



Council Effectiveness Review

Imperial College

September 2022



Halpin

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Executive Summary

1. Halpin has been commissioned by Imperial College to advise on a review of the effectiveness of the Council of the University, its governing body. The Committee of University Chairs (CUC) Code of Higher Education Governance requires universities regularly to carry out such reviews, with external advice. We report to a Steering Group set up by the Council for this purpose and to Council itself in September 2022.
2. During the course of the review, we interviewed members of Council and officers. We also had a conversation with the then President-elect who took up office on 1 August 2022. We met representatives of campus trade unions, the Consuls and Imperial Together. We conducted a small survey, mainly as preparation for interviews, commissioned a desk study and observed a meeting of Council and of Court.
3. While this was a wider-ranging effectiveness review, many people wished to discuss disclosures of bullying by the former President and Chief Financial Officer (CFO) as revealed publicly by the publication of a redacted report by Jane McNeill QC, following an intervention by the Information Services Commissioner in February 2022. We have provided governance guidance for the Council in respect of this matter, especially in relation to timely communication. We have also recommended that Council holds a meeting to learn lessons and that representatives of campus trade unions, the Consuls and Imperial Together, are invited to participate in the process along with any other stakeholders as determined by the Council. The conclusions of the meeting should be communicated, as transparently as possible, to the College community.
4. We have considered the composition of Council and conclude that senior managers are over-represented. We propose that the Council remains at around 23 members but that consideration is given to bringing a broader range of staff members onto Council, including professional services staff. We also consider the appointment of an additional student member to Council. This would not only provide an opportunity to diversify the membership of Council, in terms of both protected characteristics and gender balance, but would also enable professional services and academic staff not currently eligible to sit on Council. We believe this will connect Council more closely to its community, improve the diversity of Council, be more inclusive and better enable Council to hold the Executive to account.
5. We make a number of recommendations and suggestions in relation to, for example:
 - the introduction of a formal, integrated Scheme of Delegation from Council to committees and officers
 - the Deputy Chair rather than the Chair to chair the Remuneration Committee
 - separation of the roles of Deputy Chair and Senior Independent Governor
 - Nominations Committee to meet on a scheduled rather than ad hoc basis with the benefit of a skills and experience matrix to aid diverse recruitment, plug skills gaps and succession plan
 - the updating and formal reintroduction of a Code of Conduct for all Council members to adopt (and possibly staff as well), including the responsibility to live the College's values and model desired behaviours
 - the introduction of more bespoke induction, a 'buddying' scheme for new members, development for members and an appraisal discussion each year, including for the Chair and Deputy Chair
 - the possible creation of a People Committee
 - removal of residual governance responsibilities from Court and more flexibility in its membership

- greater informal engagement and communication between Council members, staff and students.
6. The meeting of Council we observed was of a high standard. The agenda and papers were clear, presentations were of high quality, the meeting was well chaired, and members debated and contributed effectively and respectfully. There was evidence of supportive challenge and of members bringing their knowledge to support that of the Executive. The student voice was heard and listened to. We concluded that the culture of Council is supportive but not cosy, respectful but not reverential, lacking in defensiveness and with the highest calibre skills and experience.
 7. We populate a Halpin Governance Maturity Framework, with a view to assessing the overall effectiveness of governing bodies, using a four-point scale across a number of governance areas, ranging from inadequate through improving, good and leading-edge. In Imperial's case, we identified one inadequate area (relating to Council member training and appraisal), five improving areas, eight good and four leading-edge. Our overall assessment is that Imperial's Council is effective, although the bullying disclosures do of course mean there has been a shock and there is work to do to rebuild trust. However, the Council members are of high calibre, a number were not in membership in 2020 when the disclosures first arose and, crucially, Council is not defensive about what has happened. Under new Presidential leadership, and given the commitment of the Council to the programme set out in our report, there is every reason to believe that lessons have and will be learned and that Imperial's corporate governance will be commensurate with its academic standing.
 8. We are happy for our report to be published in the interest of transparency but the decision to do so rests with Imperial College.

Introduction and Methodology

9. The Halpin Partnership ('Halpin') has been commissioned by Imperial College of Science, Technology and Medicine ('Imperial', 'the College') to conduct an effectiveness review of its governing body, the Council. Such reviews are a requirement of the Higher Education Code of Governance published by the Committee of University Chairs (the CUC Code). The Code (www.universitychairs.ac.uk), published in 2020, states at para 5.13 that a 'regular, full and robust review of governance effectiveness be carried out with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions from the last effectiveness review'. We have been provided with copies of previous reviews held in 2016 and 2010. The Code is voluntary on an 'apply or explain' basis. Imperial aspires in its Annual Report to apply the Code.
10. The need to provide assurance to stakeholders implies that effectiveness review reports will be published. Our report is drafted so that it could be published with little or no redaction. Our discussions with members of the College community indicate a strong desire to have sight of the report. We encourage publication in the interest of transparency. The decision on whether or not to publish rests with the Council.

Imperial

11. Imperial is one of the world's leading universities, specialising in science, engineering, medicine and business. It is consistently ranked as one of the top global universities, most recently 6th by QS World University Rankings. The College now performs well in the National Student Survey (NSS) and exceptionally in the Research Excellence Framework (REF). The College's campuses in South Kensington and White City in London are home to some 21,000 students and 8,000 staff. Imperial turns over in excess of £1 billion annually and is financially strong. Like all universities in the UK, however, it faces strong headwinds. Home undergraduate tuition fees remain frozen at £9,250, there is uncertainty over future research funding, particularly in relation to the EU Horizon programme, and international markets remain challenging following the pandemic, Brexit and generally deteriorating international relations.
12. While in some ways *sui generis* given its prestige and subject concentration, Imperial sits at the apex of the UK system in terms of sheer research power, alongside (in England) Oxford, Cambridge, UCL and Manchester and is a founding member of the Russell Group. The College is organised into four faculties (Engineering, Medicine, Natural Sciences and Business), each headed by a Dean who sits on Council. Imperial has adopted the US President/Provost model of institutional leadership, with the President being the Chief Executive Officer and the Provost responsible for the delivery of the academic mission. A new President, Professor Hugh Brady, took up appointment on 1 August 2022. The College is currently in the process of appointing a Chief Operating Officer (COO).
13. The College's current strategy runs until 2025, although it is usual for incoming Presidents to seek to review and refresh strategy. Imperial has identified five core values, namely respect, collaboration, integrity, innovation and excellence. It is an important role of the Council to model, exemplify and oversee the promotion of these values throughout the institution.
14. The College is incorporated by a Royal Charter originally granted in 1907, with the most recent Supplemental Charter granted by the Sovereign in 2007, following Imperial's departure from the federal University of London. This enables Imperial to do everything a legal person can do within the law and is generally regarded as the highest form of incorporation. Changes to the Charter and Statutes put forward by the College Council have to be approved by the Privy Council following a special resolution procedure. Senate (the academic authority) must

be consulted prior to any proposed Statute changes affecting academic policy. The College is an exempt charity regulated not by the Charity Commission but, in common with other English universities, by the Office for Students (OfS).

Remit

15. Our remit is a focused and time-bound one to review the effectiveness of the Council and to report our findings to it in September, coinciding with the arrival of the new President. Although we inevitably have to refer to them to fulfil our remit, Council's committees, the Senate and the President's and Provost's Boards are out of scope for this review. Because Imperial is reviewing its equality, diversity and inclusion policies and intends to review its governing instruments, these were not a priority for this review, but it is necessary for us to examine certain aspects of them in order to test Imperial's compliance with the CUC Code. In addition, we have been asked to observe a Court meeting and make suggestions for possible improvements.
16. We have been encouraged to go wherever the evidence takes us and to be frank and transparent in our findings. In particular, once we commenced our field work, it became clear that disclosures of bullying by the former President and Chief Financial Officer (CFO) were very high on the list of things people wanted to talk to us about. As a result, in addition to our interviews with Council members (including the former President), officers and a conversation with the incoming President, we held discussions with the campus trade unions, the Consuls and representatives of Imperial Together. We explained that the allegations have been investigated by a QC and that her findings have been accepted by the Council and published in redacted form. We were anxious not to raise expectations, since our review is confined to corporate governance and is an effectiveness review as required by the CUC Code, rather than one occasioned by recent events. However, with the support of the Steering Group for the review, we have sought to identify 'lessons learned', with a view to improving corporate governance and communications in future. We are reviewers, not investigators nor auditors, but we hope our observations, analysis and recommendations relating to the governance process around the disclosures will help to heal divisions and enable Imperial to move on under new leadership.

Method

17. We work as a team with a Project Director, Consulting Fellows and a Project Manager, all with different skills and experience. Details of the team are given in **Appendix 1**. We commissioned law firm Shakespeare Martineau to undertake a desk review of instruments of governance, which is attached at **Appendix 2**. The section of our report dealing with compliance and constitutional issues draws on the desk study as well as our own observations. We also carried out a benchmarking exercise which is attached at **Appendix 3**. It is important to note that this is a governance rather than an academic benchmarking study, so it confines itself to comparable English institutions which, like Imperial, are incorporated by Royal Charter, e.g. UCL, KCL and Manchester. It does not include, for example, Oxford, Cambridge, Edinburgh or MIT, which may be good academic comparators for Imperial, but which have different governance models. The model for English chartered universities is based on a Council with a lay (i.e. not staff or student) majority, including a lay Chair and staff and student representation.
18. We produce a Maturity Framework in **Appendix 4** which maps our judgement of Imperial's governance maturity across a range of indicators on a four-point scale, ranging from inadequate through improving to good and leading-edge. In our opinion, the matrix indicates that Council effectiveness is **good**, with **leading-edge** and **improving** features and only one **inadequate** area (governor training and appraisal). This is a subjective exercise but the high quality of the members and officers and their willingness to grasp opportunities to improve lead us to believe that Council effectiveness is **good** with the potential to become **leading-edge** if this report is implemented. Finally, **Appendices 5** and **6** list our interviewees, observation dates and participants in group discussions.

19. Our process includes:

- a review of documentation including Charter, Statutes and Ordinances, Council papers over the past two years, policies and regulatory codes, strategic plans, corporate risk register and any other material relevant to the review
- a survey of Council members and others who wished to contribute (we did not receive sufficient survey responses for a meaningful analysis; in addition, we received some 30 responses to a short text web form open to members of Imperial staff)
- interviews with members of Council, officers and the incoming President
- meetings with campus trade unions (UCU, UNITE and the GMB), Imperial Together and Consuls
- observation of a Council and a Court meeting
- discussions with the Steering Group, production of this report and its presentation to the Council
- a number of **recommendations** and **suggestions** which appear in bold at appropriate points in the text and are summarised at the end of the report.

20. While we are engaged by the Council, we operate independently and reach our own conclusions. Our meetings and interviews are conducted on a non-attributable, confidential basis to encourage participants to be frank and open. All of our notes are held on our own SharePoint drive, completely separate from Imperial's systems.

21. We are very grateful to all who have taken part in this review for being generous with their time and thoughtful in their approach. Special thanks go to Grainne Brankin and Rachel Knight for their cooperation with our numerous requests for information.

The governance of universities

22. Prior to focusing on Imperial's Council, we thought it might be helpful, since Imperial is a global university and has a number of new Council members, to include a brief section on models of university governance around the free world compared with charities, the NHS, colleges and the corporate sector, as follows:

- There are a number of models in the UK, but the two most common outside Scotland are the chartered universities like Imperial and the universities established by statute mainly in 1992 and 2005, sometimes referred to as 'modern' universities or, less frequently now, post-92 universities. The latter can only operate within the powers granted by statute (which are wide-ranging), e.g. they must have governing bodies of between 12 and 24 members, whereas chartered universities can theoretically have governing bodies of any size, provided they abide by their charters and statutes. A common feature of UK universities is lay involvement and staff and student representation, although Oxford and Cambridge do not have a lay majority on their Councils. The chartered university model has stood the test of time and, in our opinion, has much to commend it in comparison with other systems.
- Dutch universities have an Executive Board with a maximum of three members, including the Rector Magnificus (i.e. President or Vice-Chancellor). The independent Chair and third member are appointed by the state. A supervisory Board of five external members, again appointed by the Minister, sits beneath the Executive Board and advises it.

- Throughout continental Europe, including Scandinavia, Germany, France and Italy, state appointments to university governing bodies are the norm. In our opinion, the autonomous nature of UK university governing bodies is a great strength which must be protected at all costs, so we would not advocate the continental European approach.
 - US universities vary between private institutions such as Harvard, major public universities such as California, state universities and community colleges. A typical feature of research universities in the US is a small Board of external trustees, often alumni with links to philanthropy, plus the President.
 - In Australia, New Zealand and Canada, university governance looks similar to that in the UK, with the crucial exception that independent members tend to be appointed by ministers or Crown representatives.
 - NHS Boards tend to have around 14 members, with an even mix of executives and non-executives. Foundation Trusts in England also have Boards of governors representing various constituencies within the Trust area of benefit. The governors appoint the non-executive directors, including the Chair. The Lead Governor may also be involved in senior executive appointments.
 - A number of FE colleges, as well as North American universities, have adopted the 'Carver model' whereby the Board 'speaks with one voice or not at all'. In essence (and simplistically), the Board operates at policy level, often without any committees other than statutory ones such as audit.
 - Regulated charities have Boards of trustees, none of whom benefit financially, unless their articles of incorporation specifically permit remuneration. They are regulated by the Charity Commission and have a registered charity number. Their governance is overseen by the Charities Code, which bears many similarities to the CUC Code.
 - The corporate sector will be familiar to a number of Council members who work in the private sector, e.g. in private or public companies or limited liability partnerships (LLPs). Larger companies tend to look to the Corporate Code, published by the Financial Reporting Council, as their corporate governance lodestar. Again, this Code has much in common with the CUC Code in its general approach, although the former is more detailed and prescriptive.
23. Council will be aware that governance and management are different things. Council is not involved in the day-to-day operation of the College, nor should it be. It is the job of the President and the senior team to run the College. The Chair runs the Council which, with a non-executive majority, holds the Executive to account. The Secretary has a crucial role in supporting the Council and, as is the case at Imperial and as required by the CUC Code, the Secretary must have a direct line of accountability to the Chair and to Council for governance. This is the case whether or not the Secretary has accountability to the President for other management responsibilities.
24. It follows that non-executives (referred to as 'external members' by Imperial) stand back from executive management and are there to encourage, advise and support as 'critical friends'. Universities are private corporations, but with a public purpose, as evidenced by charitable status. The presence of non-executives plays a crucial role in providing assurance and accountability to the public and the OfS that the affairs of the institution are properly conducted.
25. Experienced executive and non-executive directors tend to have an innate sense of where the lines are drawn between accountability and interference or second guessing. Confident executives welcome constructive challenge and are not defensive. Competent non-executives know when and how to challenge using evidence rather than anecdote, so that the whole

complements the sum of the parts, resulting in better decision making, strong (but never cosy) relationships and the avoidance of 'groupthink'.

26. We have detected some executive/non-executive tension at Imperial but would not want to overstate it, since relationships are mutually respectful. Some executives feel, especially in relation to capital developments, that tanks are being parked on their lawns, while some non-executives feel that their experience and expertise in such areas could be better leveraged. This may be partly due to people finding their feet with relationships and mutual understanding being forged. It may also be partly due to recent events which placed pressure on the Council. Lines in the sand are erased by the incoming tide, so it is important that they are re-drawn as the tide ebbs. Our hope is that the arrival of a new President, alongside the implementation of our report, will enable such a re-set to more normal working.
27. A number of non-executive members reacted adversely to the description of them as 'external' members, given that they are Trustees. The title 'lay members' is becoming old-fashioned, but non-executive has yet to take off formally in universities. We prefer the term 'independent', which signals objectivity without externality. To change formally from external to independent members will require Statute and Ordinance changes which can take some time, but we see no reason why external members should not be informally referred to as independent members in the interim. To avoid confusion, we refer to the external members as independent members in the remainder of this report. Our first **recommendation (R1)** is therefore that external members are described as independent members and that the relevant instruments of governance are amended to reflect this change.

The Council

Composition

28. Article 9 of the Charter provides that the Council ‘shall be the governing and executive body of the University and shall exercise all the powers of the University’. The composition and powers of the Council are set out in Statute 3. There is a maximum of 23 members, of whom at least 9 and not more than 13 are independent. There is only one elected member; Ordinance A3 provides that this member must be an experienced professor who has been a Consul or a previous head of department or medical division for at least two years. The remaining Council members are *ex officio*, namely the Chair (who must be independent), the President, the Provost, the Chief Financial Officer (CFO), four senior staff members (prescribed by Ordinance as the four Deans) and the President of the Students’ Union.
29. There is currently a full complement of independent members leading to an independent majority (including the Chair) of four if all members are present at a meeting. The Privy Council normally requires an independent majority, and it is useful to have some headroom in case of apologies. Statute 3(4)(b) specifies the quorum for meetings at 10, but does not specify an independent majority. As part of any Statute/Ordinance review, it would be good practice to include an independent majority. In the meantime, Ordinance A10 requires an independent majority in voting although, in practice, Council meetings tend to proceed by consensus, so we **recommend (R2)** that Standing Orders are updated to require an independent majority for Council and committee meetings, as far as possible, formally to conduct their business, and that Statutes and Ordinances reflect this in due course.
30. At 23 maximum, the size of Council is typical for a chartered Russell Group university. The Dearing Review in 1997 and earlier incarnations of the CUC Code recommended an upper limit of 25, but this is no longer in force. Most Councils, however, have reduced their size over the years, recognising that this creates a more efficient environment, conducive to discussion and decision making. Given the requirements on independent members, e.g. to populate committees and appointment panels etc, coupled with the requirement for an independent majority, most chartered universities have settled for Councils around the size of Imperial’s.

Staff Membership

31. Council members from corporate or NHS backgrounds will be familiar with Boards containing a number of senior executives, but this is unusual in UK universities, where the requirement for staff representation is usually taken as meaning representation from a wider range of staff, including the professional services. The Vice-Chancellor or President is always a member and usually the Provost where there is one, but we are only aware of one other Russell Group university where the CFO is a member, as opposed to an officer of Council. In our group meetings, strong views have been expressed about the need for wider staff representation on Council in order to connect it more closely with its community. In interviews, Council members have also supported wider staff involvement. There may be scope to create space for a more balanced representation without increasing the size of Council. For example, the CFO need not be a member of Council as long as they are in attendance. The appointment of a COO might be an opportunity to move away from this requirement, since the job title is different and, in our view, should carry no expectation of membership of Council. Constitutionally, it will still be necessary for the time being for anyone holding the title of CFO to be a member of Council, but our view is that this requirement might be removed over time in order to create more flexibility.

32. As noted earlier, we held meetings with representatives of the campus trade unions, the Consuls and Imperial Together. While we do not attribute, these were all thoughtful, helpful meetings with people who are in touch with the pulse of the College. They feel their views are representative and reflected, in their opinion, in the most recent staff survey. In these meetings, there were robust but often constructive critiques of Council's handling of recent events (see below) and a universal desire for wider staff representation on Council. Many of our interviewees also felt it was time to introduce professional services membership on Council, alongside a wider range of voices than senior management and one elected senior professor.
33. We did not encounter any members of Council who felt the Deans should not be present at Council. Unbidden by us, some questioned whether they need to be members, given that the President and Provost are members. Others felt it was important that the Deans were members, given their importance in the College. For us the key issue is not so much whether the Deans need to be members or not, but whether the balance of membership of Council would be improved by the introduction of a wider representation of College staff than senior managers. We take it as axiomatic that the President, Provost and Student President should be members and have previously considered CFO membership. If the principle of a wider range of staff membership and an additional student member is desirable, Council would either need to become larger or some ex officio memberships reduced or removed.
34. It could be argued that Council is over-represented by senior management and would benefit from a wider range of staff experience in a similar way to other Russell Group chartered institutions. We also suggest that it is more difficult for Council to hold the Executive to account if seven senior executives are members. Our meetings referenced in para 33 above lead us to conclude that a broader base of staff involvement in Council, and greater engagement of Council with the community, combined with the arrival of a new President and COO, will go a long way towards assuaging the concerns expressed in those meetings. There is huge goodwill towards Imperial from those we spoke with and therefore more that unites than divides. It is against that background that we present some options for change in the composition of Council.

A second student member?

35. Increasingly, universities are appointing a student member in addition to the Union President, usually nominated by the Union. This enables student members to support each other in what can be an intimidating environment and to provide cover for each other if necessary. A second student member can increase diversity, e.g. if the President is a home undergraduate, the second member could be an international postgraduate. There is also the opportunity to introduce a student member who identifies as a different gender from the President. Two student members also reflect the growing importance of the student experience and signals to the Regulator and other stakeholders that the College recognises this. The creation of more flexibility in Council membership would provide an opportunity to increase student representation.

Options

36. In addition to the status quo, we have identified the following options for broader staff representation, in addition to the replacement of the CFO by a second student member:
- a) Move the Deans from Council membership to attendance, thus creating at least four seats for staff representation.
 - b) As (a) above, but also remove the current elected category in favour of a broader staff representation.
 - c) Retain the current membership but create additional places for staff members, noting that this would require an increase in independent membership to preserve their majority and therefore a much larger Council.
 - d) Retain one or two Deans in membership in rotation with the others being in attendance.

37. These options may not be mutually exclusive, and Council may come up with more. We are agnostic on the precise formulation but, given our view that senior management is over-represented on the Council, we support the principle of broader staff representation, including at least one member drawn from the professional services. We do not think it would be wise to create a more unwieldy Council, especially since the Deans would remain in the room under our proposals whatever the outcome. At present, Deans have equality of arms on Council, and it could be divisive to have some as members and some in attendance. We also note that the current elected member is drawn from a very narrow base which always results in the election of a senior professor. At present, seven out of eight *ex officio* members and the elected academic member happen to be male, thus contributing significantly to the fact that only three Council members out of 23 are female. We discuss this in more detail below but, in this context, point out that broader staff membership should result in a more diverse Council, both in terms of protected characteristics and diversity of thought and background. Any changes to the composition of Council will require the approval of the Privy Council to Statute changes. The Privy Council will expect a justification for the changes, including evidence of consultation. This presents an opportunity for Council to reflect and consult on its composition, taking our advice into account, prior to seeking Statute changes. We **recommend (R3)** that Council consider and consult on possible changes to its composition to increase student representation and introduce a wider range of staff membership while containing the size of Council. We also **recommend (R4)** that, in the event of broader staff membership, periods of office of staff (other than *ex officio*) and independent members be brought into alignment.

A possible new system

38. It is for Council to consider its composition rather than for us to seek to promote a particular course of action. We hope it is helpful, however, for us to model a possible scenario purely for illustrative purposes. A typical arrangement for staff membership in other chartered Russell Group universities involves the election of, for example, three academics from Senate and two members from the professional services, perhaps an administrator and a technician. Formerly, many independent Council members in universities were nominated by local authorities or societies or “tapped on the shoulder”. Independent member recruitment has now been professionalised with proper processes to attract, appoint, develop and retain candidates with the skills and experience needed by a £1 billion corporation. It follows that, with a reformed composition, Imperial could do the same for staff representation. We have been impressed by the system adopted at Durham University, whereby the Nominations Committee runs a similar process to that for independent members. Using a skills and experience matrix, the Committee maps and identifies the skills it needs, advertises internally and interviews candidates. The process is able, through differing requirements at various times eg improved diversity, subject representation, balance between staff categories and seniority etc, to be flexible and innovative. In our review of Durham we were impressed by the range, diversity and commitment of the members recruited through the process. They all indicated that they would not have thought of Council membership had the process not existed and it was a pleasure to see how they had grown and developed as a result.

39. In the event that Council were to be attracted by such a system, the Nominations Committee would be well placed to advise on the appropriate mix of staff members. There should be nothing to stop say Deans or Consuls applying, but we would counsel against rigid categories enshrined in College legislation. Just as Imperial has 9-13 independent members, a category of up to five staff members could be introduced. The mechanics could be left to the Nominations Committee, taking into account the need for diversity, broad subject representation and representation from academic and professional staff.

40. Subject to Statute and Ordinance changes (and for illustrative purposes) the Council could have the following composition (we suggest up to 14 independent members including the Chair rather than the current separate *ex officio* category for the Chair):

- The President *ex officio*
 - The Provost *ex officio*
 - At least 10 and not more than 14 independent members, to include the Chair, who are neither staff nor students of the University, appointed by Council on the recommendation of its Nominations or similar Committee
 - 5 members of staff appointed on the recommendation of its Nominations or similar Committee
 - The President of the Imperial Students' Union *ex officio* and one other student nominated by the Union
41. This would retain the lay majority and a maximum size of 23 but would create more flexibility to accommodate diverse staff and student voices and to meet the strong desire of members of the community we spoke with, that a broader base of staff should sit on Council.
42. Finally, in this section we should point out that, once they join Council, all members become Trustees with a duty to act only in the best interests of Imperial, regardless of their category of membership. Council members are not delegates nor representatives; they have the responsibility of stewardship and a collective obligation to hold the College in trust until they pass it on to their successors.

Membership

43. We now turn from the composition of Council to its current membership. Having observed a Council meeting and interviewed members, it is evident that the membership is of the highest calibre. The members are distinguished in their chosen fields and highly committed and motivated to Imperial. The Chair is exceptionally experienced, having chaired two FTSE100 companies and been President of the CBI. The independent members display an impressive range of international experience at Board level across a range of sectors, including higher education, health, pharmaceuticals, property, finance, the voluntary sector, and professional and financial services.
44. Following recent appointments, the Council is more ethnically diverse and new members have brought fresh thinking. The last effectiveness review in 2016 noted that 5 out of 19 members at that time were female, including 3 of 10 independent members. Council agreed with the reviewer's recommendation that efforts should continue to obtain greater diversity. Clearly, in relation to male/female gender balance, there has been no progress, since there are now only 3 female members on a Council of 23 (some 13%). Council is aware that this is unacceptable in 2022 and has set a target under the Athena SWAN (Scientific Women's Academic Network) scheme that 40% of independent members shall be female by 2027. We hope that our proposals in the previous section will help the overall position, since at present the independent member category has to do all the heavy lifting. With so many *ex officio* members, Council is constrained, since all nine such members are currently male. Given Imperial's subject mix and the prevalence of male senior academic managers in higher education, this may be unlikely to change significantly for some time. If the number of *ex officio* members is reduced and the Nominations Committee's writ runs across the staff and independent categories, there is a much greater prospect of gender balance.
45. We understand that the Nominations Committee meets on an ad hoc basis and does not currently have a skills and experience matrix to guide it (although one is now in draft). This was an agreed recommendation from the 2016 review. We understand that a matrix was prepared and submitted to Council in 2017 but has not been embedded in the work of the Nominations Committee. We think the Committee should meet on a scheduled basis to develop the matrix, identify any skills or experience gaps and succession plan. The need for scheduled meetings is amplified by the urgent need to identify more female independent members. Five male and one female independent members are due to leave Council before 2027, so at least three female members will need to be identified to meet the target of 40% female independent members. Even then, Council will look largely male unless our reforms

are implemented or serendipity results in more female *ex officio* members. Given that a female President has been replaced on the Committee by a male President, we also **suggest (S1)** that an additional female member of Council is appointed to the Committee to maintain a membership of at least two females. We also note that there are other ways to identify potential female members than appointing them to Council. They can be co-opted to committees or appointed as 'shadow governors' without formal membership in order to learn and prepare for the role. The Nominations Committee should use all available techniques to attract more female interest in membership of Council.

46. In our group meetings a number of people commented that, as an academic institution, Imperial should have more academics on its Council (for many staff in universities, distinguished academics do not count if they have gone over to the 'dark side' of management!). This is a widely held view in our reviews, but it can derive from stereotypes whereby Council members from a business background are perceived as not understanding academe and only motivated by profit, with academic members being seen as naive and unworldly. In fact, 'business' members of Councils are usually intellectually distinguished with a deep hinterland in the arts, philanthropy and charity. Many academics work closely with industry and have established their own businesses. In addition to *ex officio* members who are academics, Imperial has two distinguished senior academic leaders on Council. Our conclusion is that the mix of skills and experience on Council is about right, given what Council has to do in terms of finance, investment, health, internationalisation, research and academic assurance. The development of the skills and experience matrix should be able to plug any gaps over time, e.g. in human resources, communications and information technology. The presence of senior independent higher education knowledge on Councils is now important given their regulatory responsibilities to provide academic assurance to the OfS.

Council meeting observation

47. We observed one meeting of Council held on 15 July 2022 at the White City campus. We commend the Council's practice of meeting in various locations around the campuses rather than in a designated Council chamber. This enables Council to be seen and to see disparate locations. The informal lunches after Council provide a good opportunity for members, staff and students to engage informally.
48. Although there were some apologies the meeting was well attended, the papers were clear, well written, and issued in good time, and the pre-read of 82 pages was reasonable. The agenda was well structured, with reports from the Chair, President and Provost, reports from Committee Chairs, matters for decision and a major discussion item after the break. The Annual Report for the Imperial College [Students'] Union was received and there were four starred items for approval without discussion unless any member had requested discussion prior to the meeting. All this is good practice and enabled a well-paced meeting with time and space for numerous contributions and good discussion.
49. In interviews, Council members generally felt Council meetings were positive, respectful and collegiate. The Chair is respected for his experience, light touch and good humour. Everyone felt encouraged to speak and to challenge. Executives were not felt to be defensive or resistant to challenge. In the meeting, we observed the Acting CFO positively welcome challenge from independent members and, in closing remarks on governance, the outgoing President spoke of the need for executive/non-executive trust, being open about shortcomings and accepting help. The student voice is clearly heard and respected and we saw plenty of evidence of independent members adding value from their experience and perspectives.
50. Some independent members feel that too much time is spent in Council on 'reporting back' rather than discussion and that the use of their time is not always optimised. In the meeting, we observed that there was a good balance between compliance and strategy discussion. It is good practice for the President and the Provost to report in writing. Some universities also

include a regular written report from the Student President. We **suggest (S2)** that Imperial might consider this. We consider Senate reporting below in the section on academic assurance. One respondent said that each Council meeting should include an important strategy item, together with a major research and risk issue and we agree this is a sensible model to follow. The meeting we observed considered items on cost pressures, capital investment, the annual risk review, access and participation and partnerships principles, which we felt was a balanced, interesting portfolio, accessible to independent members.

Council meetings

51. Council meets five times a year including an Away Day, which is appropriate. Meetings last for about four hours including a break. Relatively few of those present are in attendance and most of those arrive for specific items then leave. This is good practice since Council members can feel swamped if there are too many officers in attendance.
52. A disadvantage of an itinerant Council is that the ergonomics of numerous venues need to be taken into account. At the meeting we observed, members complained about the intrusive air conditioning and pointed out the unnecessary use of energy. Halpin's law that the more distinguished the audience and the more complex the AV, the more technical presence will be required was amply borne out, but fortunately technological challenges were resolved with good humour. More advance planning is always needed for a range of venues, but some inconvenience may need to be accepted as a price worth paying for the commendable itinerant approach.

Council papers

53. A former President of the University of California, Clark Kerr, defined universities as 'a community of scholars united in a grievance over car parking'. For us, university Councils are a collection of governors united in a grievance over the length of papers, since it is an issue which always arises in our reviews. Some Council members, as elsewhere, feel that papers are unnecessarily long and complex. We have looked at the packs for the past nine ordinary meetings which have an average pre-read comprising 161 pages. Only one meeting had more than 300 pages and one other more than 200. One Away Day had 407 pages but, apart from that, the pre-read is lower than most universities we review. The recent trend, driven by the Secretariat, is to reduce and focus the size of the pre-read pack. However, we feel that even more could be done to make life easier for members prior to meetings and provide advice as follows:
 - Council authors will usually be very busy and tempted to recycle paperwork more suited to executive than Council scrutiny. It is only necessary to provide the information Council needs; authors should put themselves in the position of Council members and only provide what Council needs to know.
 - Standard cover sheets should identify authors, the issue for consideration, the decisions required, a link to the relevant corporate risk, EDI or other policy/legal implications, links to further information (which can be in appendices for information on Diligent) and contact details in case of queries.
 - Executive summaries should accompany longer or more complex papers.
 - Areas where Council guidance is particularly sought should be clearly identified.
 - Acronyms and unnecessary detail should be avoided since Council will not wish to get down in the weeds.

Appointment, induction, development and appraisal of Council members

54. We take these items together since they are linked. Interviewees were happy with the recruitment processes, including interviews, that brought them on to Council. The College uses recruitment consultants and direct approaches, but not public advertisement as proposed in the 2016 review. This is understandable since it is unlikely to produce candidates of the necessary calibre who are far more likely to come through search. However, public advertisement is more transparent. We would not advocate an expensive campaign in the print or broadcast media but advertisements on social media, perhaps targeted towards groups the Nominations Committee wishes to attract, might confer results and, at the very least, would demonstrate transparency. We **suggest (S3)** that limited public advertisement is reconsidered.
55. We have reviewed the appointment letter for independent members. The letter sets out the period of office and provides practical information and links to relevant material. In accordance with OfS requirements, members are asked to make a fit and proper person declaration. Members are notified of the induction programme and asked to declare any interests on the Register of Interests. We think it would be helpful if members were given an indication of the time commitment expected and asked to sign up to a Code of Conduct (as required by CUC) which would include committing to the values of the College. We say more about such a Code below. We have been unable to identify role descriptions for the Chair, Deputy Chair and Senior Independent Governor (SIG), although we understand that they do exist. We **recommend (R5)** that the appointment letter is revised appropriately and that role descriptions are identified for the Chair, Deputy Chair and SIG.
56. Views on induction were mixed. Recent appointees aimed off because of the pandemic. Some interviewees felt that induction was too generic and they would have preferred a more bespoke approach. Some universities have a 'buddying' scheme whereby new members are partnered with more experienced ones to help them settle in. The current arrangement of a mixture of talks, meetings, campus familiarisation where possible, briefings on key issues and links to key documents is typical and appropriate, but we **recommend (R6)** that induction is augmented as necessary according to the requirements of new members and that the introduction of a 'buddying' system is considered.
57. The recommendation of the 2016 review that Imperial makes use of the Advance HE Governor Development Programme was not taken up but, as far as we are aware, nothing was put in its place. The Advance HE programme uses a mix of virtual and physical resources that enable governors from a range of institutions to keep up to date and exchange views. Many of the events are held in London. We **recommend (R7)** that either these opportunities should be made available to Council members or that some other development opportunity is made available to them, either through the College or perhaps conjointly with other London Russell Group universities.
58. The 2016 review recommended that 'members should receive feedback on their input and contributions on an annual basis'. This was actioned by instituting meetings with independent members, but best practice now is to have an appraisal system which should at least include an annual opportunity for members to meet the Chair (or nominee) on a 1:1 basis for mutual feedback and to discuss development or any other relevant issues. In some universities, this is organised, with the support of the Secretariat, by the Chair, the Deputy Chair or the Senior Independent Governor (SIG). Given that at Imperial the SIG and Deputy Chair are the same person (see below), a bespoke arrangement will need to be devised for the Chair and Deputy Chair. All members of Council should have the opportunity for such a meeting, but it will be particularly important for independent members. We **recommend (R8)** that annual 1:1 appraisal meetings with the Chair or nominee are introduced as soon as practicable, alongside a mechanism for the appraisal of the Chair and Deputy Chair.

Engagement

59. One of the questions that arose in the review is how Council should engage with the community. Engagement is a CUC Code requirement, but often a road paved with good

intentions, difficult to deliver in practice. Council members are volunteers with many demands on their time. However willing they are to engage, professional imperatives have to be prioritised over optional engagement, sometimes at short notice. Council is not involved in the day-to-day running of the University and has to be careful to maintain distance and avoid undermining the Executive, advocating for particular areas or exposing itself to inappropriate lobbying for resources.

60. Nevertheless, in our discussions there was a clear desire from a number of members to engage more informally with staff and students. There was little appetite for stilted 'state visits' from Council but enthusiasm for meeting members of the University in their workplaces and informally getting to know their work. Council is well informed by the Secretariat about opportunities to attend events but some independent members are unsure how they would go about informal engagement. In this context, one independent member who has good access to the academic community has kindly offered to discuss with the Chair how such engagement might be facilitated for a coalition of the willing. The Chair undertakes a programme of visits and it has been suggested that other independent members might accompany him if they are available.
61. In our experience, university Councils generally find it a challenge to achieve meaningful engagement, but we have come across a number of interventions, some of which have enjoyed some success:
- Some Chairs, with the support of the President/Vice-Chancellor and Secretariat, email the community either on an 'all staff' or a 'cascade' basis after each Council meeting, to report on key matters discussed and any important decisions reached. These Chairs tell us that, while there is not much feedback, what there is is positive and at least Council is seen as trying to connect.
 - Council newsletters have been tried but they tend to be rather turgid and largely ignored. They are resource-intensive and probably not cost-effective. In one memorable case, a Council newsletter was accessed once and that was by the secretary to check the link was working!
 - Many Councils combine Council meetings with visits to faculties, departments or the students' union. While they come into the 'state visit' category, they are appreciated by the visitors and the hosts. However, we prefer Imperial's custom of using different venues and meeting staff and students over lunch.
 - Advisory Boards for faculties are a useful point of engagement for independent members. Some members of Imperial's Council have joined through this route. Again, care needs to be taken to avoid advocacy for the particular area.
 - Exeter University has, since 2008, had a system of 'dual assurance' which has replaced all but 'statutory committees' in the University. In this system, an independent member takes the non-executive lead for key business areas, e.g. finance or infrastructure, and forms a dual assurance partnership with the relevant senior officer, e.g. CFO, Estates Director etc. The executive/non-executive boundaries are respected but the idea is that Council receives executive and non-executive assurance that the area is well run. The system gives each independent member who is not on the Audit and Risk Committee a portfolio of activity which optimises their expertise and contribution and thus makes Council membership more interesting and fruitful. The system has worked well for Exeter but, for whatever reason, has not travelled well and has only been taken up by one other university as far as we are aware. We do not therefore advocate it but thought it would be worth mentioning as one unusual method of engagement.
62. It should be pointed out that, inevitably, random visits and conversations are no substitute for sound assurance. Part of this assurance comes through Council's formal processes. Good communication, with transmitters and receivers tuned to the same frequency, also assists

engagement and assurance. It may be that the Secretariat could work with the Communications team to improve communications, including perhaps more use of social media to publicise the work of Council. In terms of ready access to Council information, the College website is a good source of a wide range of governance information, including some material that other universities tend to keep behind the firewall. We favour the presumption of transparency unless there are good reasons for redaction.

63. The consensus from our conversations is that independent members are keen to engage more informally if and when they have the time; that informal engagement is seen as an important means of taking the temperature of the institution and improving the visibility of Council members; and that independent members are well aware of the risks of advocacy, lobbying and tripping over the Executive. In our group discussions, there was support for greater visibility of Council members, but face time with the incoming President was much more important to them. We **suggest (S4)** that Council considers engagement in the light of this report and that, if Council is supportive, informal engagement is facilitated by the Secretariat alongside its continued notification to members of forthcoming events.

Bullying disclosures

64. We have noted in para 16 above that this issue is of great concern to Council members, campus trade unions, the Consuls and Imperial Together. Our locus relates to the governance of the issue and any lessons Council can learn in relation to a recurrence or to crisis management more generally. As far as the issues themselves are concerned, they have been dealt with by the report of Jane McNeill QC in August 2020, its acceptance by Council and subsequent disciplinary action. Following an intervention by the Information Commissioner, the College published a redacted version of the McNeill report in February. The OfS opened an investigation into the matter, but we are advised that it has been satisfied by the College's response.

65. In our conversations, there were a number of common themes:

- People feel a disconnect between what they describe as a reassuring email from the Chair in December 2021 and the contents of the redacted report which, in their view, were much more serious than they had been led to believe.
- There was a lack of information and communication from Council.
- Council members in office at the time, other than the Chair and Deputy Chair, felt blindsided and pointed out that, like the rest of the community, they found out about the issues through the media.
- There is a view that the former President and CFO were not held to account and were favourably treated. (We should point out here that Council has been assured that due process was followed in terms of Ordinances, Regulations and procedures, that an independent review was carried out and that the Disciplinary Panel came to its conclusions on the evidence as it saw it.)
- The Consuls who deal with academic cases of alleged bullying and harassment are finding this more difficult since the policy of 'zero tolerance' from the top has been breached.
- Notwithstanding that a 'clerical error' has been identified as the cause, our group discussions indicate that some feel that changes to the zero tolerance aspects of the bullying and harassment policy at a crucial time were at best unfortunate.
- The Council was invisible to staff and students prior to the bullying disclosures but now it is visible, people are more interested in it and critical of its work.

- Trust and confidence need to be restored.
 - There are very high levels of expectation on the new President to be visible around the College, to talk and listen to staff and students and to ensure that processes, culture and procedures are in place to restore trust and confidence.
 - While there are criticisms of the Chair's handling of the disclosures, he is also credited with gripping and dealing with the issue and for being willing to accept responsibility and meet concerned staff in the aftermath.
 - People are very invested in Imperial and willing to find ways and means of moving on.
 - There should be more staff participation in governance.
66. A number of Council interviewees, while accepting the governance and communications issues, point out that a perfect storm of circumstances arose. The Chair was new to the organisation in 2021, the Communications Director had recently left and there was a new HR Director. There was no 'fit for purpose' process the Chair could reach for in dealing with the matter and he could not take advice from those he would usually consult since they were conflicted. It is also pointed out that it is not possible for employers to speak about their employees in public since they owe a duty of confidentiality and are bound by data protection. Both complainants and subjects of complaints are entitled to due process. Council members who were on Council at the time feel they should have been trusted with more information since they have dealt with very sensitive commercial issues with no leaks. Senior managers felt in a very difficult position in communication with staff since they too lacked information.
67. We are encouraged in relation to the future by the arrival of the new President and by the willingness of Council members not to be defensive, to learn lessons and to promote a zero tolerance culture for bullying and harassment. Council held a special meeting in February 2021 when it was agreed that it should have met sooner to consider the issues and communicated better. There was a determination to improve in future and the McNeill governance recommendations are being taken forward.
68. In order to assist this process, we offer the following observations:
- The new Chair was in a very difficult position, but recognised that he was the only person who could deal with the issue (given that it involved the President) and did so. With the benefit of hindsight, there are things that could have been done better but, had he not done so, the consequences, in our view, would have been worse.
 - Council should be trusted with information and be able to discuss sensitive issues in private if necessary, as long as the Secretary is present.
 - All members of Council are Trustees, including students and staff. While it is reasonable for issues such as this to be dealt with primarily by independent members, all members of Council should be able to receive information and advise, unless they have a conflict of interest.
 - It is reasonable for a small group to be established to deal with such issues, but its formation and remit should be approved by Council, it should not only comprise independent members and it should report regularly to Council.
 - Any such group should be observed by the Senior Consul. The Consuls are an invaluable and trusted resource and the presence of the Senior Consul might have defused tensions as well as providing a source of advice.

- The Chair should have access, subject to emergency procurement procedures, to legal, communications and other appropriate professional advice if not available in the College or compromised because of the issues.
- Council should agree, with legal and communications advice, a communications strategy to keep the Council, the community and, where appropriate, the public informed. Where there are confidentiality issues or information is incomplete, this should be explained. It is better to communicate imperfectly than not at all since, if not, perception becomes reality.
- Other organisations which have faced challenging issues in relation to their Chief Executives have used suspension on full pay as a neutral act in order to create the space and climate for investigation. In such circumstances an alternative Accounting Officer such as the Provost would need to be appointed.
- Early consideration should be given by Council on advice as to whether an OfS notifiable event has occurred, although during the pandemic the OfS requirements were relaxed.
- Council needs to bear fit and proper person OfS requirements in mind where a Council member(s) is the subject of a serious complaint, although generally only at the conclusion of due process.
- Where confidentiality is an issue, there are ways and means to minimise the risk of disclosure, e.g. through non-disclosure agreements, numbered papers collected in or an invitation to read very sensitive documents in a designated room with a trusted third party present.
- As far as possible, existing procedures should be used but, in cases where the President is involved, a special procedure should be drawn up and approved by Council (in the absence of the President) and in advance of any particular issue, to enable the Chair to act within a policy framework.
- Any regulatory intervention such as from the OfS or Information Commissioner in relation to complaints about the President should be communicated to the whole Council (including any members who have declared an interest) in full as soon as reasonably possible. Unless the President has been relieved of Accounting Officer responsibilities, this would have, in our view, to include the President, but the Chair should oversee the response.
- The President's office should play no part in any communications or administration if the President is the subject of a complaint. This should be handled by the Secretariat (unless conflicted) reporting to the Chair and, through the Chair, to Council.

Our **recommendation (R9)** is that Council adopts this advice (amended as necessary for actual circumstances) as a template and implements it in the event of a crisis involving a President in the future.

69. In order to clear the air, learn lessons and move on, we **recommend (R10)** that Council holds a meeting to discuss the matter, including our advice, so that all questions can be openly asked and, within legal constraints, answered. The meeting should comprise a session of Council later joined by the campus trade unions, Imperial Together, the Consuls and other such stakeholders that the Council may determine. The learning from the meeting should be communicated to the College community as transparently as possible.

Key relationships

70. We normally include a section on the key relationships between the Chair, the President and the Secretary. Given that the President and Secretary are new in post, this is inapplicable in

this review, but we do wish to record that, notwithstanding recent events, the Chair is well liked and respected by Council members and the Secretary is seen to have made a good start. We have also picked up that the Secretary's writ may not run across all committees as much as we would expect. It is not possible to review this since the committees are out of scope, but we are clear that the Secretary is Secretary to Council and all its committees and should be able to attend them all even if they are serviced by other divisions. This does not mean that the CFO is not the lead officer at the Finance Committee or the HR Director at the Remuneration Committee, but the Secretary to Council needs to be able to assure Council that its committees are operating effectively within their remits and to advise committees on governance matters. We consider committees further, insofar as we need to for a Council review, later in this report. We cannot make a recommendation on a matter out of scope but **suggest (S5)** that Council ensures that its Secretary (or nominee) is able to attend all Council committee meetings and that the Secretariat and Nominations Committee have full oversight of committee memberships.

President's and Provost's Boards

71. As noted earlier, these Boards are out of scope so we have not reviewed them. Clearly, the President will wish to review executive committee arrangements and, in that context, we pass on comments that arose in our conversations. Of those who expressed a view, there is unanimous support for a single executive committee chaired by the President and combining the functions of the two Boards. The current arrangements are seen to be confusing and risking duplication of effort given the membership overlaps. Some independent members feel that a unified executive committee would give a better line of sight for Council to the executive committee. Some would also like more involvement in (or at least visibility of) second tier appointments. In this context, we note that the usual practice in universities is for at least one independent member to sit on such appointment panels, alongside an expert external advisor to provide assurance. We understand that three independent members are involved in the selection process for the COO.

Academic assurance

72. Council has a duty to assure the OfS, under its Regulatory Framework, on the so-called 'B conditions' relating to academic standards, quality and the student experience, including recently revised conditions relating to high-quality academic experience, resources and support after graduation, grade inflation and the standard of qualifications. Since Senate is Imperial's academic authority, it follows that Council needs to seek assurance from Senate. While Senate is out of scope for us, we have been able to take assurance from reviewing Council papers, observing a Council meeting which included the Access and Participation Plan and from our discussions with Council members, especially the Provost, who chairs Senate and is responsible for the academic mission, and the Deans who are members of Senate. Two senior and experienced academics and University leaders are independent members of Council which provides a further level of assurance. Regular reports are provided to Council on academic matters, although the Senate report tends to appear as a starred item. Some Councils, including UCL, have established an Academic Committee of Council to provide assurance. Our view is that Senate should be so configured as to be able to provide such assurance. In order for Senate's work to be even more visible to Council, we **suggest (S6)** that, at least once a term, reports from Senate relevant for Council should appear for discussion alongside the Provost's Report, especially where Senate has been considering regulatory assurance issues.

Deputy Chair/Senior Independent Governor (SIG)

73. Paras 5.7 and 5.8 of the CUC Code refer to the above appointments. A Deputy Chair is required for the continuation of business in the Chair's absence, but the SIG role is identified as different from that of the Deputy Chair. CUC states that the SIG 'advises the Chair, acts as an intermediary for other Board members and helps to facilitate an annual review of the Chair

and Deputy Chair'. At Imperial, both roles are held by the same person. When that member steps away, we **recommend (R11)** that the roles are separated.

Council committees

74. Although committees are (in order to ensure we keep to the critical path) out of scope for this review, we have gleaned some information in the course of our work. Given that this does not affect the timetable, we hope it is helpful to provide some provisional comments. In doing so, we emphasise that, although we have had access to recent committee papers, we have not reviewed them in detail and have not observed committee meetings.

75. Council currently has seven standing committees as follows:

- Audit and Risk*
- Nominations*
- Remuneration*
- Finance
- Property
- Strategy Review
- Endowment Board

*required committees which every university has

A People Committee?

76. This is a fairly typical number of committees and not excessive. Nearly every university has a finance committee, although some combine them with strategy, performance and resources committees. The difficulty with this model is that the latter committees leave little space for Council as a whole to operate and Council can result in an inner and outer circle. The Property Committee has grown from the White City Syndicate, so will need to find its feet as a broader infrastructure committee. Of the enabling strategy committees, a people committee is notable by its absence and we feel, albeit from limited exposure to Council, that people issues are not foregrounded as much as finance or property. A people committee would also provide more exposure and visibility to Council of the HR function. We therefore **suggest (S7)** that Council considers the establishment of a People Committee to sit alongside the Finance and Property Committees.

RemCo

77. We have not reviewed RemCo against the CUC Remuneration Code but its reports contain the sort of information we would expect, other than listing the names of the members. The Chair of Council still chairs RemCo, although many universities have moved to appoint the Deputy Chair or another senior independent member to that role, e.g. UCL, KCL, QML and LSE in London. We note that the Chair of Council vacates the Chair of RemCo when the remuneration of the most senior managers is considered, but this is not transparently in the public domain. The Council Chair must be a member of RemCo but we **suggest (S8)** that the Deputy Chair should become the substantive Chair of RemCo in due course and that, in the meantime, it is made clear in the Committee's remit that the Chair of Council vacates the Chair of RemCo for consideration of President and Provost remuneration.

Strategy Review

78. This is a new committee which is still finding its way. Some of our interviewees feel it could play a useful role in developing a process for strategic and operating plans, including ownership and agency in Council; others feel the Executive should prepare and consult on strategy and then place it before Council. This is an issue the President may wish to consider,

but one option might be to return strategy to the Council with ‘two bites of the cherry’, i.e. a general discussion without the pressure of decision making (perhaps at an Away Day) followed at a later date by a more formal draft strategy for decision. The paperwork for both could equate to a piece of carbon, with the first being a lump of coal that Council can chip away at, followed by a fully formed diamond.

79. We note that a number of members of Council are not members of any committees. This is something the Nominations Committee may wish to look at as new members settle in. We also note that there is a long list of attendees at a number of committees, e.g. Audit and Risk, perhaps because of the relative ease of attendance at virtual meetings. Chairs and secretaries may wish to review the list of attendees to ensure that members are clear who is in attendance and why. We have also noted that there is some cross-membership of the Audit and Risk and Finance Committees. While this is not explicitly excluded by the CUC Audit Code, it is not generally good practice. Consideration should be given to separating completely the membership of the Audit and Risk Committee from spending committees in order to avoid any possible perception of conflict of interest.

Scheme of Delegation

80. We have been unable to locate a comprehensive Scheme of Delegation from Council to committees and officers. There is information in the Statutes and Ordinances and delegated capital approvals for the Finance Committee and certain officers, but it is good practice to bring all Council delegations into one place to aid scrutiny and transparency. We **recommend (R12)** that a comprehensive formal Scheme of Delegation is introduced, approved by Council annually and placed on the governance section of the College website.

Code of Conduct

81. A Code of Conduct for Council members is a requirement of the CUC Code. A Code of Ethics, first produced in 2013 and revised and approved by Council in 2016, has been brought to our attention. It applies across the College, including the Council, but has not been embedded in Council’s deliberations in recent years. However, it could provide a basis for an updated Code to apply either to Council or more generally. We **recommend (R13)** that a revised Code of Conduct based on the existing Code of Ethics is introduced, including values, behaviours and compliance, and that all members are asked to subscribe to it, that it is regularly reviewed and forms part of the appointment pack for new members in the future.

Annual cycle of business

82. It is good practice to formally set out the cycle of business for Council and committees each year. We therefore **recommend (R14)** that such a cycle is introduced from AY 2023/24.

Declarations of interest

83. Imperial maintains a publicly available Register of Interests but does not have a standing item at Council meetings for declarations of interest. We **recommend (R15)** that an agenda item is introduced at the beginning of each Council meeting for declarations of interest other than standing ones already declared.

Terms of reference

84. It is good practice for Council and its committees to review their terms of reference at the beginning of each academic year. We therefore **recommend (R16)** that Council is reminded of its terms of reference annually and that committees also review theirs annually and propose any amendments to Council.

Reflection and review

85. It is important that Council and its committees reflect on their performance regularly. This can be done, for example, by a period of reflection at the end of each meeting and/or by an annual appraisal by members. These processes need not be burdensome, nor bureaucratic. We **recommend (R17)** that Council and its committees introduce a process for regularly reflecting upon and reviewing their performance in addition to effectiveness reviews.

Desk Review

86. We have not duplicated the desk review at Appendix 2 in the main report, other than the items above that we wished to highlight. We **recommend (R18)** that the Secretariat works through the desk review with a view to changes being made to instruments of governance etc, as part of changes to Statutes, Ordinances and other documentation that will be required if our proposals are taken forward.

Court

87. We were asked to observe a meeting of Court and provide observations. It was made clear that there was no particular agenda but that it would be useful to have an external perspective. Like many universities, Imperial has modernised its Court to place the emphasis on stakeholder engagement, especially in relation to alumni and key local organisations. It has up to 40 members, with a current complement of about 30, including up to 16 alumni members and 8 from a number of nominating bodies. It still has some residual governance responsibilities.
88. We observed a meeting of Court on 22 June 2022, which we assume is not typical since there were organisational shortcomings owing to disrupted travel arrangements, which caused a number of attendees to join remotely, including Halpin, and, more importantly, the Chair of Council (who also chairs Court). The meeting was over 20 minutes late in starting and the Chair had no means of communicating with the organisers. Those present in person may have had a good experience but for those online it was difficult to hear anything. We have observed or participated in many hybrid meetings since early 2020 and are aware that it is perfectly possible to hold a successful hybrid meeting, so we hope the organisers will learn lessons from this experience. At the very least, there must always be a line of communication to the Chair, who was left in an awkward position.
89. The Court meets annually and receives reports from the President, considers strategy and has vestigial powers to approve Charter amendments and seek to appoint a Visitor (currently the Queen). Some universities (e.g. Lancaster), in modernising their Courts, have simply turned them into stakeholder meetings, embedded in an engagement strategy, with no set membership and no governance responsibilities. This provides complete flexibility as to who should be invited at any particular time. Given that Imperial's Court is now clearly an alumni and stakeholder event, it is perhaps inappropriate for it to have any governance responsibilities and they should be removed.
90. Most Courts are chaired by the Chancellor, the ceremonial head of the university. Imperial has constitutional provision for a Chancellor but has not appointed one. We wondered whether such an appointment might be considered but support has been underwhelming so we have not progressed the idea. We do not have any recommendations in relation to Court other than to argue that its natural progression might be to shed governance responsibilities and become purely a stakeholder meeting, with as much flexibility as possible in its composition.

Conclusion

91. Imperial College is a world-class asset for London and the UK. Its academic contributions during the acute phase of the COVID-19 pandemic were remarkable and it continues to innovate across its portfolio. Its corporate governance has received a shock with the publication of the redacted McNeill Report, so we hope our report reassures stakeholders that the College's governance is fundamentally sound, albeit capable of improvement. We have set out a programme of improvement in the composition and engagement of Council which we hope will be helpful to an incoming President and a Council with a number of new members, as they seek to strengthen the relationship of trust with the staff and student communities.

Recommendations & Suggestions

Recommendations

| | |
|------------|--|
| R1 | That, as soon as practicable, external members are described as independent members and that the relevant instruments of governance are amended to reflect this change. (Para 27) |
| R2 | That Standing Orders are updated to require an independent majority for Council and committee meetings, as far as possible, formally to conduct their business and that Statutes and Ordinances reflect this in due course. (Para 29) |
| R3 | That Council considers and consults on possible changes to its composition to increase student representation and introduce a wider range of staff membership while containing the size of Council. (Para 37) |
| R4 | That, in the event of broader staff membership (referenced in R3), periods of office of staff (other than ex officio) and independent members be brought into alignment. (Para 37) |
| R5 | That the appointment letter is revised appropriately and that role descriptions are drawn up for the Chair, Deputy Chair and SIG. (Para 55) |
| R6 | That induction is augmented as necessary according to the requirements of new members and that the introduction of a 'buddying' system is considered. (Para 56) |
| R7 | That either Advance HE governor development opportunities are made available to Council members or some other equivalent, either through the College or perhaps conjointly with other London Russell Group universities. (Para 57) |
| R8 | That annual 1:1 appraisal meetings with the Chair or nominee are introduced as soon as practicable, alongside a mechanism for the appraisal of the Chair and Deputy Chair. (Para 58) |
| R9 | That Council adopts this advice [relating to complaints against the President] (amended as necessary for actual circumstances) as a template and takes account of it in the event of a crisis involving a President in the future. (Para 68) |
| R10 | That Council holds a meeting to discuss recent events, including our advice, so that all questions can be openly asked and, within legal constraints, answered. The meeting should comprise a session of Council, possibly later joined by the campus trade unions, Imperial Together, the Consuls and other such stakeholders that the Council may determine. The learning from the meeting should be communicated to the College community with as little redaction as possible. (Para 69) |
| R11 | That the roles of Deputy Chair and SIG are separated when the current holder of both offices leaves Council. (Para 73) |
| R12 | That a comprehensive formal Scheme of Delegation is introduced, approved by Council annually and placed on the governance section of the College website. (Para 80) |
| R13 | That a Code of Conduct is introduced, based on the existing Code of Ethics, including values, behaviours and fitness for purpose and that all members agree to sign up to it. (Para 81) |

| | |
|------------|---|
| R14 | That the annual cycle of business for Council and its committees is formalised from AY 2023/24. (Para 82) |
| R15 | That an agenda item is introduced at the beginning of each Council meeting for declarations of interest other than standing ones already declared. (Para 83) |
| R16 | That Council reviews its terms of reference annually and that its committees also review theirs annually and propose any amendments to Council. (Para 84) |
| R17 | That Council and its committees introduce a process for regularly reflecting upon and reviewing their performance in addition to effectiveness reviews. (Para 85) |
| R18 | That the Secretariat works through the desk review with a view to changes being made to instruments of governance etc, as part of changes to Statutes, Ordinances and other documentation that will be required if our proposals are taken forward. (Para 86) |

Suggestions

| | |
|-----------|--|
| S1 | That an additional female member of Council is appointed to the Nominations Committee to maintain a membership of at least two females. We also note that there are other ways to identify potential female members than appointing them to Council. They can be co-opted to committees or appointed as 'shadow governors' without formal membership in order to learn and prepare for the role. The Nominations Committee should use all available techniques to attract more female interest in membership of Council. (Para 45) |
| S2 | That Imperial might consider including a report from the Students' Union alongside those of the President and Provost. (Para 50) |
| S3 | That limited public advertisement for independent members is reconsidered. (Para 54) |
| S4 | That Council considers engagement in the light of this report and that, if Council is supportive, informal engagement is facilitated by the Secretariat alongside its continued notification to members of forthcoming events. (Para 63) |
| S5 | That Council ensures that its Secretary (or nominee) is able to attend all Council committee meetings and that the Secretariat and Nominations Committee have full oversight of committee memberships. (Para 70) |
| S6 | That, at least once a term, reports from Senate relevant for Council should appear for discussion alongside the Provost's Report, especially where Senate has been considering regulatory assurance issues. (Para 72) |
| S7 | That Council considers the establishment of a People Committee to sit alongside the Finance and Property Committees. (Para 76) |

S8

That the Deputy Chair should become the substantive Chair of RemCo in due course and that, in the meantime, it is made clear in the Committee's remit that the Chair of Council vacates the Chair of RemCo for consideration of President and Provost remuneration. (Para 77)

Appendix 1: Team Biographies

Susie Hills – Project Director

Susie supports HEI leaders and teams, often during times of significant change. With a background in senior-level fundraising, she has since worked with universities, schools and educational institutes on assessments to achieve fundraising goals, develop fundraising operations and transformational campaigns, and deliver leadership training.

Susie spent over seven years in the senior management team at the University of Exeter, leading the University's first international campaign, Creating a World Class University Together, raising over £25 million and quadrupling annual philanthropic income. Her fundraising clients include University of Sheffield, University of Manchester and Cancer Research UK.

She is also a champion of best practice governance and is responsible for developing Halpin's cross-sector governance expertise. She has led high-profile, complex and highly customised reviews of governance processes which have informed strategy and led to operational change. Recent clients include University of West London, University of Sunderland, Leeds Trinity University, Universities UK, Quality Assurance Agency, University of Westminster, Royal College of Art, London Institute of Banking & Finance and University of Bath.

Susie is a Trustee of the Halpin Trust and has been a Governor at Exeter College and Plymouth College of Art. Known for her thought leadership, Susie is in demand as a conference speaker and writes regular commentary for the higher education sector.

In 2019, she was named as one of Unilever's '50 Leading Lights in Kindness' in the Financial Times. Susie is the kickstarter of the hugely successful KindFest, which debuted in 2020 and is now an annual event.

David Allen OBE – Lead Consultant

David is a former University Registrar, passionate about students and their experience in university, and now highly sought-after for consultancy work. He has led governance reviews for Halpin at Bath, Durham, Sussex, UCL and the Royal College of Art.

David worked in higher education for 37 years, retiring in 2013 as Registrar and Deputy Chief Executive of the University of Exeter. He was formerly Registrar and Secretary of the Universities of Birmingham and Nottingham.

David has since built a wide portfolio of activity. He was a Principal Consultant at Perrett Laver, executive search consultants, from 2013–14. He chaired the Boards of the Higher Education Funding Council for Wales (HEFCW), Exeter College (an Ofsted 'outstanding' 16–18/apprenticeship/adult education college) and Torbay Pharmaceuticals. He is a former Acting Chair and Vice-Chair of Torbay and South Devon NHS Foundation Trust. David is the only person to have chaired both the Association of University Administrators and the Association of Heads of University Administration. He was the inaugural Chair of the Russell Group Registrars. He is a former Board member of the Leadership Foundation for Higher Education (LFHE) and of the Heart of the South West Local Enterprise Partnership.

David holds the honorary degree of Doctor of Laws from Exeter University and is a Fellow of the Learned Society of Wales. He was awarded an OBE for services to higher education in 2012.

Kea Horvers – Consulting Fellow

Kea has 25 years of senior-level experience working across the higher education, health and charity sectors. She is skilled in problem-solving, managing change and building collaborative relationships.

Recent projects include the following:

- Drafting a business plan for the establishment of a transnational partnership, including scoping all governance and due diligence requirements. This met the Singaporean Government's extremely stringent education guidelines and enabled the University to offer its first degree-level programme to be taught entirely outside of the UK (for SOAS, University of London).
- Developing guidance on how to accommodate religious requirements of students within the medical and healthcare fields. This was subsequently adopted by the Medical Schools Council on behalf of all medical schools, and was commended by NHS England (for St George's, University of London).
- Reviewing current governance and audit practice against the Committee of University Chairs Higher Education Codes and making recommendations for change (for Newman University).

She is also a trained risk assessor of domestic abuse, stalking and honour-based violence and, working in partnership with the Foreign Office and the Metropolitan Police, dealt with many such cases in higher education.

Kea has advised on 'live' ethical dilemmas for an NHS hospital as a member of the Clinical Ethics Committee. She has overseen the delivery of national services for a variety of health-based charities related to cancer, HIV and stillbirth. She has an MA in Human Rights from Birkbeck University.

Beth Adams – Project Manager

Beth is a calm, pragmatic and highly experienced coordinator of projects, both within the UK and internationally. She brings to Halpin extensive project management and stakeholder management experience from the television industry where, as a Production Coordinator, she demonstrated her skill at managing complex assignments from kick-off through to delivery.

After graduating from Lancaster University in 2017, Beth held roles with the Devon and Somerset Law Society and Together Drug and Alcohol Services before embarking on a career in television production management, where over three years she developed her skills in administration, logistics management, compliance, health and safety and budget control.

Already a much-valued member of the Client Services team, Beth is currently working across Halpin service areas, supporting our HE clients and Consulting Fellows to ensure we deliver quality consultancy as planned.

Appendix 2: Desk Review

Imperial College London: Review of governing instruments

We [Shakespeare Martineau] were asked by Halpin Partnership to contribute to their work on the governance review for Imperial College London by carrying out a desk-based review of the College's governing instruments. Our findings are set out below.

Documents reviewed

- Charter, Statutes and Ordinances
- College Strategy 2020 – 2025
- Annual report and accounts 2020/21
- Committee structure diagram June 2021
- Council and committee membership
- Biographies of Council members
- Register of interests April 2022
- Duties and Responsibilities of External Governors
- Sample of agenda/minutes/papers for Council and committees
- Council Effectiveness Review 2016

We also reviewed the information available about governance on the College website, which is easy to find, clear and comprehensive, with only a couple of minor updates required (e.g. one of the pages about committees still refers to the Council having six sub-committees, rather than seven).

We refer below to the 'CUC Code', which means the Higher Education Code of Governance published by the Committee of University Chairs in September 2020.

Overall conclusions

The College's key governing instruments are generally good, although do not specifically reference the expanded duties imposed on the Council under the OfS Regulatory Framework. Some of the Ordinances would benefit from being reviewed and updated, and there are some gaps in the documentation which sits beneath the Ordinances.

We have set out some specific comments and suggestions for improvement, but overall it does not appear to us that any issues there may be with the governance of the College are specifically as a result of its governing instruments.

Governing instruments

- Charter and Statutes

The College's main governing instruments are a Supplemental Charter and Statutes made in 2007 and last amended in November 2014.

The Charter and Statutes are drafted in a fairly modern style with most of the detail moved to the Statutes and Ordinances, which makes it easier for the Council to make changes to key provisions as required.

The Charter sets out the over-arching governance framework for the College comprising the Court, the Council and the Senate. The Court has a largely ceremonial role, although (unusually) any amendments to the Charter made by the Council are subject to approval by the Court before they can be submitted to the Privy Council for formal approval.

Under the terms of the Charter the Council is the governing and executive body of the College and exercises all of the powers of the College.

Statute 3 sets out the membership, powers and functions of the Council. The functions of the Council do not include any specific reference to the public interest governance principles of the OfS Regulatory Framework which some universities have now included in their governing instruments, including key areas of OfS interest such as academic freedom and freedom of speech. This might be something to consider the next time the Statutes are reviewed.

Under Statute 3(6) the Council has a wide power to delegate any of its functions, powers and duties, other than the power to make Ordinances, to committees, officers, entities or other individuals. The Council has imposed limits on this power of delegation in Ordinance A4 (see below).

The other key governance body within the College is the Senate, which under the terms of the Charter 'shall, subject to the general superintendence and control of the Council, be the body responsible for the academic work of the College'. Statute 5 states that the 'constitution, powers and functions of the Senate shall be defined by Ordinance', but Ordinance A8 covers only the membership and meetings of the Senate and does not have any detail about the Senate's powers or functions, and it is not clear where those can be found. They should include Senate's key role of providing assurance on matters of academic governance to the Council, in order to enable the Council to comply with its obligation under the OfS Regulatory Framework to '*receive and test assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)*'.¹

Statute 6 contains provisions about reserved areas of business whereby student members of the Council, the Court, the Senate and their committees are prohibited from participating in discussions relating to a wide range of issues. Such provisions are now generally viewed as outdated and university governing bodies should not routinely exclude staff and student members from any of their discussions. Our review of Council agendas does not suggest that these provisions are regularly used, but we would recommend that they should be removed from the Statutes in due course, and replaced with updated provisions in Ordinance A10 about the classification of confidential agenda items and the need to review that classification on a regular basis so as to ensure transparency.

Statute 8 sets out details of the officers of the College, including provision for both a 'Clerk to the Council' and a 'College Secretary and Registrar'. It is not clear which of these two officer roles fulfils the requirement under the CUC Code for a university governing body to have an independent 'Secretary', but in any event we note that the two roles have been combined and the postholder also holds executive responsibilities within the College. The appointment and removal of the 'Secretary' by the Council is a fundamental principle of good governance which ensures that he or she is accountable only to the Council and is able to act as an independent adviser without undue influence from the Executive. The CUC Code emphasises that where '*the person appointed has managerial responsibilities in the institution, there [must be] an appropriate separation in the lines of accountability*'.² It is good practice for there to be a procedure which sets out how any conflicts of interest will be managed, which may be something to consider if the College does not already have this in place.

The Charter and Statutes use the term 'University' to refer to the College (although not entirely consistently), whereas the Ordinances and all of the other documents we reviewed use the term 'College', as does the website. It would be preferable if the same terminology was used throughout. Similarly, whilst all of the governing instruments are generally well-drafted and easy to follow, they still contain some old-fashioned language (e.g. 'Chairman') which many universities have updated.

¹ OfS Regulatory Framework Annex B, paragraph IV.

² CUC Code, Appendix 10 paragraph 10.

- Ordinances

The College has a comprehensive set of 40 Ordinances covering all aspects of its operation including governance, academic, finance, staff and students. Many of these were last revised in 2014, although we understand that Ordinance A9 is currently being updated to reflect decisions made by Council.

Ordinances A1 – A11 deal with matters of governance. Ordinance A4 contains the statement of primary responsibilities of the Council, which appears to have been largely drawn from the 2014 version of the CUC Code;³ we would recommend that is reviewed and updated to reflect the new provisions in the CUC Code which include reference to promoting a culture which supports inclusivity and diversity, protecting the principles of academic freedom and freedom of speech, and ensuring that all students and staff have opportunities to engage with the governance and management of the College.

Ordinance A4 sets out the limitations which the Council has imposed on its general power to delegate under paragraph 11 of the Charter and Statute 3(6). This reflects the 'standard' list of non-delegable functions set out in most university governing instruments together with a number of specific financial restrictions.

Ordinance A11 contains provisions on the constitution and functions of the senior management boards, the President's Board and the Provost's Board. This Ordinance provides information about the role of these important executive committees which is often omitted from university governing instruments.

Ordinance C1 deals with financial matters. This Ordinance contains very detailed provisions which would normally be found in financial regulations, and which are very clear. The 'statutory and contextual material' set out in Annex A is extremely helpful for anyone who sits on the Finance committee or who is otherwise involved in dealing with financial matters on behalf of the College.

Ordinance E1 sets out general provisions relating to students of the College. Paragraph 4 deals with termination of a student's registration on academic grounds or for failing to pay debts due to the College, but does not make any reference to other grounds for termination such as under the disciplinary or fitness to practise procedures.

We note that the student disciplinary and complaints procedures are set out in Ordinances E2 and E3. Many universities have removed such student (and staff) procedures from their formal governing instruments, which has the advantage that the Council is no longer required to approve amendments to them.

Other governance documents

Whilst the key governing instruments are generally well-drafted, the College is missing a number of other governance documents which we would usually expect to see, including:

- a) A Scheme of Delegation – it is standard within the sector for a university governing body to adopt a scheme of delegation which sets out, in one place, all of the powers delegated by the governing body to committees, other bodies and the executive. This aids transparency as well as being a useful reference point.
- b) A Code of Conduct for members of the Council, which is a requirement of the CUC Code.⁴ The College does have a short document headed 'Duties and Responsibilities of External Governors' which contains some useful information, but we would recommend that this should be updated so that it includes a Code of Conduct covering all members of the

³ CUC Higher Education Code of Governance, December 2014 revised June 2018.

⁴ CUC Code, paragraph 3.4.

Council, and also references matters such as their duties as charity trustees and under the OfS Regulatory Framework.

- c) Role descriptions for the Chair, Deputy Chair and senior independent governor.
- d) An annual cycle of Council/committee business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year.

Membership and proceedings of Council

- Membership

The membership of Council is set out in Statute 3. We have the following comments:

- a) The external members of Council are referred to as ‘co-opted’ members (except in Statute 3(2)(d) which refers to ‘appointed’ members). The term co-opted is now generally used only for people who are co-opted onto sub-committees rather than full members of the governing body, and we would recommend that it is changed to ‘appointed’ the next time the Statutes are updated.
- b) ‘External members’ are defined in Statute 1(1)(e) as members of the Council ‘who are not persons holding honorary status in the University as defined by Ordinance’. There does not appear to be an Ordinance which covers this.
- c) It is not clear why there are separate provisions relating to the power of the Council to appoint the Chair (Statute 3(5)(b)) and Deputy Chair (Statute 3(5)(c)), rather than the Chair/Deputy Chair simply being appointed from amongst the external members of the Council. There do not appear to be any provisions setting out how long the Chair’s term of office will be, although we assume this would be the same as an ‘ordinary’ external member.
- d) The disadvantage of having a fixed date for the commencement of external members’ terms of office is that it can mean that there is a large turnover of members on the same date, which can be difficult to manage. In addition, it requires slightly artificial provisions such as those in Statute 3(2)(d) about ‘casual vacancies’ in which someone’s term of office is deemed to start on a date other than the date they actually started. Some universities have therefore moved to a system where members are appointed on a rolling basis throughout the year, although of course this can have disadvantages in terms of administration and the recruitment of new members.
- e) The provisions about the ‘4 *ex officio* members of the senior staff of the University’ who are members of the Council are unusual and slightly confusing: both Statute 3(1)(a) and Statute 8(4) suggest that they are ‘chosen’, whereas it is clear from Ordinance A3 that it is the four Deans who are these *ex officio* members. The wording states that these ‘senior staff members’ will be appointed by the Council on the recommendation of the President, and we assume that Deans are appointed in this way. Statute 8(4) includes them in the categories of ‘Officers of the University’; we wouldn’t normally expect F32. s to be classified in this way.
- f) The pool of candidates for the ‘elected member’ of the Council is fairly limited, being only experienced professors who have acted as consul or head of department (Ordinance A3). This means that there are a total of seven senior members of academic staff on the Council (President, Provost, four Deans and the elected member) and one senior member of the administrative staff (Chief Finance Officer), and no representatives of the wider staff of the College. It is now fairly unusual for a university governing body to contain such a high proportion of senior staff, and the College may wish to consider whether this continues to be appropriate and/or whether other College staff should also have the right to choose a representative.

- g) The term of office for the elected member is 2 years, renewable for 2 further terms of 2 years. Many universities have aligned their terms of office for elected staff members to be the same as that of the other appointed members, in the interests of treating all members as having an equal role.
- h) We note that the Deputy Chair has also been appointed as the 'senior independent director', although we did not see any reference to this role in the documents we reviewed. CUC guidance⁵ is that the senior independent governor should not be the same person as the deputy chair, who is part of the leadership of the board, and the College may therefore wish to reconsider this appointment as well as setting out what is expected of the senior independent governor in a role description or other similar document.

Members of the Council are not remunerated for that role and there is currently no power in the College's governing instruments which would allow this. The College would have to seek express permission from the Charity Commission or apply to amend the Charter in order to remunerate a member of the Council in the future.

Statute 3(3) specifies the circumstances in which a member of the Council may cease to be a member, but does not include any provision for removal of a member for misconduct or incapacity (other than 'mental disorder'), and we would recommend that this should be added and specific reference made to the member ceasing to be a fit and proper person. It would also be advisable for the College to put in place a (short) procedure which sets out the process for the removal of a Council member, including the right for the member to make representations before any decision to remove them is taken.

The membership of the Council includes one student member, the President of the Imperial College Union (ICU) *ex officio*, which is fairly standard, although some larger universities have moved to having two student members (often one undergraduate and one postgraduate). Unlike in many universities there does not appear to be a regular agenda item at Council meetings for a report from the student representative (other than the ICU annual report and accounts), and we have not seen any other evidence of Council engagement with the wider student body.

- Meetings

The provisions governing meetings of the Council are set out in Ordinance A10, Standing Orders. Most of the detail we would expect to see is covered, although there is nothing about written resolutions nor about attendance at meetings by electronic means, which are now standard provisions in such documents. Whilst the Ordinance states that it applies to meetings of the Council, the Court, the Senate and the committees of the Council and the Senate, the drafting jumps about between 'Council' and 'committee' and is quite confusing; and some of the provisions are quite old-fashioned (e.g. motions being 'moved and seconded'). We would recommend that Ordinance A10 should be reviewed and updated.

The quorum for meetings of the Council is specified in Statute 3(4)(b) as 10 members. There is no requirement for this to include a majority of external members of the Council, although Ordinance A10 requires a majority of external members voting in favour of a resolution put to the vote as well as an overall majority in favour. We would recommend that the updated standing orders should include a clear requirement that there should be a majority of external members at meetings of the Council and its committees in order for there to be a valid quorum.

Paragraph 19 of Ordinance A10 allows a committee to 'suspend or amend a Standing Order...provided that the suspension or amendment does not conflict with the Statutes or Ordinances'. It is not clear how this would operate in practice given that the 'standing orders' are set

⁵ CUC Code, paragraph 5.8.

out in an Ordinance and any amendment to them would therefore necessarily conflict with an Ordinance.

We note that the final item on some Council agendas is a 'non-executive session'. No further information is given about who attends this session or what is discussed.

Council committees

Council currently has seven standing committees as follows:

- Audit and Risk
- Nominations
- Remuneration
- Finance
- Property
- Strategy Review
- Endowment Board

The terms of reference for each committee are set out in Ordinance A9, other than the Endowment Board (Ordinance F1) and the Strategy Review Committee (which has published terms of reference but these are not set out in an Ordinance).

As noted above, the Council has not adopted a Scheme of Delegation and it is therefore difficult to easily see which of its powers and functions have been delegated to committees and other bodies. Of the seven standing committees only the Remuneration committee and the Endowment Board appear to have any substantive delegated decision-making powers.

It does not appear that each committee routinely reviews its terms of reference; in most universities these are reviewed and formally approved by Council at the start (or the end) of each academic year, and we would recommend that this should be considered going forward. Similarly, there is no evidence of each committee carrying out a review of its own effectiveness, which is good practice.

The quorum for most committees includes the committee Chair, which could give rise to difficulties if the Chair is unable to attend at the last minute.

We noted the following specific points in relation to individual committees:

- Audit & Risk – the terms of reference do not specify that the membership should be drawn from the external members of Council (with additional members co-opted onto the committee if required), as specified by the CUC Higher Education Audit Committees Code of Practice.⁶ The terms of reference need to be updated to remove the references to HEFCE and to include the committee's role in monitoring compliance with OfS regulatory requirements, as referenced in the College's financial statements 2020/21.
- Finance – there is no quorum specified in the terms of reference (although under Ordinance A10 it would therefore be one-third of the membership). Again, there are out of date references to HEFCE which need to be updated.
- Remuneration – it is clear from the terms of reference that the Chair of Council does not chair the committee when it is considering the President's remuneration, in line with the CUC Revised Higher Education Senior Staff Remuneration Code.⁷ However, this is not made clear on the agenda for meetings, nor in the minutes, and we would suggest that this is specifically stated in future. The annual report produced by the committee does not quite

⁶ CUC Higher Education Code of Practice, May 2020, paragraph 20.

⁷ CUC Revised Higher Education Senior Staff Remuneration Code, November 2021, Element II paragraph (e).

comply with the updated CUC requirements,⁸ in that it does not include a list of the members of the committee.

- Property – in February 2021 this committee changed its name from White City Campus Syndicate and broadened its remit, but the terms of reference in Ordinance A9 have not yet been updated, and there is little information available on the website about the role of this committee.

Shakespeare Martineau
June 2022

⁸ CUC Revised Higher Education Senior Staff Remuneration Code, November 2021, Element III paragraph (b).

Appendix 3: Benchmarking Research

We conducted a small benchmarking study with eight comparator institutions. It is important to note that this is a governance rather than an academic benchmarking study, so it confines itself to comparable English institutions which, like Imperial, are incorporated by Royal Charter, e.g. UCL, KCL and Manchester. It does not include, for example, Oxford, Cambridge, Edinburgh or MIT, which may be good academic comparators for Imperial but which have different governance models. The model for English chartered universities is based on a Council with a lay (i.e. not staff or student) majority, including a lay Chair and staff and student representation.

Table 1: Benchmarking – institution type

| HEI name | Region | Institution type | Budget or annual income (2020/21) <i>Source: Annual Report</i> | Student numbers |
|---------------------------|--------------------------|---------------------------|---|-----------------|
| Imperial College London | London / South East | Russell Group | £1,079.3 million (Income) | 21,370 |
| King's College London | London / South East | Russell Group | £614 million (Income) | 38,445 |
| University College London | London / South East | Russell Group | £1609.5 million (Income) | 45,715 |
| University of Birmingham | West Midlands | Russell Group / red brick | £786 million (Income) | 37,750 |
| University of Bristol | South West | Russell Group / red brick | £776.7 million (Income) | 29,785 |
| University of Leeds | Yorkshire and the Humber | Russell Group / red brick | £754 million (Income) | 36,840 |
| University of Manchester | North West | Russell Group / red brick | £1,100 million (Income) | 44,635 |
| University of Nottingham | East Midlands | Russell Group / red brick | £696 million (Income) | 35,785 |
| University of Sheffield | Yorkshire and the Humber | Russell Group / red brick | £744 million (Income) | 30,605 |

Table 2: Total Board size

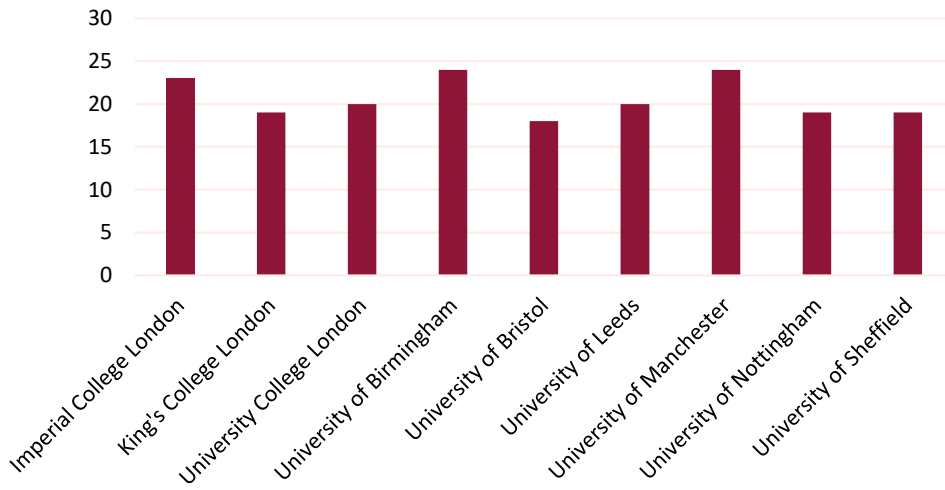


Table 3: Board split – external/staff/student

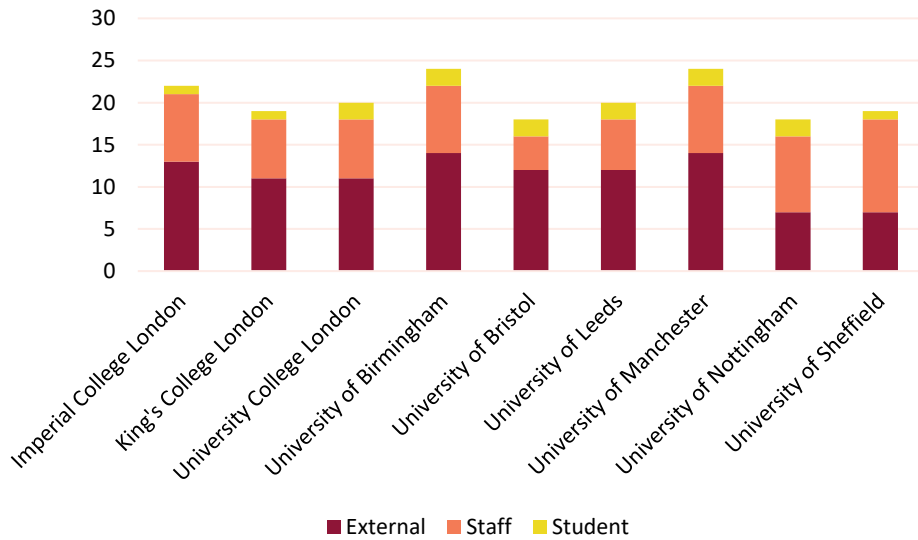


Table 4: Board gender split

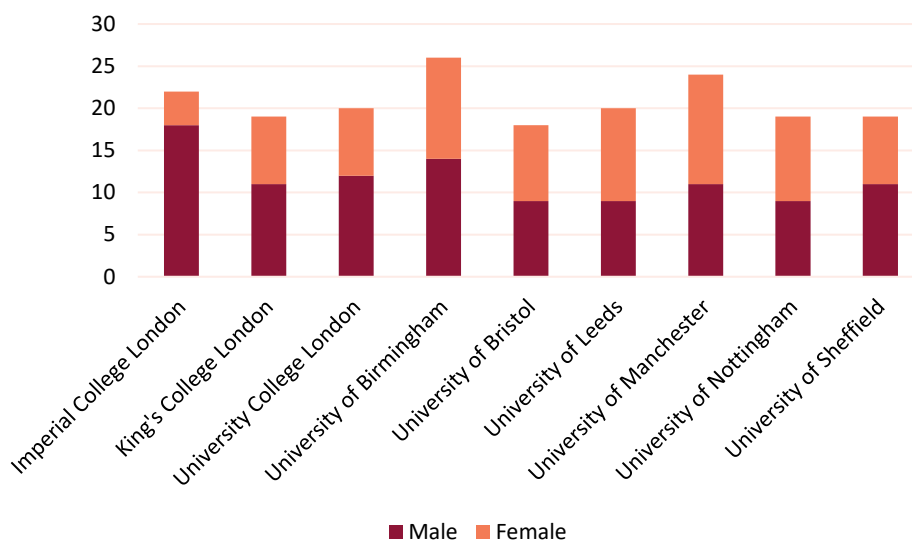
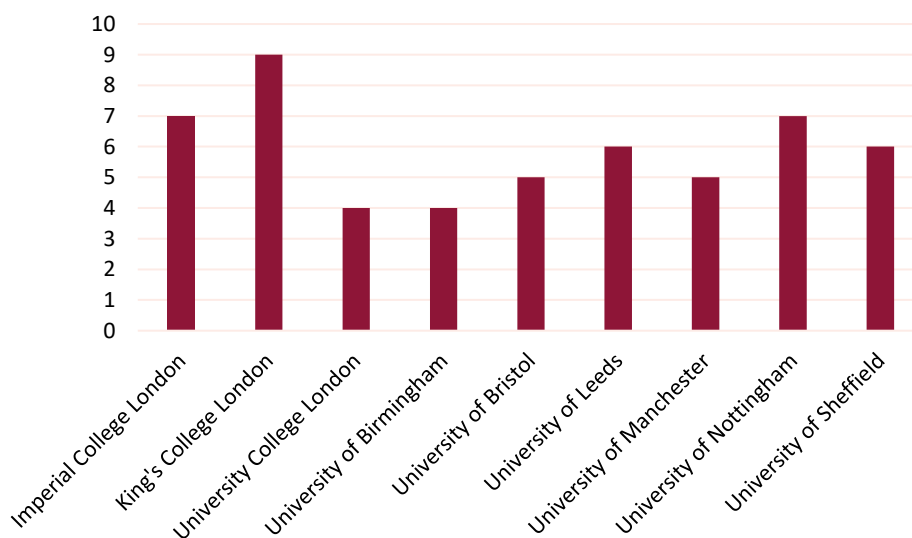


Table 5: Number of committees



Appendix 4: Governance Maturity Framework

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|--------------------------------|---|--|--|---|--|
| University Constitution | Poor governance documentation and processes which are not accessible to staff and students. The Constitution has not been modernised and in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission. | Governance documentation and processes are in order but would benefit from simplification and being easily accessible. The Constitution has not been modernised and in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission. | Governance documentation and processes are easily understood and accessible internally to staff and students. The Constitution has been modernised and in the case of chartered universities, Privy Council permission is required only for major changes. | Governance documentation and processes are easily understood and accessible internally to staff and students and externally to stakeholders. The Constitution has been modernised and in the case of chartered universities, Privy Council permission is required only for major changes. | Halpin assessment – Improving to Good |
| | No delegation framework. | Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Board or the VC. | Delegated powers are clearly set out showing what is reserved for the Board but are still not clear for Academic and Executive delegations. | Delegated powers are clearly set out showing what is reserved for the Board with further schedules setting out Academic and Executive delegations. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|---------------------------------|---|---|---|---|--------------------------------------|
| Board/Council membership | Equality, diversity and inclusion (EDI) awareness does not exist. Inadequate member selection and induction processes. | Some EDI awareness. Otherwise, satisfactory recruitment and induction processes. | Good EDI processes. Good quality recruitment and induction processes. | Good EDI processes. Capable, diverse and inclusive members appointed. There are good member succession planning processes. | Halpin assessment – Improving |
| | No Board training or appraisal. | Some training and appraisal processes. The Chair is not appraised. | Training and appraisal processes exist for all members, including the Chair. | Good appraisal processes which are used as a learning opportunity for the Board. Senior independent trustee appointed or alternative safeguards/arrangements in place. | |
| | Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings. | Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units. | Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students and units. | Members understand the University's culture and business and their role and responsibilities. They act accordingly. They regularly connect with University staff, students and units. | |
| | Members do not enjoy their role which involves firefighting and much frustration. Their reputation may be very much at risk. | Members believe that the University's position is improving, and they will enjoy their role. | Members enjoy their role and believe they are making a difference. | Members and the Executive believe the Board adds value. They enjoy, learn and 'give back' by being governors. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|-------------------|--|---|--|--|---|
| Key relationships | Dysfunctional relations between VC, Chair and Secretary. | Satisfactory relations between VC, Chair and Secretary. | Good relations between VC, Chair and Secretary. <i>Assessed with reference to current Chair, Secretary and President from 1 August 2022</i> | VC, Chair and Secretary work as an open trusting team. | Halpin assessment – Good to Leading-edge |
| | Members' level of experience and relevant skills are not satisfactory. Members do not act as a team. | Some members have good experience and relevant skills, but they do not yet act as a team. | Most members have good experience and relevant skills. The Board is taking action to improve their ability to work as a team. | Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive. | |
| | Some members question the general capability of the Executive. | Members support some of the Executives' efforts but are not convinced they have the right officers for a good Executive team. | Members see the Executive as capable and respect them but see areas for improvement. | Members and the Executive engaged in a respectful, open, trusting relationship. Executive capacity, capability and succession planning are regularly reviewed. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|----------------------------|--|--|--|--|---|
| Board/Council focus | There are immediate and major regulatory, quality and/or financial risks. The University reputation may be under attack. | The regulatory, quality and/or financial risks are improving but are still significant. | The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated. | Risk and strategic decision making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored. | Halpin assessment – Good to Leading-edge |
| | The Board is firefighting and very operationally focused. | The Board tends to be too operational. However, it is involved in setting the University strategy and monitoring its implementation. | The Board sets the University strategy and monitors its implementation. It monitors progress against any regulator or student-driven priorities. | Significant Board time is spent on horizon scanning and understanding the market, risks and opportunities. The Board is very outcome-driven. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|-------------------------------|--|---|--|--|--|
| Board/Council meetings | Poor conduct at Board meetings. Some members dominate discussions. Poor chairing and secretarial support. | Improved discussions and conduct. Some decisions taken outside of meetings by senior members. Staff and student members can feel that they are 'second class' members. Secretarial support needs improving. | All members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the minutes. Good secretarial support. | Good quality, well-chaired discussions fully involve all members. Board Secretary with senior status, relevant experience and appropriate independence in place. Challenge and the value added by the Board is clear in the minutes. | Halpin assessment – Good to Leading-edge |
| | Lengthy, inadequate and/or late Board papers. Decisions taken with inadequate information and scrutiny by members. | Lengthy Board papers cover the issues adequately, but the Executive tend to pass their responsibilities to the Board by telling it everything. | Board portal in use. Some Executives demonstrate they accept their ownership of outcomes in short, risk-focused Board papers which give good assurance. | Short, risk-focused Board papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance given to the Board. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|------------------|--|--|--|--|---------------------------------|
| Other committees | Poorly operating committee structure. There is disconnection between the Board and its committees. | Committees function satisfactorily – basic improvements to membership and processes having been implemented. | Committees function well. They seek continual improvements. The Board gets reasonable assurance from its committees. | Committees operate to a high standard and are good at collaborating with each other. The Board gets good risk-focused assurance from its committees. | Halpin assessment – Good |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|------------------------|--|---|---|--|--|
| Stakeholder engagement | Board felt to be remote from the staff and students. Board not focused on students or staff. | The Executive conducts staff and student surveys and reports on these to the Board. | Clear evidence that staff and student views are reflected in decision-making processes. | Regular and effective two-way communication between the Board and the staff and students. | Halpin assessment – Improving to Good |
| | Incoherent corporate culture. A values statement exists but is not used by the Board or the Executive. | Board discusses and agrees the values of the University but does not monitor the culture of the University. | Board sets and takes responsibility for the corporate values and culture. | Board lives and monitors the corporate culture, checking that behaviours are consistent with the University's values. | |
| | Stakeholder information not published. | Required regulatory information published for stakeholders, e.g. value for money, gender pay. | Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting. | University is accessible and relevant to the University's local communities. Board takes responsibility for the socio-economic impact of the University. Good stakeholder information. | |

| | Inadequate | Improving | Good | Leading-edge | Halpin Assessment |
|------------------------------|---|---|---|---|--|
| Board/Council reviews | The only reviews are those commissioned by the Regulator. | Occasional Board effectiveness reviews focused on compliance. | Board has occasional external reviews of its effectiveness against the HE sector. | Board regularly has external reviews of its effectiveness against the best in HE and other sectors. | Halpin assessment – Leading-edge |

Appendix 5: Interview Participants

Interviews were conducted through a mixture of one-on-one and paired meetings. The participants are listed below. Where people met in pairs/groups, we have listed them together.

| Interviewee | Role |
|--|--|
| John Allan | Chair |
| Leszek Borysiewicz | Council member |
| Toby Courtauld | Council member |
| John Cullen | Council member |
| Ron Kalifa | Council member |
| Hugh Brady | Incoming President |
| Mahnaz Safa | Council member |
| Jeremy Sanders | Council member |
| Chris Williams | Council member |
| Alice Gast | President |
| Ian Walmsley | Provost |
| Tony Lawrence | Interim CFO |
| Jonathan Mestel | Staff representative |
| Lloyd James | Student Union President |
| Grainne Brankin | College Secretary |
| Ric Lewis | Council member |
| Jonathan Michael | Council member |
| Sara Murray | Council member |
| Deepak Khanna Subhanu Saxena Mary Meaney | Council members |
| Nigel Brandon Jonathan Weber | Deans – Faculty of Engineering and Faculty of Medicine |
| Francisco Veloso Richard Craster | Deans – Imperial College Business School and Faculty of Natural Sciences |

Appendix 6: Group Discussions and Observations

We undertook two observations and four discussion groups with particular groups of staff. The meetings we observed are listed below.

Observations

| Observation | Meeting date | Halpin observer |
|-----------------|--------------|-----------------|
| Council meeting | 15 July 2022 | David Allen |
| Court meeting | 22 June 2022 | David Allen |

Discussion groups

| Discussion groups | Date | Halpin Consultant(s) |
|-------------------|--------------|---------------------------|
| Campus Unions | 4 July 2022 | David Allen / Kea Horvers |
| Imperial Together | 12 July 2022 | David Allen / Beth Adams |
| Imperial Consuls | 14 July 2022 | David Allen / Beth Adams |
| Imperial Consuls | 19 July 2022 | Kea Horvers / Beth Adams |



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