

GOVERNANCE REVIEW 2009/10

1. In October 2009 the University Court established a short-life working group (GRWG) to undertake a review of the Court's Governance arrangements, which reported to Court in June 2010.
2. The work of the GRWG involved widespread consultation with various parties, and Court was reassured of the breadth and robustness of the Review:
 - All Court members were invited to participate in an online questionnaire.
 - There was close liaison with Committee Convenors, the Chairman of Court, the Principal & Vice-Chancellor and University Secretary.
 - The Director of Human Resources, the Acting Finance Director and the Head of Health & Safety were consulted as appropriate.
 - Given their membership of the Health & Safety Committee, a meeting was held with appropriate Trades Unions to discuss proposals for amending the Constitution and Terms of Reference of that Committee.
3. The Governance Review was undertaken separately from a review of Academic Board, scheduled to take place in 2010/11. The Court was reassured that no issues of alignment had arisen out of decoupling the Governance and Academic Board reviews.

Main Findings of the Governance Review

4. The main findings of the Review were as follows:
 - The substantive recommendations of the 2005 Governance Review had been implemented and that no matters were outstanding.
 - Investigations had established that the University has robust, sufficient and effective governance arrangements in place.
 - The University's arrangements were been found to be in virtually full compliance with the CUC Code of Practice for Higher Education Governing Bodies in the UK.
 - Benchmarking against the 2009 joint CUC and Leadership Foundation for Higher Education report 'What is an effective high performing governing body in UK higher education' had indicated that the University's governance arrangements were aligned well with the rest of the UK HEI Sector.
 - Court members had indicated high levels of satisfaction with the governance arrangements and had confirmed that they believed the Court and its subcommittees were operating effectively within broadly appropriate Terms of Reference and Constitutions.
 - No significant failings or gaps in the Governance arrangements at Edinburgh Napier were identified.

Issues Identified by the Review

5. The investigation identified opportunities for further enhancement to the University's governance arrangements. Accordingly, amendments were proposed to elements of the Court's Standing Orders, Court Committee names, and Committee Constitutions & Terms of Reference. It was also identified that new protocols or procedures may be helpful in addressing specific issues raised.

Over-Arching Principles

6. In developing responses to the issues raised by the Review regarding Court Committees, the GRWG found it helpful to develop and adopt a small number of overarching guiding principles which it subsequently applied during discussions.
7. The principles applied were that Court Committees should:
 - a. Have Constitutions no larger than is considered necessary to conduct their business efficiently and effectively.
 - b. Have Constitutions normally drawn from the following four categories: Appointed (*by Nominations Committee*); Ex Officio; Other; and In Attendance.
 - c. Have Constitutions that, as far as is reasonably possible, avoid giving rise to conflicts of interest for their members (e.g. members of F&CC cannot serve on Audit Committee).
 - d. Have Terms of Reference that are clear and unambiguous, with accompanying notes kept to a minimum.

Outcome

8. In light of the above, at its meeting on 28 June 2010, University Court noted the overall positive findings of the Governance Review 2010 and approved a number of revised Court Committee names, Terms of Reference & Constitutions, revisions to the Standing Orders and a new protocol and procedure for the annual review of Court Committee effectiveness.