subscribe to the OIA Whistleblowing policy
	3.8 Ensure any remuneration to members commensurate with duties carried out, reported in audited financial statements, consistent with charity and employment law, and the institution's values and ethos.	N/A
<p>4. Equality, inclusivity and diversity.</p> <p>The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.</p>		
	4.1 Ensure compliance with equality and diversity legislation.	Compulsory EDI training for all new staff Race Equality Charter Athena Swan Harassment and Bullying Policy Reporting mechanisms for staff and students
	4.2 Ensure arrangements to eliminate unlawful discrimination, harassment and victimisation, advance equality, foster good relations and promote an inclusive culture.	EDI Committee EDI Core Plan Gender Pay Gap including race pay gap Staff Experience Survey Compulsory EDI training for staff
	4.3. Review and report on institution's approach to equality, inclusivity and diversity, including annual equality monitoring report.	Access and Participation Plan Degree outcomes statement EDI reporting including gender pay gap

Element	Summary	How Loughborough meets requirement
	4.4 Reflect on its own composition and consider ways it can encourage diversity.	Composition and membership reviewed in October each year. Minimum targets for committees of 40% female and 15% BAME. Progress on targets reviewed every meeting by Governance and Nominations Committee.
<p>5 Effectiveness.</p> <p>The governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.</p>		
	5.1 Ensure operational and legal advice provided to members in relation to compliance with governing instruments, including standing orders.	Ordinance VIII University Governance Loughborough University (lboro.ac.uk) Expert advice from internal professional secretariat and Legal Services. External expertise sought where necessary.
	5.2 Appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions.	Skills matrix deployed and regularly reviewed by Governance and Nominations Committee.
	5.3 Appropriate size and composition to reflect the nature, scale and complexity of the institution. Understanding of the division between independent non-executive governors and executive governors. Have a committee sub-structure with specific consideration being given to Audit, Finance and Nominations committees.	Committee sub-structure includes Audit and Risk Committee, Finance Committee and Governance and Nominations Committee, induction and development of senior staff, lay and Students' Union Executive Members.
	5.4 All members question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.	Effectiveness responses in 2021 and 2024 indicate this is the case.
	5.5 Ensure Board culture reflects the articulated values and culture of the institution and that prevalent behaviours in the institution are consistent with its articulated values.	Evaluate via Effectiveness reviews and Staff experience survey
	5.6 Focus on strategic risks and emerging opportunities with enough flexibility to respond to these quickly and effectively.	Strategy standing item on Council agenda
	5.7 Suitable arrangement for the continuation of business in the absence of the Chair.	Paragraph 11.iii of Ordinance VIII establishes the role of the Deputy Chair of Council.

Element	Summary	How Loughborough meets requirement
	5.8 Consider appointing a Senior Independent Governor (SIG) or equivalent.	Was considered during 2021 Effectiveness review follow up.
	5.9 Ensure that members are fit and proper persons, including power and process to remove members from office if a member breaches the terms of their appointment.	Register of Interests completed and published annually Paragraph 6 of Ordinance VIII establishes the power and procedure to remove Council members from office.
	5.10 Establish a Nominations Committee (or equivalent) to advise on the appointment of new members, terms of office, the perceived skills balance required on the governing body, succession planning and skills refreshment.	Governance and Nominations Committee responsible for the consideration and search of lay members. GNoms recommends new lay members to Council for approval.
	5.11 Planned and progressive refreshing of membership – including evaluation of governing body members' performance.	Lay members have standard term 3-year, renewal once and a second time with the approval of council on recommendation of Governance and Nominations Committee, contribution considered carefully before reappointment, staff have 3 year terms and students usually one.
	5.12 Induction, updates and development for Governing body members.	All members provided with induction. Council dinners have offered opportunity to inform and discuss topical issues. Provision reviewed during effectiveness reviews.
	5.13 Regular, full and robust review of governance effectiveness with independent input every three years.	2021 Effectiveness Review of Council undertaken by AdvanceHE. 2024 Effectiveness Review receiving external input from Will Spinks, Halpin.
<p>6. Engagement</p> <p>Governing bodies understand the various stakeholders of the institution (globally, nationally and locally) and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.</p>		
	6.1 Ensure activities are in the interests of students (current and future) and other stakeholders.	Staff and Students' Union Executive Members of Council National Student Survey Staff Experience Survey Lay member chairs Joint Consultative and Negotiating Committee with trades unions

Element	Summary	How Loughborough meets requirement
	6.2 Assurance of regular, effective two-way communication with students, staff and other stakeholders, who must be advised of any major issues arising.	<p>Staff and Students' Union Executive Members of Council</p> <p>Staff survey results reported to Council</p> <p>Staff representation on governing body</p> <p>Student representation on governing body and other relevant committees</p> <p>General Assembly (Statute XV) paragraph 5: <i>The General Assembly may discuss and declare an opinion on any matter relating to the University, including any matter referred to it by the Council or the Senate, and may, if it so decides, submit resolutions to the Council or Senate.</i></p>
	6.3 Promote and ensure the social, cultural, economic and environmental impact of the institution. Report institutional success and achievements to stakeholders and advise of any material changes in policy or circumstance.	University strategy encompasses these themes with KPIs to enable Council to monitor.
	6.4 Promote a collegiate, collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensure that interactions are guided by the values, ethics and culture of the institution.	<p>University Values</p> <p>Staff and Students' Union Executive Members of Council</p>
	6.5 Assure the benefits and risks of significant partnerships or working arrangements with other organisations, ensuring effective governance and risk management arrangements are in place to support the partnership	<p>Partnerships Core Plan</p> <p>Audit and Risk Committee</p> <p>Annual report on Academic Partnerships</p>
	6.6 Ensure the institution is accessible and relevant to its local communities, to deliver public/community benefit and economic, civic duties, cultural and social growth.	<p>Community Donation Fund</p> <p>Loughborough Campus and Community Liaison Group</p> <p>Community Newsletter</p> <p>Student RAG activities</p> <p>Campus Facilities</p>

Annex Five

Schedule of Delegation

Executive Summary

The Schedule of Delegation records where authority rests within the University for particular decisions made in the name of or on behalf of the University. The Schedule can be viewed clicking [here](#).

It is a critical part of University governance and the assurance of University activity and business. The Committee of University Chairs Code of Governance stipulates:

1.6 There needs to be a clear separation of roles and responsibilities between the Executive and the governing body with delegated authorities to the Hol and any committees that exist.

Loughborough's Royal Charter establishes Council as the Governing body of the University:

11.iii The Council shall be responsible for the management and administration of the revenue and property of the University and, except as may otherwise be provided in this Our Charter, shall have general control over the University and all its affairs, purposes and functions and shall have all such other powers and duties as may be conferred upon it by the Statutes or Ordinances.

Under the Royal Charter (paragraph 12) Senate is responsible for academic and student matters, with Council retaining overall oversight.

Authority is delegated from Council to a Committee, or an executive officer, who has responsibility for executing the authority.

The previous University Schedule of Delegation was developed with a consultant in 2016 and it was largely obsolete by 2024, owing to changes to the University Committee Structure, Strategy and new roles in the University executive team.

A new Schedule of Delegation has been drafted led by the Director of Legal Services in partnership with the Academic Registry and reporting to the Chief Operating Officer. The Chief Financial Officer also had input to the process. Responsibility for maintaining and updating the Schedule will be overseen by the Director of Legal Services and the Assistant Secretary to Council.

The Schedule of Delegation maps the key governance delegations within the institution. Following adoption of the new Schedule, authority matrices will be mapped for operational delegations.

Loughborough University Schedule of Delegation

Introduction

The purpose of the Schedule of Delegation is to record where authority rests within the University for particular decisions made in the name of or on behalf of the University. The Schedule can be viewed [here](#).

The schedule identifies responsibility for the delegated authority ('approval') stage of decision-making and for assurance in relation to the approval stage of decision-making. The delegated authority relates to the [Primary Responsibilities of Council](#) and how these are discharged.

The Schedule does not include delegation for the operational implementation of particular processes, which are outlined in associated RACI matrices.

As a function of Council the Schedule is overseen by the Chief Operating Officer as Secretary to Council. Academic Registry and Planning have responsibility for the oversight of Governance matters at the University. The Director of Legal Services and the Assistant Secretary to Council have responsibility for maintaining and updating the Schedule. If, having considered the Schedule of Delegation, you are unclear where a certain decision may be taken, please contact the Assistant Secretary to Council.

Framework and Principles of Delegation

1. Loughborough University's [Royal Charter](#) establishes [Council](#) as the Governing Body of the University. Council has, subject to other terms of the Charter and the Statutes, responsibility for:
 - i. General control over the University and all its affairs, purposes and functions;
 - ii. The management and administration of the revenue and property of the University; and
 - iii. The custody and use of the Common Seal of the University.

The full [Primary Responsibilities of Council](#) can be read [here](#).

2. Council may delegate power to the Senior Pro-Chancellor and Chair of Council, the Vice-Chancellor, another Senior Officer, or to a Committee. Council cannot delegate decisions on the following matters:
 - The determination of the educational character and mission of the University
 - The approval of the annual estimates of income and expenditure
 - Ensuring the solvency of the University and the Corporation and the safeguarding of their assets
 - The appointment of the Vice-Chancellor and the Clerk
 - Proposals to vary or revoke the University's Articles of Government
3. The [Senior Pro-Chancellor and Chair of Council](#) has the power to act on behalf of the Council in matters of urgency subject to the action being recorded at the next meeting.

Additionally, a sub-group of Council may be convened to progress urgent matters as may be required where it has not been possible to discuss or provide the requisite approval at a Council or sub-committee meeting. It is not expected that any such

sub-group would include the Chair of the Audit and Risk Committee in order to preserve the scrutiny role of that Committee. Any action taken should be communicated to the full Council and recorded formally at its next meeting.

4. Council has established a series of Committees that report to Council with specific authority for particular decision-making and assurance responsibilities. Some of these Committees are established as joint Council-Senate Committees. These Committees in turn have a reporting structure of sub-committees where appropriate. The University's Committee Structure and individual Committee Terms of Reference and are available on the University's Committee webpages.

Committees of Council

- Audit and Risk Committee
- Governance and Nominations Committee
- Remuneration Committee

Joint Committees of Council and Senate

- Equity, Diversity and Inclusion Governance Committee
- Finance Committee
- Health, Safety and Environment Committee
- Human Resources Committee
- Infrastructure Committee
- Strategic Portfolio and Resources Committee
- University Honours Committee

5. Senate is the academic authority of the University and, subject to the overall responsibility of Council and the University's Charter, Statutes and Ordinances, has responsibility for regulating and directing the academic work of the University in teaching, research and the academic aspects of research and innovation, and for promoting the student experience. The complete specific functions of Senate are outlined in Ordinance IX paragraph 6.

Senate has established the following committees, which have a reporting structure of sub-committees where appropriate:

- Arts Committee
- Learning and Teaching Committee
- Prizes Committee
- Research and Innovation Committee
- Sport Committee
- Student Discipline Committee

6. The Schedule identifies where authority is delegated directly to a Senior Officer. Senior Officers regularly report to University Committees, including Audit and Risk Committee, Finance Committee and Senate, as well as to Council itself, in order to provide assurance to the governing body.
7. The limits/process column includes a note where Council has delegated authority to a Senior Officer or Committee to act and report to Council post-hoc.

Annex Six

Committee Terms of Reference Review

Executive Summary

Council is the governing body of the University, with ultimate responsibility for the Strategy, finance and legal matters, while Senate is the highest academic body in the University. Council has established a range of Committees (some joint with Senate) with delegated authority to transact business on its behalf. Committees are a core part of the University's governance structure and decision-making processes.

The relationship between Committees and how they assure Council for the business they conduct on its behalf are important to understand in order to assess the effectiveness of Council in governing the University.

The Effectiveness of Council Working Group considered the full Terms of Reference to Agenda mapping at its meeting on 17 September and approved the below summary of how Council receives assurance from its respective Committees.

Overall assurance is generally robust with scope for strengthening assurance for some Committees, primarily in terms of more explicit assurance to Council of the processes they oversee (i.e. Governance and Nominations Committee and Honours Committee). The EDI Core Plan and related KPIs were approved by Council in June 2024 and the renamed EDI Governance Committee will help to provide assurance to Council in relation to EDI through updates on the implementation of the Core Plan.

Committees provided assurance to Council as follows:

- Minutes from all committees go to Council as a matter of routine providing assurance to Council as to the oversight and effective functioning of committee business.
- Many Committees have oversight of a Strategic Risk and report to ARC which then reports to Council on risk overall.
- The work of many Committees is encapsulated in the Key Performance Indicators which Council receives.
- The Chair of Council Chairs Governance and Nominations Committee and Remuneration Committee.
- A lay-member of Council chairs Audit and Risk Committee and all Joint Committees (except for University Honours Committee and Strategic Portfolio and Resources Committee) have lay-member(s), providing a further layer of assurance.

Council approved the replacement of Operations Committee with the Strategic Portfolio and Resources Committee (SPaRC) in June 2024. SPaRC has significantly revised Terms of Reference from Operations Committee including oversight of the Strategy's Core Plans. It is suggested that review of SPaRC's Terms of Reference and agenda mapping is undertaken in summer 2025 after it has been operational for a year.

Committee	Assurance to Council	Suggested Action
Audit and Risk	Every Council meeting receives an ARC report as a standing item under Section A, which includes a written report and verbal update from the Chair. An ARC annual report goes to Council in November Internal and external audit reports and ARC sign-off of financial accounts are received in November.	None
Governance and Nominations	Council regularly receives items from Governance and Nominations Committee, primarily appointment of lay members to Council or other relevant committees.	Council could perhaps receive additional assurance on how GNoms undertakes and quality assures its search and nomination process.
Remuneration	An annual Report on Senior Staff Remuneration is received by Council in November.	The annual report could include a note on compliance with the Chairs of University Committees Higher Education Senior Staff Remuneration Code.
Equity, Diversity and Inclusion Governance	The Pro-Vice-Chancellor, Equity, Diversity and Inclusion provides a report to every Council meeting. EDI annual reporting for 2023 was contained in the PVC report. The Council coversheet contains a specific section for EDI considerations.	The PVC EDI portfolio role is current vacant. The EDI Core Plan was approved in June 2024 and delivery will be reported on as part of revised reporting to Council. Council's annual cycle of business indicates that Council should receive an EDI Compliance report in March each year.
Finance	Finance is a standing item in Section A of the Council agenda. Council received a financial sustainability briefing from the CFO in March 2024. Council signs off the annual accounts on the recommendation of Finance Committee and the executive in November.	None
Health, Safety and Environment	HSE is a standing item in Section A of the Council agenda. Council receives a compilation of the monthly HS bulletins for each Council meeting. An annual HSE report from the Chair of HSE is received every year in March	Could consider whether HSE needs to be a standing item in Section A or just annually.
Human Resources	Pay Gap Reporting (Gender and other pay gaps) Staff Survey	
Infrastructure	Capital Framework Progress Reports are provided as a standing item in Section C of the Council agenda.	Consideration could be given to whether Council wishes to receive more assurance from Infrastructure Committee.
University Honours	Council approves the nominations from Honours Committee	Consideration could be given to whether Council wishes to receive more assurance on the operation of Honours Committee and its processes for overseeing awards.

Annex Seven

External Input and Quality Assurance

Executive Summary

The following lists the meetings attended and documents reviewed by Will Spinks in order to provide external quality assurance of the Effectiveness Review as required by the Committee of University Chairs Code of Governance.

1. Meetings attended by Will Spinks

17/04/2024	Meeting with Mark Thurston, Chair of Working Group
29/04/2024	Working Group meeting
06/06/2024	Meeting with Richard Taylor, Jennifer Nutkins and Luke Vulpiani as Will was unable to attend the Working Group meeting on 11 June. Prior to the meeting Will reviewed the individual interview reports and a draft interview summary report. The review process to date was discussed, key emerging themes from the interview summary report and Will's recommendations for areas of focus.
16/09/2024	Working Group meeting

2. Documentation provided to Will Spinks

Date	Information Provided
27/03/2024	7 March Working Group Agenda, Papers and Minutes
27/03/2024	Effectiveness Review Methodology and Process Summary
28/03/2024	2021 AdvanceHE Effectiveness Review Report
28/03/2024	Links to University Council Website and annual cycle of business
28/03/2024	Effectiveness Review Questionnaire
15/04/2024	Questionnaire results, analytics and themes
26/04/2024	29 April Working Group agenda and papers
08/05/2024	29 April Working Group minutes
04/06/2024	Individual interview reports
05/06/2024	Interview summary report
27/06/2024	Council Paper COUN24-P44, updating Council on Effectiveness Review Actions
22/08/2024	Draft report initial sections (Methodology, Findings and Recommendations)

Annex Eight

Letter from Will Spinks Providing Quality Assurance



10 September 2024

Council Governance Process Quality Assurance

In the Annual Review and Financial Statements 2022/23, Loughborough University states that: “The University has continued to keep its compliance with the Higher Education Code of Governance, published by the Committee of University Chairs (CUC), under review and is confident its processes comply with the revised Code published in September 2020.”

The Higher Education Code of Governance (CUC Code) states “HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input” and recommends that this review takes place every three years.

Loughborough University’s last such review was initiated in March 2021 using external consultants and the final report was submitted to Council at its meeting in November 2021. Implementation of the recommendations was undertaken in 2021/22 and a revised committee structure was approved by Council in June 2022.

As suggested by the CUC Code, the University has complied with the CUC recommendation that a review takes place every three years. Whilst the 2021 review was led and essentially undertaken by external consultants, for the 2024 review, Council has agreed that it will be undertaken by University staff but with advice and sense checking from an independent governance consultant. The external consultant would essentially quality assure the process undertaken by the University through:

- Receiving the papers for the meetings of the Working Group
- Considering and advising the Working Group on the methodology for the review
- Attending the initial and final meetings of the Working Group if possible
- Acting as an occasional sounding board for the chair and secretariat
- Providing brief comments giving their opinion on the process for inclusion in the final report.

The Halpin Partnership were commissioned to provide this external advice and Will Spinks was appointed as the primary contact. Will has experience working on many reviews of governance effectiveness, in different parts of the HE sector.

Had Council commissioned a review of governance effectiveness largely led and resourced by external consultants, the process of gathering evidence would typically have include the following elements:

- Consideration of the progress made on the actions identified in any previous review.
- A Desk Review covering a range of governance related documents along with access to all papers and minutes for Council and its main Committees over the last 12 months.

- A structured questionnaire issued to all Council members and key officers.
- Interviews with Council Members and key officers.
- Observations of key meetings of Council and its main Committees.

Council can be assured that the process adopted by internal colleagues in this 2024 review, has largely followed the same process of data gathering by looking at progress made on recommendations made in the previous review, commissioning a desk review, issuing a questionnaire and conducting interviews with Council members and key officers.

The only significant difference in process is that there has been no independent observation of meetings of Council and its main Committees.

Council can also be assured that the quality of scrutiny and diligence applied by internal colleagues in the process has been of a very high order. Colleagues have considered progress against the previous review, scrutinised compliance with the updated CUC Code and listened carefully to feedback received from the questionnaires and interviews.

With respect specifically to the role requested of the external consultant by Council, Halpin can confirm that:

- papers for all meetings of the Working Group have been provided and reviewed;
- advice offered on both methodology and findings has been considered and acted upon;
- two meetings of the Working Group have been attended and input to a third was provided in advance when attendance was not possible;
- the Chair and Secretariat have sought advice and comment from the Halpin consultant outside of scheduled meetings and
- comments on the final report have been sought and included.

In addition, Halpin would like to thank colleagues from Loughborough for the spirit in which the review has been conducted. There has been both a very professional and diligent approach combined with a warm consideration of any advice or comment offered.

Council can be assured that this review of governance effectiveness has been conducted to a very high standard.

Annex Nine

Mapping of Recommendations to the AdvanceHE Framework

In formulating its findings and recommendations, the Review Group has been mindful of the Advance HE Framework for effectiveness reviews and placed significant emphasis on consideration of the impact of behaviours on outcomes and how the enablers of good governance could be enhanced (2024 Recommendations). The report itself is not directly structured in line with the Framework as this was considered to risk duplication with issues which fall under more than one Factor and/or Element of Practice but the findings and recommendations are categorised according to the high level elements of the Framework in the table below.

Factors	Elements of Practice	2024 Findings	2024 Recommendations
Behaviours	Culture, behaviours and values	4.1, 4.4, 4.5, 4.7	3.1, 3.3 4.1 6.1, 6.2
Outcomes	Strategy, performance and risk Impact, engagement and reporting	4.1, 4.2, 4.3, 4.4	
Enablers	Capability, competence and diversity Policies, structures and processes	4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7	1.1, 1.2, 1.3 2.1, 2.2, 2.3, 2.4 3.1, 3.2 4.1, 4.2 5.1 6.1, 6.2

Further details of the Framework are available at:

[A framework for supporting governing body effectiveness reviews in higher education | Advance HE \(advance-he.ac.uk\)](#)