

Proposed Scottish Code of Good HE Governance

Response to Consultation

University of St Andrews

6 June 2013

At its meeting on 22 May 2013, the Governance & Nominations Committee of the Court of the University of St Andrews discussed the recommendations proposed in the new Scottish Code of Good Higher Education Governance. It was regretted that insufficient time had been provided during the consultation period to allow the full University Court to meet and consider such important governance matters, but the Committee agreed that the following points should be submitted to the Steering Group for review as part of its consultation.

The Committee generally welcomed the Code's provisions, most of which are already embedded in the University's governance structures and procedures. It also welcomed the examples of best practice that were included. The Committee would therefore encourage the Steering Group to resist attempts by special interest groups to introduce modifications for their own purposes.

Specific points of comment, however, included the following:

- i. The Committee welcomed the proposed identification of an independent "sounding board" member in relation to the chair, but held the view that it should act in one direction only (contrary to p.19 of the Code). It was agreed that such a member should serve as an intermediary for other members who might wish to raise concerns *about* the chair (and/or indeed the Rector where applicable). It was felt that the role could be compromised, however, if it were also to serve as a sounding board *for* the chair. The more the 'independent member' is perceived to be the 'confidante' of the chair, the more difficult it might be for other members of the Court to raise sensitive matters through this channel. In addition, the 'sounding board' member might also become quite conflicted in such situations. It was therefore considered preferable for the appointment of an independent 'sounding board' member to be the means by which concerns *about* the chair can be raised. With regard to a sounding board *for* the chair, it was considered that this might be best achieved through informal choices by the chair and might vary with the issue under consideration. It would also be difficult for a chair to have his/her 'sounding board' chosen by someone else.
- ii. The Committee was opposed to that part of Principle 14 (elaborated further on p.27 of the Code) which proposed that papers to be considered at Court meetings should generally be available to staff and students. It was believed that this would inhibit Court's ability to receive contentious and robust discussion papers at early stages of consideration. It was

noted that (for similar reasons) the Freedom of Information legislation permitted draft or discussion papers to be eligible for an exemption. It was also believed that if Court is properly discharging its responsibilities most of the meeting will be devoted to strategic matters that are frequently confidential and impact the University's competitive position. Consequently, a requirement that Court papers should 'generally be available' might well lead to any of several unintended and undesirable outcomes—such as an increased withholding of papers as confidential, a decline in use of discussion papers, or discussions and decisions being taken outside of full Court.

- iii. The Committee endorsed the view (on p.27 of the Code) that key officers of the University should be in attendance at Court meetings, but members of the Committee agreed with the student view that it is the responsibility of the chair to ensure that students in particular never feel intimidated from raising what may be sensitive issues relating to the University management. It should be made clear that if there are ongoing student concerns, these should be raised directly with the chair (or Rector).
- iv. The Committee was disappointed that, in relation to the selection of a chair (Principle 11), more of an attempt had not been made to define the key qualities and characteristics that are required in a chair. The emphasis in the draft Code was on the *process* of selection rather than on the *qualities* required for the role. The Committee was strongly of the view that predominance must be given to the latter. The processes should merely be designed best to achieve the selection of individuals with the required qualities, characteristics and experience. The processes that were proposed for electing a chair paid little attention, for example, to the critical importance of the relationship between the chair and the Principal.
- v. The Committee disagreed with the proposal in Principle 11 that the chair of the governing body should normally chair the nominations committee, this being the committee entrusted with managing the appointment of the chair! The difficulty of this in governance terms should be clear. A wholly independent chair for this committee is the practice in St Andrews.
- vi. The Committee questioned the validity and usefulness of benchmarking institutional KPIs against 'comparable' institutions (Principle 5), but noted the qualification 'where possible and appropriate'. The Committee's view is that KPIs must predominantly focus on the university's own mission and goals, rather than comparison with other universities. This is fundamental to the autonomy of universities. The definition of 'comparable institutions' can also be difficult in practice.
- vii. The Committee endorsed the establishment of appropriate goals and policies in relation to equality and diversity in the balance of the independent members of Court (Principle 9).