



The
University
Of
Sheffield.

The Council, 25 April 2016

Council Effectiveness Review: update and proposals

1. Purpose of paper

- 1.1 This paper provides an update on preparations for a full Council Effectiveness Review and invites Council to approve (a) the scope and timing of the Review; (b) the appointment of an external provider and the methodology/process to be adopted; (c) the establishment of a small Council sub-group to have oversight of the Review; and (d) the terms of reference and membership of the sub-group.

2. Background

- 2.1 The CUC's Higher Education Code of Governance states that "governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees" and that such reviews must be conducted at least every four years. The Code also notes that "many governing bodies find an external perspective in this process helpful, whether provided by specialist consultants or peer support from other governing bodies".
- 2.2 The last full Council Effectiveness Review commenced in 2010 and comprised several phases, all of which were undertaken with the support of an external adviser, Mr John Lauwerys (former Secretary & Registrar, University of Southampton):
- 2010-11: full review, with report to Council in November 2010;
 - 2011-12: review of Council sub-committees, with report to Council in July 2011;
 - 2011-12: review of arrangements for delegation, with report to Council in November 2011;

3. Update

- 3.1 When Council considered a preliminary report on compliance with the Higher Education Code of Governance in February 2015, it agreed that the next full Effectiveness Review should be deferred until a permanent Secretary to Council was in post.
- 3.2 Following the appointment of Andrew West as University Secretary, discussions concerning the scope and conduct of the Review have taken place with the Chair of Council, Pro-Chancellor, Treasurer, Vice-Chancellor and others.
- 3.3 A desk-based review of the reports of effectiveness reviews undertaken by other universities, together with sector intelligence, has informed the selection of three potential external reviewers. Alison Legg, Andrew West and Sue Stephens have recently met with each to discuss their outline proposals in more detail.

4. Proposals

4.1 It is proposed that the Review should cover the following themes:

- (a) progress since the last Review;
- (b) compliance with the Higher Education Code of Governance;
- (c) effectiveness of key Council sub-committees;
- (d) effectiveness of the interface between Council and academic governance, particularly in the context of increasing governing body responsibility in this area.

4.2 It is proposed that Pinsent Masons LLP be appointed to support the review. Their full proposal is available in the Reading Room via BoardPad. In summary, we believe they offer a bespoke approach tailored to our needs, led by a highly professional team that combines in-depth knowledge of the sector; hands-on experience of university governance by way of an interim senior role at a Russell Group university; and demonstrable experience in corporate governance more generally. In addressing the themes identified for the Review, Pinsents propose the following methodology/process:

- (a) questionnaire to members of Council seeking feedback on their view of Council's and their own effectiveness;
- (b) one-to-one interviews with Council members and relevant members of the Executive;
- (c) paper-based analysis of Council's and its sub-committees' governing documentation, terms of reference and minutes;
- (d) attendance at meetings of Council and Council sub-committees;
- (e) potential input to a Council away day session on 14 June;
- (f) evaluation of the results of the above to identify the strengths and weaknesses of Council and what its priorities for enhancing its effectiveness might be;
- (g) provision of a final report and action plan and presentation to Council;
- (h) follow-up review after 6-12 months.

4.3 It is also proposed that a small Council sub-group be established to have oversight of the Review. The following terms of reference are suggested:

- (a) to provide a point of reference during the Review for the external adviser to raise questions/issues as appropriate, and to consider progress;
- (b) to consider the resulting report and recommendations prior to their presentation to Council.

4.4 The suggested membership of the sub-group is as follows:

A lay member of Council:	Alison Legg (Chair)
A lay Officer:	tbc
The Deputy Vice-Chancellor:	Shearer West
A staff member of Council:	Mary Vincent
The Students' Union President:	Christy McMorrow (to 30 June); Dominic Trendall (from 1 July)
The University Secretary:	Andrew West
In attendance:	Gayle Ditchburn (Pinsent Masons)
Secretary:	Sue Stephens (Head of Governance)

4.5 It is proposed that the following timetable be adopted:

May - July:	fieldwork, analysis and evaluation as set out at (4(a)-(e) above;
September/October:	preliminary findings/draft report to sub-group for consideration;
October/November:	presentation of final report and recommendations to Council.

5. Action requested of Council

Council is invited to consider and approve the proposals set out above.