Insights from the City St George's, University of London merger

October 2025

Purpose, aims and approach

This report is a reflective learning tool and a practical guide. Senior leaders, governing bodies and strategic advisers will find a grounded, experience-informed account of what matters most – before, during and after the merger decision.

Advance HE, City St George's, University of London and the Committee of University Chairs (CUC) collaborated to create a resource to benefit the wider higher education sector. Drawing on the lived experience of the City St George's merger and Advance HE's sector-wide expertise, this report, similar insights reports about the merger of the Health Sciences University and Anglia Ruskin University, and a planned merger roadmap aim to address a key gap in UK higher education: practical guidance on navigating the complexities and opportunities of university mergers.

Co-produced by Advance HE and City St George's, the report captures insights from key stakeholders across both legacy institutions. The Advance HE team brought together their expertise in governance, institutional cultures, systems thinking and change management to synthesise the merger journey and extract themes relevant to the sector.

This insight report will sit alongside other Advance HE resources and contribute to a growing body of knowledge on leading large-scale change. It is intended to support institutions considering or undertaking similar transformations.

The Advance HE project team independently gathered qualitative and quantitative data from a range of sources, with a focus on understanding the drivers behind the merger and stakeholders' experiences up to day one.

Advance HE extends its sincere thanks to all City St George's staff (from both legacy institutions) and members of the governing body for sharing their insights, the City St George's steering group members for their thoughtful contributions, collaborative spirit, and commitment to shaping a narrative that is open, reflective, and valuable to the sector. More information about the purpose and approach is in Appendix 3.

Kim Ansell, Senior Consultant, Governance and Transformation, Advance HE, wrote the report. Thanks and acknowledgement also go to colleagues with whom it would not have been possible to offer this insights report.

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Executive summary and key opportunities

Mergers are inherently complex, and like many major strategic initiatives, they require careful navigation across leadership, governance and management. In Section 3 of this report, we explore a range of key themes, each highlighting the importance of balance in decision-making and the needs for awareness of the implications. For example, the spectrum of decision-making between transparency and discretion in communications, speed and precision in execution, or vision and operational realities.

Every institution operates within its own unique context. This report is intended to support leaders and decision-makers in reflecting on the implications of their chosen approach. Once a decision is made to proceed to merger or major transformation there is a substantial amount of work to be done to get to 'day one' of legal merger.

During this phase we identify three key opportunities for the sector to consider:

+ **Conduct robust due diligence**

Due diligence is a critical component of any merger. Sector merger experience enables better clarification of requirements, understanding of what aspects of due diligence can make or break the conditions of merger, and building trust so that risk can be appropriately managed and mitigated early in the merger journey.

At its most basic, due diligence is a compilation of legal and financial risks which need consideration and clarification before a decision to commit to merge. It would be even more valuable to include:

– understanding of the regulatory requirements for mergers, to protect the student interest in relation to qualifications,

– informing the governance oversight and strategy setting for the newly merged organisation,

– potential constraints for each partner to aid oversight and planning.

Examples might include current status on estates, systems, software licenses, employee commitments.

If used effectively, due diligence can be an enabling tool to refine financial forecasts, assess resource and capability need and provide assurance to governing bodies. Key features of due diligence are that it:

– establishes clear parameters and expectations for all parties,

– has clear and detailed information and data requirements,

– includes mutually agreed timelines and quality of information and data.

Based on insights from senior leaders at City and St George's, we suggest that institutions consider introducing independent quality assurance into the due diligence process. This could be embedded within the Merger Project Office or supported by external experts to ensure objectivity and rigour.

+ **Clarify strategic options early**

Before committing to a merger, it is important to explore a full range of strategic options. While mergers can offer significant benefits, they are not always the most appropriate route to financial sustainability, given the high costs both during and after a merger.

We recommend undertaking a comprehensive evaluation of strategic alternatives, including scenario planning and risk/opportunity analysis. This helps ensure that the chosen path is aligned with a clear and compelling institutional vision which will support future decision-making pre and post-merger.

+ **Enable unified leadership and decision-making**

Operating in a dual structure during the pre-merger phase can create complexity and slow decision-making. Establishing clarity around leadership roles and responsibilities early on can maintain momentum and reduce uncertainty.

We suggest appointing the senior leadership team on a designate basis as early as possible via an open and transparent process with some independent input. Alternatively, agreement of a shared scheme of delegated authorities can support timely decision-making and provide clarity for all stakeholders.

A summary of all sector insights is included in Appendix 1.

Contents

1 Key themes

This section presents the key insights, informed by stakeholders, which may support other institutions considering strategic change or partnership. Each theme includes a narrative with background on how the merger from decision to day one was perceived by different stakeholders across the two legacy institutions. Key insights are shared to guide, inform and support decision-making.

1.1 Vision and strategy

University mergers pose a rare and complex strategic challenge. At the heart of this challenge is the vision, as a unifying force that sets strategic direction, shapes decision-making and defines the principles under which institutions come together.

The merger between City and St George's was driven by a strong and consistent vision, based on shared values, which acted as a north star throughout the process. Each institution brought distinct strengths to the partnership:

+ St George's offered a unique position as a standalone health sciences university with a high-profile research portfolio. Known for its smaller scale and specialist medical focus, it had previously explored mergers, including with Royal Holloway, which enabled it to recognise a good cultural fit quickly.

+ City was a multi-faculty institution with a strong track record in professional disciplines including business, law, engineering, journalism, social sciences and allied health. With a history of mergers dating back to its founding in 1894, City served a substantial commuter population and had an ambitious strategic vision. The President had previously considered other merger opportunities, and the University had recently acquired a specialist musical and dance school (Urdang).

The vision to create a 'health powerhouse' in London emerged as a compelling proposition. As Professor Elisabeth Hill, Deputy President and Provost (City St George's), described:

"We knew there was strong alignment in our focus on developing students for the world of work, conducting impactful research, and training the health professionals of the future.

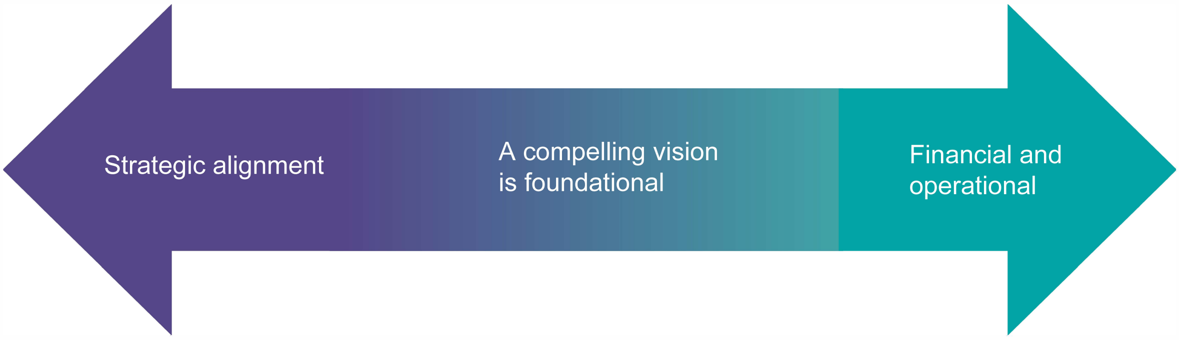
"There was virtually no overlap in our academic portfolios – a strong indicator of strategic fit, and this provided the basis for more detailed discussion with the two governing bodies."

Creating this vision will require open and honest discussions about each partner's aims, objectives, potential/desired outcomes and motives; it is the first go/no go point for progressing.

Taking account of the external environment is essential to keeping strategic focus. City St George's found that they regularly needed to review plans and be flexible to ongoing change in the sector and wider external environment.

1.2 Insight for the sector – vision and strategy

+ Carefully assess strategic alignment and cultural compatibility when identifying a merger partner.
+ Develop a compelling vision which is foundational as it drives direction, enables effective decision-making, and frames the merger process.
+ Engage staff early in developing the strategy and the vision underpinning the merger rationale. Outline the transition and create channels for two-way feedback to build shared ownership. This article builds on this point.[1]
+ Develop a contingency plan to take account of changes in the external environment including key partners such as regulators.



1.3 Leadership and people

In the lead-up to merger completion, senior leaders faced the dual challenge of pivoting between managing the complexity of deep and detailed merger work and the oversight of day-to-day operations. This continual shift from strategic oversight to immersion in the execution of the merger required adaptability, resilience, and empathy.

Stakeholders, including the leaders themselves, noted a range of consequences from this:

+ intensity of work fostered a solutions-oriented mindset, but sometimes left little space for reflection or holistic and integrated thinking,
+ an awareness of the need for a strong and focused approach to communication and clarity about what information should be shared, including the need to be diligent about transparency when working at speed,
+ a strong pull towards more immediate operational and merger-related risk discussions with limited opportunity for more strategic risk framing,
+ a tension between the work of a set of focused and effective operational workstreams and the challenge of ensuring a more integrated approach to help address cross-cutting challenges.

[1] https://wonkhe.com/blogs/anatomy-of-a-higher-education-merger-city-st-georges-university/

Pre-merger, the appointment of a new Director of Estates at City, with NHS and merger experience, proved invaluable. However, through necessity, the senior teams at both institutions operated within a 'dual operating environment' that proved difficult to manage. In contrast, the Students' Union (SU) merger avoided some of this duality because it worked to shorter timelines and without the same degree of regulatory complexity.

Consequences of the dual operating structure included:

+ challenges in maintaining a consistent narrative about the merger, especially in relation to different perceptions of the merger, for example, as a 'merger' versus a 'takeover',
+ a tension between the underlying philosophy/vision and the reality of operationalising the vision surfaced and language was mixed despite the best efforts to achieve consistency, eg, a merger or a takeover,
+ difficulties identifying and assessing inherited risks when working in unknown territory.

The appointment of senior positions was ultimately a sensitive task. There are inevitably different opinions about whether this was a turning point in people's perceptions about the locus of power and authority. Nonetheless, there were robust and open appointment processes and the primary insight for the sector focuses on the importance of managing expectations and ensuring fairness and transparency with independent oversight and expert input.

At the May 2025 UUK Efficiency Summit, 50% of attendees indicated that they lacked embedded transformation capability across all areas of the institution. Understanding what merger capability already existed within the leadership, staff and governance teams at City St George's enabled better planning and resource allocation and pinpointed gaps to be filled. The model adopted by City and St George's was based on creating a specialist merger team to work closely with established leaders and their teams, specifically to support the delivery of the merger at speed. This is not the only possible model for merger delivery. Whatever the model for leadership and people resources to deliver the transformation, success depends on clearly defining internal capability and using this to shape the brief for external support.

A lot of advice was sought about people matters. The aim was to implement a people-centred approach, recognising the impact on people, regardless of whether they did or did not have a role in the new organisation. Separate legal input for both legacy institutions ensured parity, and it was felt that a TUPE (Transfer of Undertakings (Protection of Employment)) approach would best support building confidence and clarity. A purely standardised HR approach might have been more straightforward and more transparent, but it was felt to be less empathetic. Striking the right balance between legal rigour and human sensitivity proved to be a critical success factor in effectively fostering collaborative working across many teams.

1.4 Insights for the sector – leadership and people

+ Understand and map who will do all the work. Evaluate your internal capacity, capability and expertise early to inform what you will need to add to your leadership and staff capability.
+ When appointing additional resource do not compromise capability for capacity.
+ Ensure leadership appointments are transparent and fair. Use independent advisors for key positions where there is potential organisational conflict.
+ Adopt a pragmatic approach and prioritise progress over perfection.
+ Consider the balance between standard and additional protection for people.
+ Clear articulation of pre-merger priorities supports smoother transitions and avoids unnecessary complexity.

1.5 Change management

A Programme Management Office (PMO) was established in late 2023 to coordinate the merger-related change across both institutions, and it took time to define the remit. While there are key points (see 1.4) around capability, we focus here on the change management element of the merger.

Documentation indicates that change was approached in a structured, phased manner, drawing on established change management models. Key features included:

+ a workstream-based structure to manage specific areas of change,
+ ongoing efforts to clarify unknowns and refine operational details.

While the formal approach was functional and task-oriented, there was a perceived gap in capacity in bridging strategic intent with operational delivery; this is reflective of a broader challenge in higher education, where siloed structures can obscure interdependencies and create gaps and a more transactional approach than is desirable.

The PMO's roles and responsibilities evolved over time with different approaches trialled and adapted at different points. This was done as requirements changed on an agile basis. Also, some roles were fixed-term with different lengths and purposes for different roles. The impact of this included:

+ additional burdens on leadership teams and staff involved in the merger should be anticipated so that additional supporting resources can be put in place early,

+ a need to understand the challenges and importance of tracking progress and maintaining a clear audit trail of actions, progress and delegations (in the context of maintaining business as usual operations and merger requirements and working across two institutions),
+ challenges in ensuring continuity and clarity around roles and responsibilities, especially where moving at speed to make progress quickly,
+ changing expectations about the transition from the PMO to business as usual in the later stages and communicating these changes clearly.

The need to understand the approach to change management to ensure smooth working across the organisation emerged during the pre-merger phase. This has implications for governance; for example, clarity of who has the authority to act and make decisions, and for culture with respect to having the confidence to engage and make decisions. This also links with change management communication which should ideally inform everyone who is responsible or accountable for what during the change, to provide confidence and assurance. In the context of the UUK Efficiency Summit feedback it suggests a level of maturity is needed within the team, with that insight clearly represented within the people capacity and capability plan linking to the change management approach such that those with that maturity of understanding are able to impact the work in a meaningful way and broaden the people who have that maturity.

Two key insights from the City St George’s change management experience are:

+ as the PMO evolves it is important to provide clarity on progress tracking, audit trails and document management to be clear and transparent to all,
+ continually monitoring timelines and operating a critical path for decisions requires careful management with clarity about ownership and transparency. Staff turnover, deferred decisions and emergent risks are examples that impact timelines and agility and require proactive management.

1.6 Insights for the sector - change management

+ Minimise the gap between strategic oversight and operational delivery: define capability and capacity needs early and be specific about the skills and resources required for the PMO, including temporary support roles.
+ Establish robust document control: set clear expectations for documentation standards, including audit trails and version control.
+ Enable and ensure accountability by clarifying the role of external providers: map out what is expected from external consultants or contractors and establish mechanisms to evaluate their contribution.
+ Plan the transition to business-as-usual (BAU): clearly define when and how responsibilities will shift from the PMO to BAU operations to avoid confusion and duplication.
+ Monitor the impact of extended timelines: recognise that longer merger timelines can strain BAU operations.

1.7 Communication

Determining when and how much information to share with stakeholders during a merger is inherently challenging. City St George's ensured that legal and regulatory obligations were the priority for communication, and beyond that, three key principles typically shaped communication decisions:

+ organisational commitments to transparency,
+ the need to protect commercially sensitive information,
+ consideration for the well-being and safeguarding of staff and students.

Early communications were relatively open, with stakeholders informed that merger discussions were underway and they were grounded in strategic intent. Communication teams were acutely aware of the risks of over and under-communicating; too much information too soon could create unnecessary anxiety and too little could foster uncertainty. A carefully coordinated approach was adopted to ensure clarity, consistency and relevance across both institutions. Particular attention was paid to:

+ tailoring messages to different audiences,
+ engaging prospective students with a positive and reassuring narrative,
+ collaborating closely with Students' Unions to time and shape communications to current students, recognising their diversity of needs.

Positive feedback on recent (post-merger) engagement campaigns has highlighted the value of proactive communication. The leadership teams worked closely with the two Students' Unions to manage timing and content of communications to current students. The Students' Unions carefully monitored the communications, being cognisant that students are not one homogenous group. It was at times challenging to ensure that communications were relevant, timely and in the best interests of students.

Following the signing of the transfer agreement, the communications strategy for both legacy institutions was enhanced to provide more targeted messaging. The two institutions brought distinct communication styles and rhythms and this could be a point at which communications teams take the opportunity to strengthen coordination and ensure messaging is tailored and responsive to diverse stakeholder needs. Challenges for the communications strategy included:

+ translating the strategic vision into accessible language,
+ focusing on one message at a time where possible,
+ acknowledging the impact of uncertainty on staff while recognising the potential for strengthened team cohesion,
+ synchronising communications across both institutions,
+ anticipating and being aware of what is being said or communicated elsewhere in both the organisations and across the sector,
+ acknowledging the impact on students, particularly around the issue of which university would be awarding their degree.

Despite assurances that the merger would require more, not fewer, resources, concerns about job security persisted. Messaging often emphasised continuity, reassuring staff that there would be minimal immediate changes to roles or course portfolios. This was accurate for most academic staff although more nuanced messaging around the impact on some professional services teams might have been more realistic.

City employed an internal communications specialist who made effective use of virtual platforms. Senior leaders engaged face-to-face although time constraints limited opportunities for more of this. Communications colleagues also tried to separate broader transformation initiatives from the merger narrative to maintain clarity and focus.

Ultimately, human nature played a significant role in shaping the narrative. While there was a consistent message of a 'combined institution' and a 'health powerhouse', some stakeholders' perception of a 'takeover' persisted.

1.8 Insights for the sector - communication

+ Balance transparency with sensitivity, communicate carefully and reflect on stakeholder reactions to inform decision-making, anticipate risks and mitigate unintended consequences.
+ Tailor messaging to diverse audiences and recognise that stakeholders, particularly staff, students and alumni, will be concerned primarily with how the merger affects them personally.
+ Manage timing and tone and find the right balance between discretion and openness.
+ Avoid overwhelming stakeholders with information and do not leave them in the dark.
+ Synchronise communications across institutions and align messaging styles and timelines to avoid confusion and build trust.

- Keep merger communications separate from other transformation and change communications.
- Acknowledge uncertainty and its effects and be honest about what is known and unknown. Uncertainty can be unsettling and an opportunity to strengthen teams and foster resilience.
- Manage expectations through timely communication to help stakeholders navigate change with confidence.

1.9 Cultural integration

City, University of London and St George's, University of London approached culture from different starting points.

For St George's, preserving the legacy of over 270 years of medical education was a central concern. The institutional name was seen as an important cultural indicator for identity and continuity and led to due diligence to assess risks and implications of the proposed name. Additional steps that were also important included:

- stakeholder research and testing of name variations,
- engagement with external bodies, including the University of London,
- consultation with the Office for Students (OfS).

While operational integration across processes, people, and products was expected to evolve, creating a new institutional narrative required deliberate attention to legacy values, place and identity. There was also an initial focus on building trust and confidence. While it was understood that cultural integration was important, it was not a primary focus of delivery before legal completion of the merger. This was largely due to tight timelines, the importance of retaining separate identities until legal merger, and the need to prioritise legal and operational readiness.There was also a perception that many would not have engaged in cultural integration until after legal merger, which may well have been the case.

Nonetheless, cultural implications were embedded in some of the legal aspects of the merger, such as the terms of the transfer agreement. These decisions, while legal in nature, had real and perceived impacts on stakeholder perceptions and institutional identity, often in ways not explicitly captured in formal documentation.

While cultural differences are often a concern in mergers, City and St George's demonstrated strong strategic alignment, likely supported by shared research aspirations and complimentary academic profiles. Early collaborative initiatives such as sandpit events helped foster informal connections and laid a promising foundation for continued cultural integration post-merger.

1.10 Insights for the sector - cultural integration

+ Align cultural strategy with merger timelines: a slower merger may allow more time for relationship-building, while a faster timeline can help establish a new narrative quickly. Consider how your timeline shapes cultural opportunities.
+ Prioritise belonging and morale: maintaining identity is essential for staff retention, student experience, and institutional reputation.
+ Acknowledge diverse reactions: some will view the merger as a loss, others as an opportunity. Communicate a clear vision of the benefits and maintain consistent internal and external messaging to support cultural evolution.
+ Lead with values: use a values-led approach to merge cultures meaningfully and avoid allowing legal and operational imperatives to overshadow cultural integration.
+ Anticipate resistance: change will always generate resistance. Create space to learn from both institutions and use this to shape a shared future.
+ Consider the cultural impact of legal decisions: elements such as the transfer agreement may have unintended cultural consequences. Be intentional and authentic about how these are communicated and addressed. Change may not benefit everyone and it is important to be clear about that.

1.11 Operational planning

Operational planning progressed steadily, with early efforts laying some groundwork for long-term integration; longer-term benefits of the merger will take some time to realise.

Professional, Statutory and Regulatory Body (PSRB) requirements provided a helpful framework for maintaining consistency in course delivery as part of operational planning.

The main pre-merger operational planning focused on:

- proactive financial planning and assumptions,
- detailed, systematic management of renegotiating loans, grants, contracts and relationships with funding bodies,
- management of role changes with professional services staff adapting to new structures and grades across the university and school levels,
- the Students' Union own integration was approached with care, recognising the importance of clear communication to support student understanding. While it was not without challenges, it was operationally smoother than the merger of the universities. As noted above this was, in part due to organisational size and scale.

Pre-merger City had begun developing a new Target Operating Model and ongoing investment in this, despite the challenges of the merger, paid dividends. While the merger priority was statutory and regulatory compliance from day one, setting a strong foundation for facilitating integration after legal completion of the merger was beneficial.

From an operational planning perspective there was a challenge in determining what needed to be done pre-merger, and what could wait until after legal merger with respect to academic, pedagogical prioritisation. In the case of City St George's, the decision was made to do much of this work post legal merger. An ongoing and inexhaustive list is:

- ensuring portfolio review reflects the distinct markets of each institution, even where overlap is minimal,
- harmonising programme content, academic policy and pedagogical delivery, involving many colleagues including programme directors contributing to delivery and efforts post-merger,
- innovating across programmes and research once existing offerings are fully embedded.

1.12 Insights for the sector - operational planning

- Strategic transformation requires dedicated investment so early planning and resource allocation are key to success.
- Early assessment of professional services infrastructure supports smoother transitions for teams to understand how they need to work in the new organisation.
- Consider the long timelines needed for academic portfolio content and pedagogical approaches, and how to align these.
- Careful prioritisation:
    - Early IT integration enables smoother collaboration and reduces complexity across systems.

- Realistic financial planning and clarification of assumptions helps to monitor resource requirements.

1.13 Partners in change

Engagement with regulators and compliance bodies was proactive and collaborative. The institutions, typically through senior leaders, worked closely with various bodies, including the OfS, UKRI, and PSRBs to ensure a smooth transition.

+ Early communication with regulators helped set expectations and build trust.
+ A coordinated approach to notifying grant-awarding bodies ensured continuity of funding.
+ A dedicated team managed PSRB relationships, maintaining consistency and oversight.
+ Stakeholder engagement plans supported strong relationships with key partners, including the NHS.
+ While not a major theme, donor and alumni communications were considered as part of broader stakeholder engagement.

Both institutions demonstrated a strong commitment to student engagement, with Students' Unions playing a central role in shaping the student experience. Students' Unions were supported in managing their own merger processes, reflecting their independent status.

Beyond this, the merger was supported by a wide network of partners in change, each contributing unique value and requiring relationship management. Reflections about working with such a wide network of partners are:

+ external partners were engaged to offer legal, strategic and operational support, integrating with university leadership teams. It is important to establish how this integration takes place alongside the vision and oversight provided by the senior leaders and governing bodies.
+ engagement with funders, regulators and the Privy Council can be managed effectively and collaboratively through an ongoing dialogue, timely management, and issues tracking as they arise,

- other partnerships and relationships included banks, funders and service providers. All stakeholders, and particularly those involved in getting to day one, need to understand the purpose and contribution of their partnership/relationship and the key milestones and decisions required. It should be clear who (eg, the PMO) is responsible for tracking and reporting on partnerships and relationships.

It was important to City St George's that they took, where possible, a dialogic approach to engagement with partners in change. Dialogue and engagement was not just about making decisions; for example, it tested the mood and the stakeholders' reactions to different aspects of the change, anticipated the consequences of actions and decisions and identified and mitigated risk.

One key external partner in the City St George's merger offers their insights in Appendix 2.

1.14 Insights for the sector - partners in change

It is important to note that almost all the work with regulators needs to be done after the transfer agreement is signed and before the official merger, therefore ensuring the capability and capacity within the university is in place is essential. Understanding if and where the capability and capacity is within each regulator so that the merging organisation(s) have the knowledge they need to help plan and deliver on day one.

Other insights include:

- understanding regulatory expectations early helps shape a confident and informed approach,
- bringing forward ideas and solutions can positively influence outcomes and foster collaborative relationships,
- degree validation processes vary and early clarification supports smoother transitions and clarity for staff and students,
- early and ongoing collaboration with students’ unions ensures student needs remain central: decide where you are on the spectrum concerning involvement of students’ unions and offer students an opportunity to engage beyond the SU,
- a shared standard for due diligence and external review can enhance transparency and accountability,
- coordinating partner contributions through structured planning supports alignment and efficiency,

- taking a dialogic approach, remembering that working with partners is not just about making decisions, but feeds into consideration of opportunities and risk,
- thinking about whether your PMO is a partner in change or embedded in the organisation. (See also 1.5 above).

2 Governance

The merger between City, University of London and St George's, University of London was driven by a shared strategic ambition for growth and diversification. St George's had long articulated strategic ambition for merger based on growth and diversification. City's approach was driven by a strategic desire to expand its business, practice and professions portfolio. This divergence in origin influenced the early dynamics of board (governing body, also known as the Council) engagement.

In this section we reflect on a number of cross-cutting themes from the board perspective.

2.1 Cross-cutting themes

+ **Board focus and added value**

Once the initial approaches were made between chairs of boards and heads of institutions, the respective boards initially focused on three main strands:

- **Vision, values and strategic fit**: both Boards explored alignment in values, long-term positioning and the articulation of merger benefits. Some benefits included, for example, creating a 'health powerhouse', enhanced student offerings and societal impact. These benefits were acknowledged as long-term and difficult to quantify. Given their strategic purpose, they were central to early planning.
- **Financial oversight**: although financial gain was not a primary driver, both governing bodies took seriously their responsibility to ensure a robust financial case and to evaluate investment and return. The use of warranties helped reinforce accountability and build trust between institutions.
- **Reputation**: for St George's, protecting institutional heritage was a key concern; for City, protecting the non-health areas of the university portfolio was important. This fed into broader cultural considerations and highlighted the importance of managing perceptions, particularly regarding whether the merger was a partnership or a takeover.

Board members and executives recognised the value of governance expertise in mergers, acquisitions, finance and investment, as well as the iterative nature of decision-making required, given the complexity of merging two higher education institutions. Aspects distinct from commercial mergers had to be more carefully understood and navigated by the Board, particularly in areas such as:

+ Students' Union integration,
+ regulatory compliance,
+ estates and infrastructure.

While the Boards were aligned on vision and values, there were mixed views on whether measurable pre-merger targets were clearly defined. Post-merger, a refreshed institutional strategy and a mechanism for tracking benefits via relevant Council sub-committees were confirmed.

+ Challenges impacting governance

Several challenges emerged during the pre-merger phase, which impacted board governance of the merger.

- Information asymmetry: it is important that at an early stage, the governing bodies have familiarity with key aspects of the merging institutions from staff profiles to estates and other assets. This helps mitigate the risk of unknowns, for example, the unique situation where the St George's estate is NHS-owned land, created early knowledge gaps which needed to be understood by City's Council.
- The narrative that emerged: the aspiration for parity drove a narrative of a 'merger of equals' which raised expectations about leadership and governance appointments and some decision-making. Expectations drive dynamics and behaviours between groups and shine a spotlight on whether a narrative is simply an aspiration or guide for decision-making. Universities should be cognisant that the dominant narrative will be used as a benchmark to challenge or contest decision-making.
- Due diligence expectations: differing views of and expectations about due diligence can create unexpected issues. This can impact trust and negotiations, leading to additional and unplanned investment needs.
- Resource constraints: the capacity of all parties to provide critical information and do the essential merger work to get to day one must be clear. Lack of relevant resources can delay the provision of necessary information and decisions, resulting in additional merger conditions and increased workload between agreement and completion. Critical staff leaving during the process can also impact this and mitigations should be considered.
- Time is needed for the governing bodies to fully understand the impact on all stakeholders' needs, interests and expectations.

+ Board structures and oversight

A joint board working group was established to facilitate collaboration. Its primary function became information sharing, which was key in building trust through regular dialogue between boards and executive teams. This approach had open and transparent benefits, and also led to unintended consequences:

- some board members felt under-informed compared to more involved colleagues, raising concerns about collective decision-making,
- an open invitation to all independent members created inefficiencies due to large group size,
- informal bilateral conversations between board members helped bridge gaps and maintain momentum.

University Secretaries from both institutions were central in coordinating communication and supporting governing body processes at City St George's. They clarified when and what decisions needed to be made by the board and when/what decisions were for the leadership team. This was a key success factor for board engagement.

+ Board oversight of leadership

Leadership appointments were handled with transparency using sector-informed good practice processes. The Board's priority was the appointment of both the head of the institution and the Chair of the newly merged Board:

- the Vice-Chancellor appointment panel included equal representation from both institutions and was chaired independently. The panel was charged with a values-led and ethics-based remit, aligning with the principles of the merger articulated at an early stage and ensuring that the appointment was seen as fair,
- the Chair of the newly merged Board was externally appointed through a similarly transparent process,
- the appointment and confirmation of which board members from each legacy institution would join the newly merged council was confirmed prior to the new Chair being appointed, and as part of the pre-merger negotiations. The decision makers needed to factor the future need of the City St George's Council and recognise the investment, commitment, and knowledge from the legacy institution Board members, to achieve the optimum Council composition,
- external advisers were engaged with clear budgets and protocols, helping to manage potential tensions between legacy institutions and their respective experts.

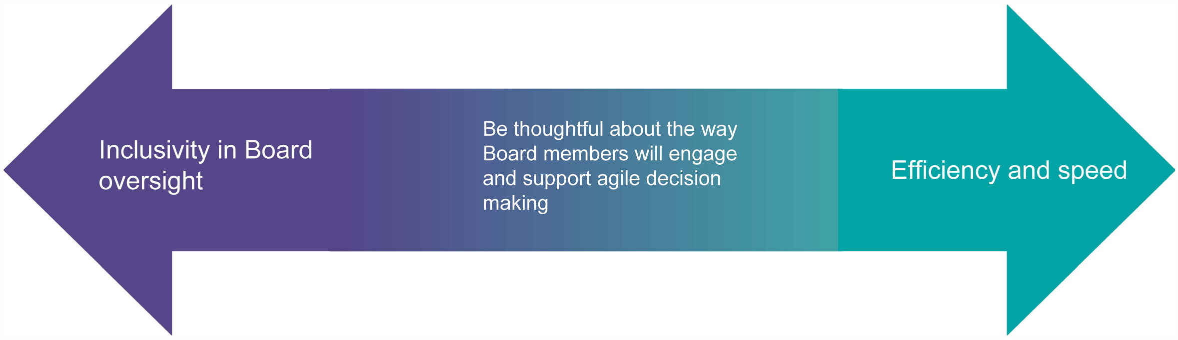
+ Board role in culture

Cultural alignment was recognised as a critical success factor. Aspects of culture are less visible than legal or structural issues in the technical considerations of a board at the early stages, although equally important. Confidence levels about the ability to engage will inevitably vary between the two boards and that will, in part, depend on the existing board cultures. While City's Council may have been perceived as having greater capacity (partly due to its size), St George's brought valuable learning from previous merger attempts, particularly around cultural fit.

The aspiration for a 'merger of equals' was widely promoted by some board members and other board members viewed this as unrealistic given disparities in size, experience, and resources. Despite this, both boards and executive teams worked to maintain professionalism and mutual respect throughout the process.

2.2 Insights for the sector - governance

+ Clarify strategic intent early: ensure both institutions have a shared understanding of the merger's purpose and benefits.
+ Invest in governance capability: blend sector-specific and commercial expertise to navigate complex merger dynamics.
+ Understand and account for cultural alignment of the legacy boards: recognise that trust, confidence, and perceived parity are critical to long-term success.
+ Structure governance for inclusivity and efficiency: balance broad engagement with effective decision-making mechanisms. This included managing the boards' expectations about what decisions are theirs to make and where they can best add value to the merger work.
+ Plan for leadership transitions transparently: use independent processes to maintain credibility and manage expectations.
+ Recognise and support the personal/emotional element for individuals/groups when decisions are made about leadership and board appointments for the future. Even at board level there will be personal reactions which are inevitable.
+ Get assurance of and then demonstrate confidence in the SU to take the lead for their merger.



3 Conclusions

To understand the City St George's story and offer some useful insight the project team listened to a range of perspectives, including those who had oversight for merger, those who designed the transformation, those who implemented up to day one and those who were impacted by merger, recognising that some stakeholders may be in more than one group.

This work complements the Governing and Leading Transformation Member Benefit series for 2024/25.

Getting to day one of merger requires a robust and wide-ranging evaluation of all the strategic options available before embarking on a merger journey, thinking about all the key themes in our report, creating a clear and compelling vision that all stakeholders can see themselves contributing to and making happen regardless of whether they have a future role in the organisation or not.

Merger will not be right for all organisations and many of the insights in this report will be relevant to other types of strategic transformation which can also be resource intensive and complex. The levels of complexity and intensity shift depending on which path is chosen and there is a strategic, legal, administrative and emotional complexity and effort in undertaking major organisational change.

Appendix 1: a summary of insights

Three overarching opportunities to consider when undertaking a merger or strategic transformation:

+ **Strengthen due diligence and assurance – it can be an enabling tool and independent quality assurance might add value to ensure objectivity and rigour.**
+ **Clarify strategic options early – it helps ensure that the chosen path is aligned with a clear and compelling institutional vision to support decision-making.**
+ **Enable unified leadership and decision-making to maintain momentum and reduce uncertainty.**

With a specific focus on governance and the value that the board can add, focus on:

+ Vision, values and strategic fit – this can extend to articulation of measurable benefits and objectives.
+ Financial oversight – ensuring a robust financial case and evaluation of investment and return alongside risk and opportunity.
+ Reputation – the Board's core responsibility is to protect and promote the best interests of the institutions and their stakeholders and the public interest.

The themes in this report surface more insights which are summarised here.

Theme		Insights
Vision and strategy	**1**	Carefully assess strategic alignment and cultural compatibility when identifying a merger partner.
	2	A compelling vision is foundational as it drives direction, enables effective decision-making and frames the merger process.
	3	Engage staff early in the development of the strategy and the vision underpinning the merger rationale. Outline the transition and create channels for two-way feedback to build shared ownership.
	4	Contingency plan, to take account of changes in the external environment including with key partners such as regulators.
Leadership and people	5	Understand and map who will do all the work. Evaluate your internal capacity, capability and expertise early to inform what you will need to add to your leadership and staff capability.
	6	When appointing additional resource, do not compromise capability for capacity.

	7	Ensure leadership appointments are transparent and fair. Use independent advisors for key positions where there is potential organisational conflict.
	8	Adopt a pragmatic approach and prioritise progress over perfection.
	9	Consider the balance between standard protection for people and additional protection for people.
	10	Clear articulation of pre-merger priorities supports smoother transitions and avoids unnecessary complexity.
Change management	11	Minimise the gap between strategic oversight and operational delivery: define capability and capacity needs early: be specific about the skills and resources required for the PMO including temporary support roles.
	12	Establish robust document control: set clear expectations for documentation standards, including audit trails and version control.
	13	Enable and ensure accountability by clarifying the role of external providers: map out what is expected from external consultants or contractors and establish mechanisms to evaluate their contribution.
	14	Plan the transition to business-as-usual (BAU): clearly define when and how responsibilities will shift from the PMO to BAU operations to avoid confusion and duplication.
	15	Monitor the impact of extended timelines: recognise that longer merger timelines can strain BAU operations.
Communication	16	Balance transparency with sensitivity and communicate carefully, reflect on stakeholder reactions to inform decision-making, anticipate risks and mitigate unintended consequences.
	17	Tailor messaging to diverse audiences and recognise that stakeholders, particularly staff, students and alumni, will primarily be concerned with how the merger affects them personally.
	18	Manage timing and tone and find the right balance between discretion and openness.
	19	Avoid overwhelming stakeholders with information and do not leave them in the dark.
	20	Synchronise communications across institutions and align messaging styles and timelines to avoid confusion and build trust.
	21	Keep merger communications separate from other transformation and change communications.

	22	Acknowledge uncertainty and its effects and be honest about what is known and unknown. Uncertainty can be unsettling and an opportunity to strengthen teams and foster resilience.
	23	Managing expectations through timely communication helps stakeholders navigate change with confidence.
Cultural integration	24	Align cultural strategy with merger timelines: a slower merger may allow more time for relationship-building, while a faster timeline can help establish a new narrative quickly. Consider how your timeline shapes cultural opportunities.
	25	Prioritise belonging and morale: maintaining a sense of identity is essential for staff retention, student experience and institutional reputation.
	26	Acknowledge diverse reactions: some will view the merger as a loss, others as an opportunity. Communicate a clear vision of the benefits and maintain consistent internal and external messaging to support cultural evolution.
	27	Lead with values: use a values-led approach to merge cultures meaningfully and avoid allowing legal and operational imperatives to overshadow cultural integration.
	28	Anticipate resistance: change will always generate resistance. Create space to learn from both institutions and use this to shape a shared future.
	29	Consider the cultural impact of legal decisions: elements such as the transfer agreement may have unintended cultural consequences. Be intentional and authentic about how these are communicated and addressed. Change may not benefit everyone and it is important to be clear about that.
Operational planning	30	Strategic transformation requires dedicated investment so early planning and resource allocation are key to success.
	31	Early assessment of professional services infrastructure supports smoother transitions for teams to understand how they need to work in the new organisation.
	32	Consider the long timelines needed for academic portfolio content and pedagogical approaches and how to align these.
	33	Careful prioritisation: early IT integration enables smoother collaboration and reduces complexity across systems. Realistic financial planning and creation of assumptions to monitor resource requirements.
Partners in change	34	Understanding regulatory expectations early helps shape a confident and informed approach.
	35	Bringing forward ideas and solutions can positively influence outcomes and foster collaborative relationships.

	36	Degree validation processes vary and early clarification supports smoother transitions.
	37	Early and ongoing collaboration with students' unions ensures student needs remain central. Decide where you are on the spectrum in relation to involvement of students' unions and offer students an opportunity to engage beyond the SU.
	38	A shared standard for due diligence and external review can enhance transparency and accountability.
	39	Coordinating partner contributions through structured planning supports alignment and efficiency.
	40	Taking a dialogic approach remembering that working with partners is not just about making decisions, but feeds into consideration of opportunities and risk.
	41	Thinking about whether your PMO is a partner in change or embedded in the organisation.
Governance	42	Clarify strategic intent early: ensure both institutions have a shared understanding of the merger's purpose and benefits.
	43	Invest in governance capability: blend sector-specific and commercial expertise to navigate complex merger dynamics.
	44	Understand and account for cultural alignment of the legacy boards: recognise that trust, confidence, and perceived parity are critical to long-term success.
	45	Structure governance for inclusivity and efficiency: balance broad engagement with effective decision-making mechanisms. This included managing the board's expectations about what decisions are theirs to make and where they can best add value to the merger work.
	46	Plan for leadership transitions transparently: use independent processes to maintain credibility and manage expectations.
	47	Recognise and support the personal/emotional element for individuals/groups when decisions are made about leadership and board appointments for the future. Even at board level there will be personal reactions which are inevitable.
	48	Get assurance of and then demonstrate confidence in the SU to take the lead for their merger.

Appendix 2: insights from merger partner, Pinsent Masons

This contribution to the insights report was kindly provided by Pinsent Masons and has been faithfully reproduced as provided.

SUMMARY OF THE CITY ST GEORGE'S MERGER

1 Introduction

The merger was driven by a shared vision to create a stronger, more competitive multi-faculty institution. Collaboration between governance and leadership teams and their respective advisers was crucial in achieving a successful outcome. Key roles were clearly defined to ensure effective teamwork despite there being several complex issues to navigate.

Engaging all relevant stakeholders throughout the process, including members of governing bodies, staff, students, regulators, and external partners, ensured that their needs and concerns were addressed. This comprehensive approach through what was a lengthy process was pivotal in navigating challenges and achieving a successful merger outcome.

2 Regulatory Compliance and Challenges Encountered

The merger process involved navigating various regulatory requirements, including transferring staff contracts, student contracts, and obtaining regulatory and third-party approvals from bodies including the Office for Students (OfS), the Department for Education (DfE), the Privy Council, the General Medical Council and numerous PSRBs and accrediting bodies.

One of the key challenges was assuring continued compliance with statutory and regulatory requirements while maintaining the momentum of the merger. For example, there were over 150 completion conditions and deliverables to be actioned before the merger could complete. This required careful planning and coordination, with defined actions for both parties and us, as their legal advisers. Pinsent Masons co-ordinated and managed this through the use of bespoke legal project management software which was accessible by both parties and their legal teams. We also had to work closely with external bodies, including the OfS, DfE and the Privy Council to obtain the necessary approvals and ensure that the merger met all statutory requirements. As City is a chartered body, the change of legal name to "City St George's, University of London" necessitated a Supplemental Royal Charter. Due to the length of time required to obtain a Supplemental Charter, it was necessary to secure permission to use the proposed name as a business name in the interim.

A further challenge faced was navigating the regulatory processes of the various regulatory bodies which didn't have processes in place to deal with a merger scenario. Current accreditation regimes typically only envisage new accreditations or the change of control (ownership) of a higher education provider rather than the transfer of accreditation in the case of a merger of this type. Bespoke processes therefore needed to be designed and implemented to help facilitate the merger in the most efficient way and with the least risk to students studying on or holding offers to enrol on those accredited programmes.

Establishing a clear timetable and project management plan and maintaining open communication with all stakeholders were crucial in overcoming these challenges.

3 Due Diligence

Due diligence was a critical component of the merger, involving thorough dialogue to build trust and maintain momentum. The process uncovered unforeseen challenges, but timely and detailed information gathering helped manage risks. Establishing clear parameters for due diligence and maintaining open communication between institutions was crucial to successful decision-making.

The due diligence process involved a detailed examination of both institutions' financial, legal, and operational aspects. This helped identify potential risks but also areas that required attention in order to bring the merger into effect. Regular dialogue and negotiation between the institutions helped to ensure that both parties were aligned on key issues. Due diligence is a resource-intensive activity and it was at times a challenge for staff of both institutions to deal with the process alongside the day job, something which must be factored into any decision to enter into a merger process.

The due diligence process did identify a range of significant risks that had not been anticipated. Engagement of senior leadership of both institutions, supported by members of their respective governing bodies was crucial here, with the joint development of comprehensive action plans to manage those risks effectively within the time constraints of the merger process.

4 Integration

Effective integration required careful planning, and this process has, of course, continued beyond the legal completion of the merger. There was a process of prioritising and defining the integration activity that was required to be completed and when. Both legal teams worked closely with the leadership teams to ensure that what was needed to effect legal completion of the merger was in place when required, with other integration activity to follow post-merger by the operational teams.

The institutions also established a dedicated integration team to oversee the process and ensure that all aspects of the merger were addressed and implemented effectively.

5 Reflections

Our reflections from the merger include the importance of clear objectives, stakeholder engagement, and the setting of a realistic timetable. Establishing a dedicated merger team with clear mandates for negotiation and maintaining momentum were crucial. Due diligence and post-merger integration, including aligning policies and procedures, were recognised as time-intensive processes. The experience highlighted the value of institutional knowledge and collaborative working environments. Mergers can be unsettling for staff but it is important for institutional knowledge to be retained right up to the completion of the merger. Retention arrangements should therefore be considered for key staff.

Based on the experience of the City St George's merger, the top five items on the checklist for a university considering a merger are:

- Establish clear objectives and a set of agreed principles in writing which shape the negotiation process moving forward¸ and then communicate them effectively to all stakeholders
- Engage regulatory and accrediting bodies and other significant stakeholders early in the process and keep them informed throughout.
- Develop a realistic timetable with flexibility to accommodate unforeseen challenges and then put in place legal and wider project management to maintain momentum.
- Establish a dedicated merger/deal team with representatives from priority areas and clear mandates for decision making, ensuring that internal resourcing can meet the demands of the merger process.
- Pull together a team of advisers who are familiar with and have the capacity to advise on large scale mergers.

6 Conclusion

In summary, the successful achievement of the City St George's merger was underpinned by clear communication, strategic planning, active stakeholder/regulator management and effective legal project management. Universities considering a merger should ensure that the due diligence undertaken is thorough enough to identify all significant risks and the steps which need to be navigated to achieve a successful completion. The engagement of regulatory and accrediting bodies and other stakeholders early in the merger deliberation process is also key, so that the parties understand the impact that their processes (which may not necessarily be formally in place to cover a merger scenario) can be factored into the timescales.

Appendix 3: purpose and approach

The purpose of this project:

+ Advance HE and City St George's have partnered to harness the insights from the recent merger between City, University of London and St George's, University of London. By sharing the merger story from a range of perspectives and experiences, they aim to influence policy and inform sector guidance to benefit other institutions considering merger, helping them navigate the complex process more effectively.
+ This initiative will lead to the creation of a draft roadmap for higher education institutions considering mergers, with City St George's serving as a case study. The roadmap will offer clear guidance to support institutions through the merger process ensuring strategic alignment to achieve operational efficiency and benefits to stakeholders. Designed by and for the sector, Advance HE will continuously refine this resource with contributions and insights from other institutions and sector stakeholders and their merger stories, ensuring it remains relevant and effective.

Project objectives:

+ Co-production: collaborate to create useful documents to support the sector during times of change.
+ Share good practice: incorporate examples and insight from the City and St George’s merger to inform good practice.
+ Capture insights: reflect on unforeseen challenges, impact and timing of decisions and alternative options to provide valuable insights to others undertaking a merger journey.
+ Stakeholders: to understand the merger from a range of perspectives and ensure that the story is told from the perspective of those who have oversight for merger/change, those who are designing, those who are implementing and those who are impacted. Recognising that some stakeholders may be in more than one group.

The work was undertaken using a co-production approach, with guidance from a joint steering group made of up three representatives from each organisation. The steering group met periodically throughout the duration of this project, from February to June 2025.

The purpose of the steering group was to:

+ build trust and oversee the collaboration and conduct of the project,
+ provide guidance in the development of a chronicle of the merger story and derive insight to create a sector resource about managing mergers and large-scale change in HE institutions,
+ work together on approach, principles and co-production of outputs, including the list of interviewees and interview structure,

+ exercise editorial control over the outputs and provide final sign off,
+ manage and deploy resource and remove barriers to collaboration success.

Advance HE would like to thank the City St George's members of the steering group for their contribution. They worked collaboratively offering advice and interpreting sensitive information and agreeing a narrative. We also thank all the City St George's staff, former staff and governing body members for their time in interviews.

Listening and information gathering

The project team gathered qualitative and quantitative data from multiple sources with a focus to establish a clear explanation and understanding of the drivers for the merger. The main information took place through a document review and a series of individual and group interviews with approximately 25 people, who are current and former staff members of the newly merged and legacy institutions.

+ **Documentation:** a range of documentation was reviewed including communication plans, relevant governance papers from both previous organisations, change/process documents to inform our own understanding of the journey and to identify insights and good practice from the documents.
+ **Cohort and individual interviews:** the Advance HE team undertook 23 individual and group interviews with a range of stakeholders across the two legacy institutions who were involved at different points of the merger process. Many of these individuals are still employed by City St George's, however some have left since the official 1 August 2024 merger date. Interviews included board members of both legacy institutions, some of whom are on the current City St George's Board. The interviews were undertaken on a non-attributable basis to avoid investigator bias and to facilitate candour and openness. Most of the interviews were online for expediency and to enable inclusive participation, though the team did have face-to-face interviews with a small number of senior leaders.

Contact us

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Our strategic goals to enhance confidence and trust in HE, address inequalities, promote inclusion and advance education to meet the evolving needs of students and society, support the work of our members and the HE sector.

We deliver our support through professional development programmes and events, Fellowships, awards, student surveys and research, providing strategic change and consultancy services and through membership (including accreditation of teaching and learning, equality charters, knowledge and resources).

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