



Shaping the future of HE governance

Ten priorities to improve higher education governance

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1 Introduction

Higher education has come under the spotlight in new and challenging ways in recent times. On the surface, while the challenges have centred on finance, its relationship with governance has been questioned too. Faced with these challenges on a range of fronts Advance HE convened a programme of discussion based events, as part of the “Big Conversation” to ask how effective current governance arrangements are across higher education, what is working well, how practice varies and what needs to improve or change.

In order to consider these questions, Advance HE welcomed the support of our sector partners the Committee of University Chairs, Association of Heads of University Administration, Universities UK, GuildHE and Independent HE.

The Big Conversation has centred around four key questions:

- + are governing bodies receiving the right information to focus on long-term strategy as well as immediate financial concerns, and to measure what matters?
- + the purpose of governance in creating sustainable institutions in the public interest,
- + enabling effective decision-making through structure, culture and skills,
- + governance at the forefront of strategic options for change: navigating mergers and acquisitions.

Across each of the workshop sessions we have brought together a range of leaders and practitioners with different perspectives and practice to assess current approaches, and to share ideas for how approaches might change and evolve.

2 The current picture

Much of the discussion about higher education governance assumes that practice across the sector is somewhat homogenous, but given the variety of provider type, mission and individual context across the sector, the current approach to governance is more varied than much of the discussion about sector governance has focused upon thus far. In Scotland, there are also a number of significant differences to governance enshrined in legislation, with mixed views about the effectiveness of elements of these arrangements. In truth, the discussion and analysis of governance ought to reflect the variety and diversity which exists across the sector more prominently.

In our conversations, a number of institutions have been able to point to how their governance has evolved and changed over time in a range of ways. With over 10 years of governance effectiveness experience at Advance HE (and formerly the Leadership Foundation), we recognise this and have been working with institutions across the sector to modernise and evolve their approach.

Some of the elements of governance which participants can evidence that have changed include:

- + a steady trend towards reducing size,
- + altered composition,
- + proactively adding new skills,
- + improving diversity,
- + changing committee structure,
- + increasing frequency of meetings,
- + adding greater professionalism to board support,
- + formalising governor appraisal and strengthening the link with academic governance.

Just because there have been changes and improvements in a number of areas, it was clearly recognised and acknowledged that this does not mean the journey is complete. Indeed a culture of continuous improvement is essential for the sector to be more agile in its governance practice.

Equally, parts of the sector have only been able to demonstrate minimal changes to their approach to governance. In part, this has contributed to a failure of appropriate oversight and these instances have garnered significant attention.

Arguably the biggest factor in determining the difference between a highly effective and a less effective board is through its culture. This can be hard to measure, takes time to get right and is a constant work in progress. The culture involves getting the right balance of challenge and support, where the right level of information is supplied to governors, but equally where governors themselves have a sufficient degree of expertise and curiosity to ask the right questions and know when to probe and challenge.

Crucially, the right culture requires a sophisticated relationship between Executive and Board and specifically the Head of Institution and Chair. An open relationship, with no surprises, a healthy tension of constructive challenge.

Existing governance arrangements have ensured that no mainstream institution has gone to the wall, although clearly there are some institutions facing challenge. There have in recent years been a number of significant institutional mergers proactively pursued and the majority of the sector has deployed transformation and change programmes which have been overseen, and in many cases been driven by the governance arrangements of the institution. These changes demonstrate a sector awareness of the current external context and an ambition to survive, thrive and protect the reputation and profile of the sector.

3 What should change

The Big Conversation has identified a number of elements of governance that can continue to change and the extent to which this needs to happen in individual institutions depends on their starting point.

- 1 Continue to actively reflect on **board composition** looking specifically at size, skills and diversity. As the challenges that higher education faces, the skills mix on the Board will need to change. Recent improvements in the diversity of boards should continue to be focussed upon, better information should be available nationally about the make up of Boards and a particular focus on some characteristics (eg age and disability) in addition to characteristics like gender and ethnicity which have been given attention. The focus should extend beyond protected characteristics to background, specialisms related to the university context, and be future focused to fit the needs of the institutional strategy.
- 2 Engage boards more proactively in **scenario planning and stress testing** of assumptions and forecasts which are presented to them. This requires further improvement in the papers and information shared with the Board to ensure that the matters of greatest importance are being brought to their attention. These scenarios should be based around a clear and distinctive strategy which is well understood by the Board and has measurable objectives to determine performance with an appropriate mix of leading and lagging indicators to ensure a future and rear view assessment.¹

The analysis of risk should ensure the key risks are clearly identified in the context of the mission and strategy, and should evaluate multiple risks materialising simultaneously as well as risks in isolation (which traditional risk registers tend to accommodate).

- 3 **Agility in decision making.** There has been some criticism that the cycle of board meetings means that the agility required to be fleet of foot is not always present. This will require reflection on the frequency and cycle of meetings and ruthlessness about focusing on matters which are strategic, a regulatory or statutory requirement or of material significance (financially, reputationally etc.). If an item does not meet these three tests, there should be challenge as to why it is taking up board time. There are also concerns that if an increase in meetings is required this will not be easily achieved when most institutions rely on governors giving up their time on a voluntary basis.
- 4 Reflection on what opportunities arise out of **greater use of technology in governance.** Convening remote meetings can often be done more quickly and easily. Remote engagement, while unlikely to be the primary form of meeting, can allow some governors from particular geographies or commitments which previously may have been impractical to engage the ability to do so.

Technology can also better drive the quality and format of information which is supplied to board members and about performance of the institution more generally. Some organisations are moving to a digital-first approach in production of material, with greater use of interactive dashboards, charts and tables as an alternative way to better present important information. Online platforms also allow for simple repositories of information to be made available to governors in a real-time basis.

¹ <https://advance-he.ac.uk/news-and-views/measuring-what-matters-why-and-why-now>

- 5 **Raise expectations about governor development.** Practice is currently varied and there are some governors who beyond induction (which itself is variable) will not engage in wider development throughout their term as a governor. Expectations should change in this respect, particularly given the volatility in the sector. Governance teams are busier than ever and budgets are tight and this appears to have led to a reduction in governors engaged in development. Given the challenges facing the sector, it has never been more important to support governors appropriately and this should include proactively inviting them to identify development opportunities. Every governor should reflect on their own development needs at least annually, and institutions should organise internal development for their boards and look to share national opportunities for development with their governors. Development support offered for governors should recognise that the needs of governors are different, based on their own circumstances and experience.
- 6 **Increased transparency** is key to improving confidence and there is an opportunity for a step change in improvement here. To a large degree the story of governance in higher education is largely untold by the key participants involved in it and relies heavily on the publication of minutes and management or process documents. Institutions should think more creatively about how it tells the story of its governance, who is involved and the key decisions it is taking, especially with staff, students, strategic partners and society. For example, information about the impact of governance should become more routinely embedded in staff newsletters and information, and institutions should also think more creatively about conveying what they do in governance terms including short videos, town hall meetings with governors and increased online information about what is covered by the governance structure (beyond the minutes). In other sectors, including the NHS, parts of board meetings are held in the open, could the higher education sector consider opportunities to live stream appropriate parts of board business?

Tell an integrated story about governance. At present most of the scrutiny and attention around governance is focused on financial matters. In being more transparent about how governance operates (see point 6) this should focus on the breadth of what is covered including academic quality, people, the estate, civic engagement. It is often these other areas which spark greater interest from stakeholders and will prove to be a better hook for engagement.

The findings from governance effectiveness reviews can also be shared more transparently to both provide reassurance about the current arrangements, but also demonstrate the ongoing commitment to continuous improvement through the implementation of recommendations.

- 7 Continue to **strengthen links with Academic Governance**. There has been an improvement in this in the last few years, but there is still too often too big a gulf between the academic and corporate governance of an institution. Governing bodies are expected to actively seek assurances that academic governance is robust and effective. This becomes ever-more important with the political interest in issues surrounding quality in higher education and ensuring value for money for public expenditure. The key to ongoing change is a combination of culture and mindset alongside enablers which enhance transparency and clarity; the governing body and those involved in academic governance demonstrating mutual respect for each other's roles and responsibilities, underpinned by articulating clear accountabilities for the governing body and responsibilities of academic governance.²

² [Academic Governance and Assurance – role of the board of governors: reflective questions | Advance HE](#)

- 8 **Compliance with regulatory approaches and Codes.** The vast majority of institutions are able to demonstrate compliance with the regulatory environment they operate within and the Codes they choose to adhere to. Yet the evidence for this compliance is largely kept internal. To better help address public perceptions about governance there should be a more proactive and transparent approach to demonstrating this compliance (the vast majority of institutions will have a mapping document against regulatory conditions and a Code of governance yet choose not to make this publicly available). The work which has been initiated by the Committee of University Chairs to revise the Higher Education Code of Governance presents an opportunity to improve both the standards of governance but also how compliance is understood.
- 9 **Consider the benefits of remuneration** to be able to secure the very best talent available, raise expectations on them and also to improve diversity and the background of those willing to put themselves forward. We ought to recognise that the expectations of governance have increased dramatically in the last five years and especially for Chairs. A number of Chairs are committing more than 30 days a year to the role and the vast majority do this without remuneration. There is a serious question and discussion to be had about who can put themselves forward without payment. Comparable sectors including the NHS, Housing Associations and Government Public Appointments consistently pay their Chairs, Chairs of Committees and often Board Members.
- 10 **Be more open minded about partnership and collaboration.** Boards have, perhaps understandably been focused on preservation and sustainability of the institution, its context, character and mission. But there is opportunity to think more openly about the possibility of collaboration with others. This might be with other organisations on shared services, or with other organisations in different types of strategic partnership with whom they have shared objectives locally, nationally or internationally. Working with the Executive, at least annually the Board should be reviewing key external partnerships but also considering how these can be extended, refreshed, or added to.

4 Culture is crucial

All of these improvements can and should be pursued, but they will rely on culture being set in the right way and nurtured. There needs to be openness about the circumstances of the institution, healthy scepticism about projections, scenario planning and stress testing which is shared and scrutinised. This will require an open sharing of concerns from the Executive and curiosity and tenacious examination by board members. The relationship between the Head of Institution and Chair is crucial and the role of the Secretary is also integral to both support this and the Board as a whole.

For some institutions this will require a significant resetting of culture, moving away from simply receiving reports and papers (sometimes referred to as “marking the Executive’s work”) toward greater collaboration on strategy development and then greater accountability against that performance. This should not be seen as a reset from one direction; this is as much about re-imagining the relationship between governors and the Executive, as it is about the Executive resetting and valuing its relationship with the Board as something that adds value and helps to support better decision-making - not just something to get around.

In light of increased attention on the governance of the sector, we should see this as an opportunity to demonstrate the changes which have been made in recent years, but also to proactively seize the chance to make further improvements to eliminate the prospect of changes being foisted upon the sector.

5 Conclusions and next steps

The wider insights from the Big Conversation framed by the 10 areas for development identified in this piece will shape how Advance HE evolves its approach to governance support, board effectiveness and development. Over the coming months, CUC will be progressing their review of the Code of Governance and we will be feeding into this formally to ensure there is a joined up evolution to how governance is supported across the higher education sector.

We see The Big Conversation as the beginning of a sector wide discussion, a stimulus for change and improvement and look forward to ongoing engagement to shape our approach.

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