

Open consultation: Review of the Scottish Code of Good Higher Education Governance

April 2017

Context

In 2016, the Committee of Scottish Chairs (CSC) of Scottish higher education institutions launched an evidence-based Review of the Scottish Code of Good Higher Education (HE) Governance (henceforth 'the Code'). The review was entrusted to a Steering Group whose membership includes all major stakeholder groups. Independent consultants from the [Leadership Foundation for Higher Education](#) were commissioned to collect and analyse evidence from an open public consultation, a survey of governing body members and extensive consultation with stakeholders at each institution and at national level. Full details of the Steering Group and the evidence-gathering process can be found at scottishuniversitygovernance.ac.uk.

The Steering Group has now completed its review and has produced a draft revised Code. This seeks to recognise and reflect the continuous evolution of best practice in governance and to accommodate changes that follow from the [Higher Education Governance \(Scotland\) Act 2016](#). Views are now sought on the draft revised Code.

How to respond

Please complete these questions using the online response form before **21 June 2017**.

Alternatively, please email a response to the consultation, including your completed respondent information details, to nicola@universities-scotland.ac.uk or send a written response to the consultation by post to:

Nicola Cowsill, Universities Scotland, Holyrood Park House, 106 Holyrood Road, Edinburgh EH8 8AS.

Respondent information - Early Draft Response to the Consultation on the draft Revised Scottish Code of Scottish HE Governance

Are you responding as an individual or an organisation?

Individual	
Organisation	✓

Please enter your full name or the organisation's name here

Robert Gordon University (Board of Governors)

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The Committee of Scottish Chairs would like your permission to publish your consultation response. Please indicate your publishing preference:

NOTE - If you are responding on behalf of an organisation, anonymous publishing refers only to your name, not your organisation's name. If this option is selected, your organisation name will still be published.

Publish response with name	✓
Publish response only (anonymous)	
Do not publish response	

This consultation is an open invitation to comment, not limited to a specific set of questions. We welcome your views on any aspect of the *content* or *structure* of the draft revised Code. (Please do not comment on superficial presentational issues. This draft does not show the final formatting of the document, which will be finalised following the consultation.)

If your response contains multiple comments and/or covers different elements of the Code, please structure your response accordingly, separating different points clearly. Please refer to paragraph or page numbers where possible.

The following comments are presented for consideration: -

1. As the *Code* has only been in place for a relatively short period of time, it would have been useful to identify the changes and have a brief statement of reasons for each change, e.g. because of legislative requirements, practical experience, lack of clarity or whatever.
2. It could be argued that the revised Code is too long. Codes of practice are most effective when they are succinct and memorable.
3. The revised presentation of the document makes it easier to read. However, we have the impression that there is a significant increase in the amount of prescription, which will lead to much greater complexity when reporting to the *SFC* on a "comply or explain" basis. We would support the principle of a distinction between provisions that are *mandatory* (must) and *discretionary* (should), but would question if the balance has been correctly struck in all cases. We would suggest that the former be limited to provisions required by legislation or other generally accepted codes.
4. We think there may be an imbalance between the focus on governance responsibilities for equality and diversity in the revised *Code* compared with other significant responsibilities: for example, the purpose of universities, their strategic direction, teaching and learning/academic work etc.
5. We would ask whether it is wise and/or appropriate to make specific reference to the *Fair Work Framework* (para 10); the currency of such documents may be compromised if examples of this kind are included.
6. We consider the proposal to introduce an annual stakeholder meeting (para 47) to be unhelpful and potentially divisive. Corporate Annual General Meetings are convened for shareholders or, in the case of charities, members, to consider and approve specific decisions regarding election of directors, executive remuneration, appointment of auditors, etc. They are not public meetings. We believe that there are more effective ways to address the goal of transparency with stakeholders. Therefore the *Code* would best achieve this objective by making governing bodies responsible for establishing their own transparency processes. There is also a reference to 'Court' in this section which should be changed to governing body (not all universities call their governing body a 'Court').

7. The suggestion that Committees should not be restricted to lay members only is not appropriate for the Audit Committee, which should not have in membership anyone who is paid by the university or is a student of it.
8. In the high level principle in Section 1, we would suggest that 'adopting' rather than 'planning' would be a more appropriate word.
9. In paragraph 24 we suggest that the second sentence should read 'No member should be bound by or take account of mandates given to him/her by others when speaking or voting...'
10. The sentence 'The Principal must ensure that key stakeholders' representative bodies, including recognised trade unions and student associations, are kept informed about and regularly consulted on the on-going development of the Institution and any significant proposals regarding relevant institutional policies.' (para 71) is considered a matter of management rather than governance and should not be included in this Code.
11. A very minor point, there is no text associated with paragraph 16.