



University of Bristol

Governance Review

June 2025



Halpin

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Executive Summary

1. This independent review was commissioned to evaluate the effectiveness of the University of Bristol's ('Bristol', 'the University') governance arrangements, with a particular focus on alignment with sector good practice, including the CUC Higher Education Code of Governance. The review examines the University's governance structures, processes, and culture, highlighting areas of strength and identifying opportunities to build further on an already robust foundation of effective governance, transparency, and inclusivity.
2. Based on our evaluation, we are pleased to report that governance practices at Bristol are consistently of a 'good' to 'leading-edge' standard. This represents a very strong outcome and reflects the University's status as a well-governed institution. Across the Board of Trustees ('Board'), Executive leadership, and Secretariat, we observed significant dedication, professionalism, and expertise in governance. Further detail on the descriptors applied in this review can be found in the Governance Maturity Framework included at **Appendix 1**.
3. Our assessment places the University of Bristol among the highest-performing institutions across the 40+ governance reviews undertaken by Halpin Partnership ('Halpin'), including reviews for many Russell Group universities. When benchmarked against its peers, Bristol stands firmly in the top quartile, demonstrating a mature, well-structured, and forward-looking approach to governance that compares favourably with sector-leading practice.
4. Bristol demonstrates excellence across multiple aspects of governance, notably through the engagement and commitment of the Chair, Board members and senior leadership. In particular, we **commend** the University's approach to best practice and ongoing improvement (**C1**).
5. Opportunities for further enhancement remain. Our recommendations are intended to support Bristol in enhancing its governance further and strengthening its positioning among sector-leading institutions.
6. We are confident that by implementing the recommendations outlined in this report, Bristol can continue its journey towards achieving fully 'leading-edge' governance standards in all areas in the short to medium term.
7. In the report that follows, we have set out **13 commendations (C)**, **12 recommendations (R)**, and **2 suggestions (S)**, with **priority recommendations (PR)** highlighted. A summary of these is provided in tables at the end of the report. Priority recommendations have been selected based on their high-value and impact on enhancing governance effectiveness.
8. It is important to note that the number of recommendations and suggestions should not be interpreted as a reflection of deficiencies. Instead, they should be seen as a testament to Bristol's commitment to continual improvement. These recommendations are designed to further optimise governance practices, ensuring they remain efficient, transparent, and collaborative, without introducing unnecessary complexity or additional burden.
9. Throughout the review, the Halpin team was consistently impressed by the quality of governance at Bristol. We identified numerous examples of strong practice, which are highlighted throughout the report. We particularly wish to **commend** the following activities:
 - Participation in the Board Apprenticeship Scheme – supporting improving the diversity of the Board and pipeline development producing high-quality trustee candidates
 - High-quality executive summaries for internal audit reports, with full reports available in a separate 'reading room'

- Comprehensive self-assessment of the Audit & Risk Committee against the HE CUC Audit Code
 - Regular review and updates of Committee Terms of Reference
 - Excellent quality of financial reporting
 - Strategic approach to Board development, led by a proactive Chair
 - Outstanding Secretariat support provided
 - Strong engagement and discussion with key strategic topics
 - Clearly labelled agendas that help balance assurance and strategic discussion
 - Standing agenda items for reports from committee chairs at Board
 - Open, inclusive, and constructive Board-Executive culture
 - Clear commitment to governance best practice and ongoing improvement
 - Good engagement with wider stakeholders through Court
 - Use of a Board Development Tracker to record all training undertaken by individual trustees and when it was completed
 - Proactive approach to trustee development and commitment to ensuring high-quality governance through informed and well-supported Board members
 - Support provided to strengthen academic assurance literacy and confidence among Board members
 - A Chair who is a strong, practical leader whose significant time commitment has been instrumental in enabling Bristol to operate at the forefront of governance practice.
10. Independent governance reviews play a vital role in supporting universities to maintain high standards of leadership and accountability. By providing an objective assessment of strengths and areas for development, they ensure that governance remains dynamic, responsive, and aligned with sector expectations. At a time of increasing challenges across higher education, this commitment to review and reflection is especially valuable.
11. Bristol's efforts to continually strengthen its governance arrangements are evident, building on previous evaluations and responding proactively to evolving regulatory and sector requirements. The Board exercises strong strategic oversight, supported by a well-structured committee system that provides assurance across all key strategic areas including financial, academic, and risk domains. Bristol's commitment to transparency, risk management, and stakeholder engagement is clear, and the University is well positioned to develop these areas further. In particular, there are opportunities to streamline risk reporting and deepen stakeholder engagement to further future-proof governance effectiveness.
12. We would encourage the University to share the findings of this review with staff and wider stakeholders. Communicating the outcomes and next steps will reinforce internal trust, celebrate strengths, and demonstrate Bristol's continuing commitment to transparency and accountability. Sharing the findings will also help the wider University community to better understand governance arrangements and the shared journey towards further enhancement.
13. We invite the Board to consider the full report and determine how it wishes to take forward the recommendations and suggestions. We advise establishing a working group to oversee implementation and monitor progress, or oversight could be assigned to an existing Board committee as appropriate.
14. Finally, we would like to extend our sincere thanks to all those at Bristol who contributed to this review. Their professionalism, dedication, and commitment to the University and its communities were evident throughout the process.

Introduction & Methodology

15. The UK higher education sector is facing an unprecedented array of pressures, creating an environment of considerable uncertainty for institutions. Economic volatility, shifting geopolitical dynamics, and changes to the regulatory framework are reshaping the landscape in which universities operate. In response, institutions are required to demonstrate greater agility and resilience to ensure their long-term sustainability and continued competitiveness. At the same time, universities must balance these demands with a steadfast commitment to protecting the quality of the student experience, ensuring that academic excellence, student support, and campus life are preserved, despite financial and operational pressures.
16. In addition to these external factors, universities are grappling with sector-specific challenges that complicate strategic decision making. Persistent industrial relations issues, heightened government oversight, fluctuations in international student enrolments, and the real-terms decline in home undergraduate tuition fee income are all placing additional strain on institutional finances and operations. Together, these challenges present a complex environment in which effective governance is essential to support sound, strategic, and responsive decision making.
17. In this context, the importance of strong university governance cannot be overstated. Effective governance enables institutions to maintain strategic clarity, exercise prudent oversight, and adapt with confidence to an increasingly complex and rapidly changing sector. It was with a commitment to ensuring continued excellence in governance that the University of Bristol engaged Halpin Partnership to conduct an independent review of its governance structures, processes, and practices. This review aims to identify opportunities for further strengthening an already effective governance framework, ensuring that it remains dynamic, resilient, and well positioned to meet the challenges and opportunities ahead.
18. An initial scoping discussion between the University and Halpin was held on Wednesday, 8 January 2025 to define the parameters of the review. This meeting considered the key lines of enquiry, timelines, and key staging points. The final scope and focus of the review were agreed with a Steering Group as outlined below, comprising members of the University's Board of Trustees and senior staff, and an external member from Bath Spa University, alongside members of the Halpin review team:

Steering Group

- Jack Boyer, Chair of the Board of Trustees
- Andy Carr, Deputy Chair of the Board of Trustees and Alumni Association representative
- Lucie Lambert, Independent Trustee
- Natalie Edwards, Academic Trustee
- Judith Squires, Deputy Vice-Chancellor and Provost
- Lucinda Parr, Chief Operating Officer and Registrar
- Michael Flay, University Secretary and Director of Governance
- David Newman, University Secretary, Bath Spa University
- Susie Hills, Project Director
- Osaro Ootobo, Lead Consultant
- Beth Adams, Project Manager
- Will Spinks, Senior Adviser

19. The lines of enquiry for the review were agreed as follows:
 1. Can the Board's focus be improved so that there is a better balance between strategic issues and assurance/compliance?
 2. What is the culture of governance? What are the relationships like within the Board and between the Board and Executive Team?

3. Can there be greater clarity and transparency in the delegations framework and are decisions made by the right committee or more appropriately by the Vice-Chancellor?
 4. Are stakeholder views sought, heard, understood and effectively considered throughout the governance process? How present are student voices in the decision making?
 5. What is the attitude to risk for Committees and Governing Body members?
 6. Consider the Board composition, including any potential changes to promote diversity.
 7. Where does Bristol sit on Halpin's governance maturity framework? What improvements should be made as a priority?
20. The Halpin review team (biographies are included in **Appendix 3**) followed the following methodology:
- Scoping meeting with the Steering Group.
 - Desk review of governance documents and papers.
 - Governance Maturity Self-Assessment Survey by the Board (22 responses – see **Appendix 1**).
 - Interviews with members of the Board, Secretariat, and Executive (22 individual interviews – see **Appendix 2**) and a Pro-Vice-Chancellor (PVC) Focus Group.
 - Observation of the Board of Trustees, Audit and Risk Committee, Finance and Investment Committee and Nominations Committee (see **Appendix 2**).
21. The Halpin team considered Bristol's practices against the Higher Education Code of Governance (CUC Code 2020) and other relevant governance codes, as well as Halpin's Governance Maturity Framework (**Appendix 1**). We have noted our findings in relevant report sections and in the Conclusion.
22. Please note that our findings, recommendations and assessment against the maturity framework is influenced by the desk review, observations and interviews.
23. We would like to extend our sincere thanks to all those involved in the review for sharing their knowledge and insights, and for the fulsome support of the Bristol Steering Group throughout.

Strategy & Risk

Strategy

24. The University of Bristol's Vision and Strategy 2030 sets a bold and ambitious direction, aiming to position the institution firmly among the world's leading research-intensive universities by the end of the decade. In an increasingly competitive and complex higher education environment, the clarity and coherence of the University's strategy stands out as a significant strength.
25. The strategy is structured around three core pillars: world-leading research and innovation; an inspiring education and transformative student experience; and the global civic university. These are supported by critical enablers, including investment in people, infrastructure, and financial resilience, with cross-cutting commitments to sustainability, internationalisation, and equality, diversity and inclusion (EDI). Together, these elements form a comprehensive and future-focused platform for institutional success.
26. In reviewing the University's governance arrangements, it is evident that the Board of Trustees plays an active and effective role in supporting and overseeing the delivery of the strategy. Strategic oversight is consistently maintained at Board level, with operational delivery appropriately delegated to the Executive team.
27. The structure and presentation of Board papers play a critical role in enabling effective strategic oversight. Cover sheets consistently include a section on 'Strategic Outcomes', and Board agendas are clearly divided into 'Strategic' and 'Assurance' items, helping members navigate discussions and maintain a clear focus on long-term institutional priorities. One particular area of good practice is the Strategy Performance Report, a regular update presented by the Executive that outlines both actual and forecast performance against the University's strategic objectives. These reports are submitted to the University Executive Board (UEB) and the Board of Trustees twice a year, typically in May and November, and provide a transparent view of institutional progress. We **commend** this reporting mechanism for its clarity and accessibility (**C2**). Each report includes:
 - Overall RAG ratings for each strategic goal, with commentary on changes since the previous report,
 - a concise summary of key successes, challenges, and progress against targets, and
 - appendices covering changes to Strategic Performance Indicators (SPIs), a summary of narrative insights by goal, and SPI reporting frequency.
28. This structured approach ensures the Board has the right information at the right time to provide meaningful oversight and direction.
29. We would like to highlight an example of emerging best practice in the monitoring of institutional strategy. To further modernise Board reporting, we **suggest** Bristol considers exploring the development of digital dashboards that provide real-time access to key SPIs, risk metrics, and financial data (**S1**). Interactive dashboards offer a more dynamic and accessible way for trustees to engage with live data, track institutional progress, and maintain strategic focus without relying solely on lengthy written reports. A strong example of this approach is Falmouth University, which launched a customised governance app in August 2023. While this particular university may not be seen as a comparator, they have shown an innovative practice we wish to highlight. Built using existing Microsoft licences, the app consolidates strategic KPIs, Board materials, training resources, and conflict of interest management into a single, cost-effective digital platform. It has enabled their governors to access information more efficiently and strengthened their ability to oversee strategic delivery in real time. A similar approach at Bristol could further enhance Board engagement and support timely, data-informed decision making.
30. The University's committee structure is well aligned to its strategic pillars and enablers, providing robust assurance mechanisms and a clear line of sight from operational detail to strategic

objectives. Board away days provide an opportunity for Board members to engage in in-depth strategic dialogue, promoting collaboration and forward-thinking governance. The Board has dedicated sessions for future-focused discussions – separate from performance updates – in the form of deep dive sessions. Major institutional decisions are clearly anchored in the scheme of delegation terms of references and other key documentation. The Board demonstrates good practice in maintaining focus on long-term priorities while remaining agile to emerging risks and opportunities. Strategic risks are regularly considered within the Board's risk register, and performance against strategic objectives is monitored through key performance indicators reported at both Board and committee levels.

31. The University has demonstrated sector-leading practice in the communication of its Vision and Strategy 2030. The strategy is presented in a highly accessible and engaging format on the University's website, making it easy for a broad range of stakeholders – including students, staff, alumni, and external partners – to understand the University's priorities and ambitions. The inclusion of illustrative case studies and a dedicated strategy film further strengthens this approach, bringing the strategy to life and demonstrating its real-world impact. This transparent and thoughtful presentation supports stakeholder engagement, fosters a shared sense of purpose, and reinforces the University's commitment to openness and inclusivity in its strategic journey.
32. Overall, the Vision and Strategy 2030 provides a strong foundation for the University's continued success, and governance arrangements are well-aligned to support its realisation. The commitment shown by the Board, its committees, and the Executive team to maintaining strategic focus, fostering accountability, and championing the University's values, reflects a mature and effective governance environment.

Risks

33. The University of Bristol demonstrates a thorough approach to risk management, grounded in sector good practice and with strong oversight from the Board of Trustees and its Audit and Risk Committee (ARC). Risk management processes are embedded across governance structures, with a visible and deliberate connection between strategic risk considerations and the oversight provided by the Board and its committees.
34. During 2023/24, the University made further strides in strengthening its risk management culture and infrastructure. A key development was the introduction of a revised University Risk Appetite Statement, signalling a positive move towards a more strategic and practical approach to risk. This statement was developed through extensive consultation across governance and management structures and refined with external input. It now provides a clearer articulation of the University's risk appetite across key domains and is intended to support alignment between decision making and institutional ambition. However, as is the case across much of the sector, embedding the risk appetite statement as a dynamic, day-to-day management tool should remain an ongoing priority.
35. Internal audit reports and committee observations confirm a steady improvement in risk maturity across the institution. Progress since the previous review has been notable, including the introduction of structured risk discussions at senior levels, the heightened profile of risk registers, and improved visibility of strategic risks such as cybersecurity, capital investment, and project delivery. The University's responsiveness to emerging risks – including through deep dives on topics such as student wellbeing, the affordability of long-term financial plans, and the Isambard AI programme – illustrates a growing maturity in linking risk to opportunity.
36. The ARC maintains regular oversight of the Key University Risk Register (KURR), which is aligned with the University strategy and clearly updated throughout the year. However, the current format of the risk register is highly detailed and, at times, overly granular. This can make it difficult to focus discussion on the most significant strategic risks. We recognise that this is a matter that Bristol is aware of and since start of the 24/25 academic year, the ARC has been engaged with Executive leaders in shaping the revised approaches.

37. Simplifying the presentation of the risk register would better support the Board and its committees to engage with high-impact issues and track the effectiveness of mitigation more clearly. We understand from comparator institutions that some have:
- Developed dual-register models – distinguishing the top key strategic from more operational risks
 - Ensured that mitigating controls and actions are regularly reviewed and updated, with outdated or completed items removed from the register to avoid unnecessary clutter and maintain strategic clarity
38. It is worth noting that while the ARC has demonstrated a strong commitment to robust challenge and effective oversight, the current structure of holding two non-executive-only preparatory sessions, (one about a week before and another at the beginning of each ARC meeting) is uncommon in the sector. While this provides valuable space for independent discussion, it may inadvertently create perceptions of disconnect between non-executives and the Executive team. Moving to having only one such session in advance could both preserve the benefits of the independent space and create the opportunity for more face-to-face engagement, either structured or informal, with key members of the Executive in the meeting. In addition, a more active role for the Executive in providing updates and participating in dialogue outside formal reporting cycles could further enhance shared understanding and trust.
39. The committee has seen positive evolution in its composition, with recent appointments enhancing legal and compliance expertise. There remains a gap in specialist experience related to IT and cybersecurity, although efforts are underway to address this. As cyber risk continues to evolve rapidly, the University is right to maintain this area as a focus of investment and governance oversight. The committee's continued scrutiny of this risk – supported by internal audit follow-up and comparative benchmarking – is a positive example of risk oversight in action.
40. In terms of risk communication through papers, we **commend** the inclusion of a risk section in the cover sheets for Board and committee papers (C3). However, the content currently varies between authors and this inconsistency can limit its usefulness in practice. Reviewing the guidance provided to paper authors, with a view to standardising expectations and sharpening risk articulation, would further support Board-level assurance and decision making.
41. Overall, the University is taking risk governance seriously and is actively moving in the right direction. There is clear evidence of continuous progress, strong leadership commitment, and a willingness to adapt and learn. Bristol is well placed to maintain and build upon its effective, agile approach to risk in an increasingly complex sector environment. We support and encourage the continuation of the following:
- Refine the KURR to simplify format, maintain clarity of mitigation, and support strategic-level oversight.
 - Refresh risk guidance in committee papers to support consistent, high-quality articulation of risk, ensuring clear visibility of strategic implications across all governance discussions.
 - Strengthen specialist expertise within the ARC, particularly in cybersecurity, while maintaining the committee's strong foundation in legal, compliance and strategic oversight.
42. In light of our findings and sector comparisons, we **recommend** the following to support the University's risk management approach – this is a **priority recommendation (PR1)**:
- Review the structure of ARC non-executive-only sessions to reduce their frequency and allow for more informal engagement with senior executives both inside and outside of the formal committee cycle.

Academic assurance and Board-Senate engagement

43. Academic assurance is a core responsibility of university governing bodies under the Office for Students (OfS) regulatory framework. The OfS requires Boards to receive and test assurance that academic governance is adequate and effective, not simply through passive receipt of reports but via explicit protocols and structured engagement with academic governance bodies such as Senate. This expectation is reinforced in the CUC Code (2020) and its academic governance practice note (2017), which outlines the increasing need for governing bodies to engage meaningfully with academic quality, standards and risk.
44. At Bristol, academic quality and standards are central to the institution's mission. The Board is strongly committed to upholding these through its governance structures. However, this review found some opportunities to enhance how academic assurance is understood, delivered, and embedded within Board practice.
45. Board members are generally confident that academic assurance is effectively maintained through internal audit processes and regular updates from senior academic leaders, particularly the Deputy Vice-Chancellor and Provost. Since 2022, audits have been completed on academic quality, the curriculum enhancement programme, new programme approval, and the National Student Survey (NSS). Each of these has been reviewed by the ARC, which plays a central role in providing assurance on behalf of the Board of Trustees. In addition, presentations from Deans and Heads of School, along with structured updates on teaching and research strategies, support Board members in developing a deeper understanding of the institution's academic core. There is evidence that members feel they receive appropriate updates on issues such as grade inflation and academic risk, including through Executive reporting and deep dives at Board and committee level.
46. Despite this confidence, several members noted that they would benefit from "looking under the bonnet" more often and having increased formal and informal contact with senior academic staff. There is a desire for more direct insight into the delivery of academic strategy, the student academic experience, and the processes that underpin academic quality assurance, especially in a regulatory context that continues to evolve.
47. The introduction of an Annual Academic Assurance Report can be a valuable tool to consolidate and clearly articulate how academic assurance has been provided across the governance cycle. Such a report would serve as a practical reference point for trustees, mapping the ways in which academic risks, quality, and performance have been scrutinised specifically by Board and committee activity over the course of the year. This approach reflects best practice seen in other institutions and can significantly strengthen Board confidence by offering a clear line of sight over how academic assurance has been exercised by them. The report could stand alone or be integrated into the existing 'Quality Assurance Report to the Board of Trustees for Academic Year', depending on what works best for Bristol's governance calendar.
48. While Senate itself is outside the formal scope of this review, its relationship to the Board is relevant, and we offer findings and recommendations with this context in mind.
49. Bristol demonstrates **commendable** practice to strengthen academic assurance literacy and confidence among Board members through the following (C4):
 - Providing briefings on key academic quality issues during the annual Board cycle (e.g. grade standards, academic appeals, external examiner reports, etc.),
 - including induction materials on academic governance and quality assurance processes as part of onboarding for new trustees,
 - offering opportunities to attend relevant internal academic meetings, such as those covering course approvals and validation, to support understanding of academic quality processes in practice,

- promoting external training and development, including sector-led webinars, conferences and OfS briefings, to help Board members stay up to date with regulatory expectations and emerging good practice,
- the Board receiving updates on Senate matters via Executive Reports and informal channels, and
- Board members being invited to attend Senate as observers as part of their induction.

50. Bristol's Senate is a very large body, which limits the feasibility of joint Board-Senate sessions often used at other institutions to enhance engagement. Despite the commendable practices mentioned above, some members expressed a lack of clarity around Senate's activities and its role in academic governance. Others highlighted that information flow is generally effective, with opportunities for trustees to observe Senate meetings and receive updates from Board members who also serve on Senate. Strengthening this relationship could further enhance the Board's academic assurance.

51. To help Board members confidently discharge their responsibilities for academic assurance and better align with OfS expectations, we **recommend** the following **(R1)**:

- Establish a formal report from Senate to the Board: introduce a standing item or written report from Senate to the Board, summarising academic governance activity and key developments. This would provide consistent assurance, improve visibility of Senate's work, and align with sector good practice. Elsewhere, when a Board member has observed the Senate meeting, they are often the one to give an update at Board.
- Deepen Board-Senate interaction through targeted engagement:
 - Explore the creation of small joint working groups (when needed) on strategic academic topics such as student experience, research priorities, or academic standards.
 - Dedicate a portion of future Board away days to academic assurance, with participation from Senate members and senior academic leaders for open discussion.
- Clarify the academic assurance value of existing Board activity:
 - Clearly label Board papers that contribute to academic assurance, so that members can easily track where oversight is taking place.
 - Provide an annual academic assurance mapping document at the end of the year to summarise all papers and discussions during the year that relate to academic standards, student experience, and quality assurance.

52. While not immediately required, the University may wish to keep under review the option of establishing a Board-level academic assurance subcommittee. This is a model adopted by several peer institutions to provide more focused scrutiny and confidence in fulfilling OfS expectations.

Governance Structures & Documentation

Key governance documents

53. The University of Bristol's governance operates within a well-developed framework, underpinned by modern and coherent governance instruments. The University's Charter, Statutes and Ordinances provide a strong foundation for the effective discharge of responsibilities by the Board of Trustees, ensuring that governance is legally compliant, strategically focused, and aligned with the expectations of the higher education sector.
54. Bristol's constitutional documents outline the roles, responsibilities, and powers of the Board of Trustees, Senate, and senior leaders, providing clarity and confidence around authority and accountability. These documents enshrine the principle of Board-led strategic oversight, while enabling the Vice-Chancellor, President and Executive to manage the University's day-to-day operations.
55. Interviewees consistently described Bristol's governance structures as well-established and respected. The constitution was characterised as clear and modernised, with governance instruments that reflect the institution's scale and complexity. These frameworks are not only legally sound and structurally robust, but are also seen internally as effective and genuinely enabling. There is a strong shared understanding of responsibilities across governance levels, contributing to a confident and well-embedded governance culture.
56. The University maintains a strong and clear Scheme of Delegation, which defines the respective decision-making authorities of the Board, Senate, Executive, and committees. This is a cornerstone of good governance, helping to ensure that responsibilities are appropriately distributed and well understood. The Scheme reflects both regulatory expectations and the complexity of decision making in a research-intensive university. Stakeholders noted that it is functioning well in practice and aligns with sector norms. The agile nature of governance arrangements is seen in practice (as mentioned in the risk section of the report), through matters like Isambard AI – Bristol agilely applied governing instruments to enable strategic decision making, at pace and complexity. There is clear evidence of regular review of the documentation in the Board of Trustees papers – this helps ensure continued clarity, relevance, and regular alignment with the University's evolving strategic priorities.
57. Bristol's Standing Orders provide a strong foundation that governs the conduct of meetings, the roles of committee members, and wider governance procedures. These help to promote transparency, accountability, and consistency in how decisions are taken and recorded. They support the effective functioning of the Board and its committees by setting expectations on quorum, attendance, declarations of interest, and other procedural matters. As with other core governance documents, Standing Orders benefit from periodic review to ensure that they remain fit for purpose and aligned with any changes in regulatory or institutional context.
58. The University's governance documentation outlines the respective responsibilities of the Board of Trustees, its committees, the Vice-Chancellor and President, and other senior leaders. This clarity of roles supports strong and confident governance practice. In practice, stakeholders expressed confidence in the understanding of roles and boundaries between governance and management. There is strong alignment with the CUC Code of Governance and wider sector expectations, with no material concerns raised about duplication, ambiguity, or role confusion.

Board size and membership

59. The Board operates at a scale consistent with sector norms and is composed to ensure a balance of independence, internal insight, and diversity of experience. The current structure combines external expertise with representation from the academic, professional services, and student communities, enabling broad and inclusive oversight.

60. The Board comprises up to sixteen independent trustees, alongside two academic trustees, two professional services trustees, two student trustees, and with the Vice-Chancellor, President, and Deputy Vice-Chancellor as ex officio members. The Board's membership reflects a good balance of perspectives, with interviewees consistently highlighting the depth of experience, commitment, and collegiality of current members. The Board also shows strength in its gender and age diversity and has made demonstrable progress in broadening ethnic diversity. Continued participation in the Board Apprentice Scheme has also contributed positively to pipeline development, and the calibre of apprentices has been noted as particularly strong.
61. A key strength is the positive tone and inclusive culture fostered within the Board. The Chair was widely praised for their facilitative style and their ability to draw contributions from across the membership.
62. Advance HE's diversity study¹ of university governors found that the average governing body in the UK comprises 19 members, with sizes ranging from 3 to 38. Most institutions had between 10 and 25 governors, with the two most common groupings being 21–25 members (72 institutions) and 16–20 members (60 institutions). While the Board operates at a slightly larger size than the sector average – and larger than typical boards in some other sectors – this has not impacted its overall effectiveness. However, some interviewees noted that maintaining high levels of engagement and strategic dialogue can require thoughtful meeting design. The use of committee structures, thematic deep dives, and informal engagement opportunities has helped to address this challenge.

Succession planning

63. The University's recruitment processes are structured and effective, with the Nominations Committee overseeing Board composition and renewal. However, with the Chair, Deputy Chair, and several committee chairs expected to reach their term limits over the next few years, the University faces a clear succession planning risk. We note the Board's awareness to this challenge and encourage the Board to continue to build on this by adopting a phased and proactive approach to future recruitment. We recognise the following good practice that Bristol is already undertaking in this space:
- Embedding regular skills audits into Nominations Committee processes, ensuring a data-informed approach to identifying future Board needs
 - The use of Board Apprenticeship Scheme and similar initiatives to develop future leaders and maintain a healthy pipeline of diverse governance talent
64. The current Chair is widely recognised as a strong, practical leader whose significant time commitment has been instrumental in enabling Bristol to operate at the forefront of governance practice. Across the sector we tend to see such intense Chair involvement either in institutions facing major challenges or in those demonstrating sector-leading approaches - and in Bristol's case, it is clearly the latter. The Chair's active role, deep familiarity with institutional matters, and strong partnership with the executive have all contributed to a governance culture that is both forward-thinking and highly engaged - we **commend** this (C5).
65. However, the scale of responsibility that is placed on the Chair role may add a considerable amount of pressure on the role, such as significant time commitment. With succession planning in mind, there may be opportunities to further spread leadership responsibilities more widely across the Board which would both support the Chair and help towards succession planning. Consideration could be given to sharing leadership responsibilities more broadly across the Board in preparation, including through committee roles and thematic leadership, to strengthen continuity and avoid over-reliance on a small number of individuals.

¹ <https://www.advance-he.ac.uk/knowledge-hub/diversity-governors-higher-education-2024>

66. A strong model of a thematic leadership is the Governors' Engagement Framework at the University of Greenwich, where their Independent Governors are linked with senior academic or professional services leaders in key strategic areas.
67. Crucially, the framework is designed to maintain appropriate governance distance – it is not a dual assurance model, and governors are not positioned as representatives or champions of individual areas. It avoids siloed thinking and instead enables well-informed, joined-up strategic oversight. The framework is reviewed annually to ensure it continues to meet the evolving needs of the institution and its governance structures.
68. A tailored Governors' Engagement Framework could further enhance strategic insight, strengthen Board-executive collaboration, and support the development of newer trustees in a low-burden, high-impact way.
69. The framework operates on the following principles:
 - Strategic alignment: trustees are paired with areas such as research, EDI, student experience, or digital transformation in a way that complements their experience and aspirations.
 - Regular engagement: at least once per term, trustees meet with their assigned area leads, enabling ongoing dialogue and insight-sharing.
 - Developmental value: governors report a deeper understanding of the university's work, while staff gain a clearer picture of governance functions and external perspective.
70. This model delivers tangible benefits as it:
 - Enriches trustee's strategic insight, making Board-level contributions more informed and contextually grounded,
 - supports continuous learning and active engagement, particularly for new or early-career governors,
 - provides informal advisory input to strategic areas, drawing on trustees' external expertise without blurring governance-operational boundaries, and
 - raises internal visibility of governance, building trust and mutual understanding between senior staff and the Board.
71. The current structure – particularly the use of committee deputy chairs – is an asset and aligns with sector good practice and this is something that could be implemented across all Board committees.
72. As the scale and complexity of governance responsibilities grow, we recognise there is a natural tension between harnessing the expertise of experienced trustees and making space for those earlier in their governance journeys, who may also have demanding professional lives. Here are some examples of best practice to help (some of which may already happen at Bristol):
 - Optimise the use of deputy chairs by delegating some agenda-setting responsibilities and executive liaison tasks, where appropriate, to help reduce the load on committee chairs.
 - Introduce rotational leads for specific agenda items within committees to share ownership and offer developmental opportunities to newer trustees.
 - Encourage trustees to act as informal 'leads' on agenda themes for a single meeting (without assigning formal roles), helping to distribute preparation and insight-sharing responsibilities.
 - Offer governance development sessions or briefings tailored for trustees earlier in their career to build confidence for future leadership roles, delivered outside of formal meetings.
 - Streamline committee administration by further empowering the Secretariat to coordinate meeting logistics, feedback collection, and follow-up, easing the burden on the Chair and committee leads.
 - Pilot a peer-to-peer buddy system between more experienced and newer trustees to encourage informal mentoring and relationship-building without adding structure.

- Review governance workflows with the Secretariat to identify any tasks currently falling to the Chair or committee chairs that could be delegated or automated.
- Introduce short 'role reflection' discussions annually for committee chairs and deputies to discuss workloads, support needs, and future development pathways in a safe, supportive setting.

73. To continue to strengthen the leading-edge effectiveness of the board size and membership we **recommend** the following as a **priority recommendation (PR2)**:

- Encourage more distributed leadership across the Board, allowing other trustees to take on more responsibility and visible roles in shaping direction and providing oversight. This helps both support the Chair and help towards succession planning.
- Encourage distributed leadership by offering opportunities for a broader group of trustees to take on strategic responsibilities, lead initiatives, or chair committees.

Student and staff representation

74. Bristol's approach to student representation differs from sector norms, in that neither of its two student trustees are elected Students' Union (SU) officers. This model was introduced at the request of the SU several years ago and is supported by a student trustee appointment process. While different approaches are not inherently problematic, it is worth noting that this model is unusual across the sector, where many Boards opt for one or both student trustees to be drawn from the SU sabbatical team. Interviewees acknowledged the value of having both undergraduate and postgraduate representation on the Board but also raised concerns about the accessibility of the role, as it may appeal primarily to students already familiar with governance structures.

75. The University has taken steps to ensure engagement with the SU through other means, including regular attendance at Board meetings. However, given this was implemented many years ago and with broader sector practice in mind, this may be an opportune time to reflect upon the current model. In particular, the University may wish to reflect upon whether including one SU officer alongside a current student could provide stronger alignment with sector practice while retaining diversity in student voice.

76. We also heard feedback regarding induction and support: while independent trustees find the current induction process clear and informative, staff and student trustees also appreciate the current offering yet feel there could be room for further enhancement. We note that the current offering is in line with good practice in the sector.

77. The inclusion of staff trustees from both academic and professional services backgrounds is a valuable aspect of the University's governance model. It ensures that Board-level discussions are informed by the lived experience and operational insight of the institution's workforce. Some mentioned that they valued opportunities to connect with peers in similar roles at other universities, but would like to particularly engage with those within the Russell Group, where institutional similarities make such exchanges more relevant and insightful, and to share good practice from Bristol. They recognised that they get booked onto a new governor course for development with Advance HE, however we have had feedback that the training could have been more engaging.

78. To further support student and staff representation we **recommend** the following **(R2)**:

- Reassess whether the current student trustee model is still appropriate for Bristol and continues to meet needs. Determine whether reinstating SU officer representation would strengthen the link between the Board and the student body. One possible model is to appoint one SU officer and one current student trustee, ensuring continued diversity of voice. Undergraduate and postgraduate representation can still be used with this model.
- Increase visibility and promotion of trustee roles to ensure diverse applicants, including those who may be unfamiliar with governance structures.

Senior Independent Governor (SIG)

79. The Committee of University Chairs (CUC) Higher Education Code of Governance (2020) introduced, for the first time, a formal expectation that governing bodies consider the potential benefits of appointing a SIG. While not mandatory, the Code requires Boards to actively assess the value of this role and document the rationale behind their decision, particularly where a SIG is not appointed.
80. At present, the University of Bristol has not designated a SIG. Instead, certain functions typically associated with the role are informally undertaken by the Deputy Chair. This includes acting as an alternate point of contact for trustees, supporting the Chair in Board effectiveness, and providing an independent channel for any governance concerns. This model offers some degree of assurance, and we recognise that it is not uncommon in the sector. However, sector practice has evolved since the Code's publication, with a growing number of universities moving to appoint a distinct SIG role to strengthen governance independence, support Chair performance appraisal, and provide an alternative channel for stakeholder engagement where necessary.
81. Feedback from Board members suggests that while the current arrangements are generally well-understood and there is a clear description of the Deputy Chair role, it may not provide the same sense of independence and clarity as a formally designated SIG. The lack of formal separation between the Deputy Chair and SIG roles could lead to issues in future scenarios, such as conflict resolution, or Board member concerns that may require an independent pathway outside of routine governance channels.
82. We therefore **recommend** that the University formally reviews its position on appointing a SIG. This should involve a structured consideration of sector practice, alignment with the CUC Code, and the University's specific governance context. Should the Board decide not to proceed with the appointment, it would be advisable to document and communicate the rationale clearly, including through the Governance Statement within the Annual Report and Financial Statements. This will ensure transparency and alignment with regulatory expectations **(R3)**.
83. We **recommend** Bristol reviews the current approach to SIG responsibilities **(R4)**. If the decision is made to continue without a separate SIG, ensure the rationale is clearly documented to demonstrate compliance with the CUC Code.

Board committee structure

84. The University of Bristol's committee structure is well established, clearly articulated through its Statutes, Ordinances and Terms of Reference for its committees, and provides appropriate coverage of the Board's responsibilities. Each committee is guided by a defined remit approved by the Board, with delegated authority where appropriate, ensuring that critical areas of governance – such as audit, finance, nominations, remuneration – are subject to informed scrutiny and oversight. This structure supports the Board in maintaining strategic focus, while enabling detailed oversight to take place in committee.
85. The Board currently operates with seven formal committees: Audit and Risk Committee (ARC), Finance and Investment Committee (FIC), Remuneration Committee (RC), Nominations Committee (NC), Honorary Degrees Committee (HDC), the Equality Equity, Diversity and Inclusion (EEDI) Oversight Committee, and the Infrastructure Planning Committee (IPC). There is also a Pensions Task and Finish Group which operates on a time-limited basis. Each committee is supported by clear documentation, well-defined membership requirements, and provisions for annual review. Chairs of committees are independent trustees, and a strong commitment to appropriate skill-matching is evident. We note positively that Bristol has a consistent and rigorous approach to committee appointments, with terms and expectations clearly set out in Ordinance 4 and decisions made via the NC.
86. The Board's use of co-opted members across several committees is **commendable**. This brings fresh perspective and subject-specific expertise to complement internal knowledge and trustee oversight **(C6)**. Co-opted members reported positively on their experience and welcomed the

inclusive, purposeful culture of their committees. Across several committees, co-opted members noted the value of external challenge and the opportunity to share insights from other sectors, helping to strengthen Bristol's governance. Their contributions appear to be well integrated into discussion and decision making, reflecting sector-leading practice.

87. Interview feedback highlights strong chairing and committee cultures overall. Members described constructive challenge, efficient organisation, and a commitment to inclusive and equitable processes. Members valued the role of committees in enabling focused scrutiny and surfacing issues for escalation to the Board. The recent establishment of the IPC was seen as a positive step to relieve pressure from FIC and allow more time for strategic discussion on infrastructure. While the IPC is still embedding, it already demonstrates good practice in openness, agenda design, and integration of external perspectives
88. We also note positive use of committee strategy days to set priorities collaboratively – an approach praised within ARC and potentially beneficial to replicate elsewhere. Interviewees suggested there may be value in facilitating informal interactions between committee members, particularly for those who serve on committees with limited annual meetings. This could support stronger relationships and shared understanding across the governance landscape. We note that Bristol attempts to do this via a Board annual development day, and inviting co-opted members to the Board dinners twice a year.
89. We **commend** the following good practices we observed at meetings during this review process (C7):
 - High-quality executive summaries for internal audit reports, with full reports available in a separate 'reading room'
 - Excellent quality of financial reporting
 - Strategic approach to Board development, led by a proactive Chair
 - Outstanding Secretariat support provided
 - Strong engagement and discussion with key strategic topics
 - Clearly labelled agendas that help balance assurance and strategic discussion
 - Open, inclusive, and constructive Board-Executive culture
 - Regular review and updates of Committee Terms of Reference
 - Standing agenda items for reports from committee chairs at Board
90. As outlined in the earlier section on risk, we have provided detailed recommendations for the Board and ARC to consider as part of their ongoing work to strengthen risk governance. These include refining the KURR to better highlight strategic risks, enhancing the quality and consistency of risk reporting in Board papers, and reviewing the format and frequency of non-executive-only meetings to support more effective engagement with executive colleagues. These recommendations are intended to build on existing good practice and ensure that the University's risk oversight remains clear, agile, and aligned with strategic priorities.
91. The EEDI Oversight Committee is an important and distinctive element of Bristol's committee architecture. While its current remit is focused on EEDI, feedback indicates a desire to broaden the scope to include wider cultural and people-related issues. At present, the committee has no delegated authority and meets only twice a year, which constrains its ability to shape strategy or provide meaningful assurance on complex and dynamic areas. We support the University's ongoing work to address this topic since October 2024. We note that the intention is to rename the committee to Culture and Inclusion Committee, and draft terms of reference and delegation schedules have since been created. Given the increasing importance of organisational culture, wellbeing, inclusion, and workforce sustainability within the higher education sector, a strengthened committee with broader scope and regular engagement would provide critical support to the Board and Executive. We endorse the steps you have already taken to move this forward and we **recommend** the following enhancements – this is a **priority recommendation** (PR3):

- Expand the committee's remit to formally include cultural and people matters, reflecting the intersectional and systemic nature of EDI work within organisations,
- rename the committee to reflect this broader scope – for example, Culture and Inclusion Committee based on your own context, or People & Culture Committee based on wider sector examples,
- grant it formal status as a full committee of the Board, with delegated responsibility to provide oversight and assurance, and
- reconsider meeting frequency in line with increased responsibilities – for example, meeting frequency could be increased to three or four times a year, in line with sector norms for people-focused committees.

We retain this as a priority recommendation due to its strategic importance, we acknowledge that the University has already taken proactive steps in this area and is in the process of implementing the recommendation.

Culture, Relationships & Operations

Board effectiveness and culture

92. The University of Bristol benefits from a positive and constructive culture of governance, shaped by open and respectful relationships between Board members, the Executive and the Secretariat.
93. Interviews consistently highlighted a strong sense of mutual trust, with Board members feeling confident in providing challenge and support in equal measure. The relationship between the Chair, Vice-Chancellor and President was particularly praised, with the Chair described as strategic, proactive, and highly engaged – qualities which underpin a culture of accountability and responsiveness across the Board.
94. Board discussions are inclusive and strategic, aided by clearly structured agendas and a culture that values diverse perspectives. Trustees noted that the environment supports robust debate while maintaining a collegiate and respectful tone. There is a clear sense of shared purpose and alignment with institutional priorities. The Secretariat team is widely recognised for its high-quality support, ensuring that governance operates smoothly and that Board members are well-prepared and informed.
95. While the culture within formal meetings is strong, several trustees expressed a desire for more informal opportunities to connect. There was particular interest in building stronger relationships between independent members, some of whom noted there was only limited time to get to know one another due to the demands of formal meetings. Introducing more occasional informal gatherings or social opportunities would support greater Board cohesion and collaboration.

Audits and self-assessments

96. The University demonstrates a clear commitment to continuous improvement through its structured approach to governance evaluation and assurance. We **commend** a comprehensive self-assessment of the ARC that was recently undertaken against the CUC HE Audit Code, demonstrating a thoughtful and rigorous approach to committee effectiveness. This is a strong example of best practice in the sector **(C8)**.
97. The use of executive summaries for internal audit reports alongside the provision of full reports via a secure 'reading room' is another **commendable** strength highlighted earlier. This approach enables trustees to engage meaningfully with the most critical audit insights, while maintaining access to full documentation when **needed (C9)**. Trustees praised this format for balancing brevity with depth, and for enabling more strategic engagement with audit matters.
98. Board and committee terms of reference are reviewed regularly and updated as needed, helping to ensure that governance arrangements remain fit for purpose. Similarly, the University's agendas and meeting papers are clearly structured and well-labelled, allowing members to distinguish between items that are for assurance, approval, strategic discussion or to note. This supports good decision making and ensures that Board time is focused on the most important issues.
99. The Board's development is actively supported by a strong relationship between the Chair, Secretariat, Vice-Chancellor and President, who are committed to continuous learning and strategic growth. Board members have access to a range of briefings, and the culture of governance is clearly one that values transparency, learning, and improvement. The Secretariat plays a central role in this, with multiple trustees highlighting the outstanding quality of governance support received.
100. Overall, Bristol demonstrates a well-functioning and reflective governance culture. The strengths outlined above provide a solid foundation for continued improvement, and we **commend** the institution for its strategic, inclusive, and well-supported approach to governance **(C10)**.

Skills and experience profile of trustees

101. The Board benefits from a well-considered mix of skills and expertise, reflecting a strategic approach to appointments. Trustees bring diverse professional backgrounds including finance, legal, infrastructure, digital, research, education, health, and commercial sectors. This breadth of experience supports effective challenge and oversight across the full range of the University's activities.
102. The NC plays a key role in maintaining a balanced skills profile. Discussions with members confirmed that appointments are made with close reference to strategic needs and with a strong commitment to diversity and inclusion. The Board's participation in the Board Apprenticeship Scheme has been particularly valuable in developing future talent and enhancing the diversity of perspectives around the table.
103. Recent appointments have strengthened areas such as legal and compliance. There is recognition that continued attention is needed around digital and cyber expertise at Board level, and the Committee is mindful of this in ongoing succession planning. The skills and experience matrix is reviewed regularly and informs both trustee recruitment and committee membership decisions.
104. Trustees also receive regular updates on upcoming term completions, enabling timely and proactive succession planning. This approach helps maintain governance continuity and reduces the risk of losing critical skills during periods of Board transition.
105. Overall, the Board is well-positioned to provide effective strategic leadership, and the structured approach to assessing and planning for future skills needs reflects good practice. Periodic review of the skills matrix should continue to ensure that governance remains responsive to both the University's priorities and wider sector developments.

Induction and ongoing development

106. Bristol has a well-developed and comprehensive induction and training framework for members of the Board of Trustees. The structured approach ensures that new trustees are well supported from the outset, with clearly defined expectations, access to essential documentation, and tailored development opportunities. The framework is aligned with sector good practice and demonstrates the University's strong commitment to equipping trustees with the knowledge and skills required to fulfil their duties effectively.
107. All new trustees receive a detailed letter of appointment and access to a suite of foundational documents, including an overview of governance at the University, relevant statutory policies, and links to strategic and operational materials. A meeting with the University Secretary is recommended early on, providing an opportunity to shape an individualised induction programme based on the trustee's background and learning needs.
108. The induction offer is structured across key timeframes: upon appointment, within the first 3–6 months, and ongoing, helping to avoid information overload while ensuring relevant materials and development opportunities are made available at the right time. Strong emphasis is placed on familiarisation with the regulatory and strategic environment of higher education, including signposting to the OfS regulatory framework and the CUC Code of Governance.
109. Additional elements of the training programme include:
 - Regular updates through a monthly trustee e-bulletin, University communications and periodic Board briefings
 - Opportunities to observe Senate and committee meetings if board members are interested in attending
 - Encouragement to attend relevant external development events, including Advance HE's Trustee Development Programme and sessions tailored for student and staff trustees

- Invitations to participate in departmental visits and strategic Board away days, which incorporate reflective and developmental discussions
 - Informal Board dinners, which provide space for discussion and learning in a more relaxed setting
110. A particularly strong feature of Bristol's approach is the use of a Board Development Tracker – a spreadsheet that records all training undertaken by individual trustees and when it was completed. This provides a clear and transparent record of engagement with development and is an example of best practice in governance oversight. We **commend** this approach and encourage the University to ensure that the tracker remains up to date and is used to identify any training gaps (C11).
111. The annual Board effectiveness questionnaire also provides a mechanism for trustees to reflect on their own development and identify further training needs. The governance team uses this feedback to support ongoing learning to ensure the training programme remains responsive.
112. While the induction offer is already comprehensive and highly valued by independent members, feedback from interviews suggests there may be opportunities to further strengthen induction and development for student and staff trustees. Ensuring that these groups receive further tailored and accessible ongoing development support (as highlighted earlier in the Student and Staff Representation section of the report) will continue to help embed confidence and maximise their contributions at Board level.
113. We **commend** the University's proactive approach to trustee development and its commitment to ensuring high-quality governance through informed and well-supported Board members. (C12) Continued attention to inclusivity in induction and sustained use of the development tracker will further enhance the Board's effectiveness.

Board papers and platforms

114. The University of Bristol benefits from well-prepared, clearly structured, and thoughtfully written Board papers. Interviews consistently praised the quality of papers – particularly executive summaries – as being concise, accessible, and well-aligned to the strategic focus of the Board. Trustees noted that papers are generally received with sufficient time for review, and that the cover sheets are particularly effective in helping members understand the purpose of each item and the type of governance response required (e.g. for discussion, decision, or noting).
115. One strength of Bristol's current approach is the clear labelling of agenda items, which helps maintain a healthy balance between assurance-focused items and more forward-looking, strategic discussions. This supports trustees in directing their time and attention where it is most valuable and helps ensure that Board meetings remain focused, informed and efficient.
116. That said, there is an opportunity to enhance the process through the introduction of a digital board portal. At present, Board and committee papers are shared via secure links; while this approach has served its purpose, it presents limitations in terms of document control, security, and ease of access, particularly when trustees wish to retrieve past materials. The current system also relies on trustees using their own devices, which may not be fully covered by the University's information security protocols.
117. A Board portal would offer a single secure environment for storing and accessing Board materials, including archived papers, induction resources, and governance frameworks. It would also support stronger version control and provide a more user-friendly experience for trustees, especially new members and those with less familiarity with university systems. For the governance team, a portal would help streamline the administrative process and strengthen oversight of compliance with information governance policies.

118. We acknowledge that previous discussions have highlighted cost and integration as barriers to implementation. However, based on our experience across the sector (as well as outside of the sector), most institutions have moved to Board portal platforms and we believe the long-term benefits – improved efficiency, enhanced security, and better information access – make the adoption of a Board portal a worthwhile investment. We therefore **recommend** that the University revisits this option as part of its ongoing commitment to strengthening governance infrastructure and support, and to be in line with good practice in the sector as well as outside of the sector – this is a **priority recommendation (PR4)**.
119. In terms of internal reporting, the Executive Report is comprehensive and informative. However, we feel it could be more concise to support efficient use of Board time. We **recommend** that the University considers moving to a more presentation-style format for the Executive update, with further operational and contextual detail provided in an appendix. This would help ensure the Board's attention remains focused on strategic matters while maintaining access to important supporting information. **(R5)**

Publication and transparency

120. The University of Bristol demonstrates a strong and commendable commitment to openness and accountability through the quality and accessibility of its published governance information. The University's governance webpages are particularly effective, providing a clear, well-maintained platform that outlines the Board of Trustees' membership, committee structures, terms of reference, governance policies, and the calendar of Board and committee meetings.
121. A notable strength is the publication of Board agendas and minutes, which enhances transparency and allows stakeholders to understand the issues under consideration and the outcomes of Board deliberations. This practice exceeds the minimum regulatory expectations and reflects a mature culture of openness, aligned with sector-leading governance standards.
122. The governance pages are well-organised, informative, and accessible, enabling internal and external stakeholders to engage more easily with the University's governance framework. This level of clarity and visibility supports accountability and helps with stakeholder trust in the University's decision-making processes.

Stakeholder Engagement

123. The University of Bristol demonstrates a strong and evolving commitment to stakeholder engagement, recognising that transparent, inclusive governance depends on meaningful dialogue with its diverse internal and external communities. The University understands the importance of engaging effectively with students, staff, alumni, civic partners, and local businesses in shaping its direction and decision-making processes.
124. A particular area of strength is the University's effective use of Court. Court provides a valuable civic function and operates as a forum for strategic engagement with alumni, city stakeholders, staff, and students. It reflects the University's heritage and identity, while also offering a contemporary mechanism for stakeholder input and connection. We **commend** the effective use of Court with the University using it as a platform to communicate its strategy, performance, and priorities. The Chancellor's chairing of Court, combined with the transparent Q&A sessions, encourages accountability and openness (C13).
125. The University is also proactively considering how to improve its broader approach to stakeholder engagement. During interviews, we heard that a stakeholder mapping exercise is on the horizon and may be undertaken as part of a developmental session in September. This is a positive step, and we encourage the University to take forward this work to ensure that all relevant stakeholder groups are identified and engaged in a manner aligned with strategic priorities.
126. Beyond formal governance structures, we heard encouraging examples of positive engagement between the Board and internal communities. Staff and student trustees contribute valuable lived experience to Board discussions and the presence of elected Students' Union officers further enriches the dialogue. There is a clear recognition of the need to support stakeholder representatives effectively. In this context, the tailored induction and development resources provided to student members are a notable strength although, as noted earlier in the report, there are opportunities to enhance this support further.
127. The University also maintains strong external links through its alumni networks, local partnerships, and business engagement. This broader civic role is reflected in the composition of Court and in the University's outward-facing strategy. As a result, the Board is well-positioned to reflect on both internal and external perspectives when making strategic decisions.
128. An emerging example of sector-leading practice is the structured alignment of Board members with key institutional priorities through strategic engagement frameworks. In several institutions, this takes the form of pairing Board members with Executive or faculty leads based on areas of expertise, interest, or developmental goals. These arrangements deepen governors' understanding of core university priorities, enhance their strategic insight, and foster more meaningful engagement across the governance ecosystem.
129. A strong model of this approach is the Governors' Engagement Framework at the University of Greenwich, where Independent Governors are linked with senior academic or professional services leaders in key strategic areas.
130. Crucially, the framework is designed to maintain appropriate governance distance – it is not a dual assurance model, and governors are not positioned as representatives or champions of individual areas. It avoids siloed thinking and instead enables well-informed, joined-up strategic oversight. The framework is reviewed annually to ensure it continues to meet the evolving needs of the institution and its governance structures.
131. We understand that informal forms of engagement may already take place at Bristol. As such, this is not a formal recommendation, but we highlight this best practice to consider if there is appetite to bring greater structure and visibility to these relationships. A tailored Governors' Engagement Framework could further enhance strategic insight, strengthen Board-Executive collaboration, and support the development of newer trustees in a low-burden, high-impact way.
132. The framework operates on the following principles:

- Strategic alignment: governors are paired with areas such as research, EDI, student experience, or digital transformation in a way that complements their experience and aspirations.
- Regular engagement: at least once per term, governors meet with their assigned area leads, enabling ongoing dialogue and insight-sharing.
- Developmental value: governors report a deeper understanding of the University's work, while staff gain a clearer picture of governance functions and external perspective.

133. This model delivers tangible benefits as it:

- Enriches governors' strategic insight, making Board-level contributions more informed and contextually grounded,
- supports continuous learning and active engagement, particularly for new or early-career governors,
- provides informal advisory input to strategic areas, drawing on governors' external expertise without blurring governance-operational boundaries, and
- raises internal visibility of governance, building trust and mutual understanding between senior staff and the Board.

Equality, Diversity & Inclusion

Board EDI awareness

134. The University of Bristol demonstrates a strong commitment to Equality, Diversity and Inclusion (EDI) at Board level. Trustees are aware of the importance of EDI in shaping an inclusive institutional culture and understand that effective governance in this area is critical to meeting both regulatory expectations and societal responsibilities. The Board recognises that EDI is not simply a compliance issue but a core strategic concern that affects staff, students, and the wider Bristol community.
135. There is a dedicated Equality, Equity, Diversity and Inclusion (EEDI) Oversight Committee, which plays a role in scrutinising the University's performance and progress on inclusion. However, this committee is not currently a formal subcommittee of the Board and does not have delegated authority. We have presented an earlier recommendation on this point.
136. We heard positive feedback about recent improvements in EEDI discussions, particularly following the Vice-Chancellor and President's direct involvement, which has helped create a more open environment for honest conversations. However, there is a desire to ensure that these discussions do not remain surface-level. Board and committee members expressed a need for deeper engagement with the lived experiences of minoritised groups, and with the structural barriers that impact staff and students from under-represented backgrounds.
137. The intersection between EDI, freedom of speech, and academic freedom is becoming an increasingly significant area of focus for governing bodies across the higher education sector. At the University of Bristol, this connection has already been recognised and is being addressed through both governance processes and committee structures.
138. We note that the University has mechanisms in place to engage the Board of Trustees on matters relating to freedom of speech, in a similar manner to its engagement on EDI. This includes the formal review and approval of Freedom of Speech codes of practice and policy documents by the ARC and Board of Trustees, as well as the planned production of an annual Freedom of Speech report from 2025. These mechanisms demonstrate the University's proactive steps to ensure regulatory alignment while also encouraging informed governance discussions on this complex topic.
139. Alongside this, the creation of the new Culture and Inclusion Committee is a welcome development. The committee is expected to play a key role in providing more detailed oversight of inclusive practices across the institution, and there is potential for it to explore how the values of inclusion and respectful dialogue can coexist with the legal and academic obligations around freedom of expression. Acknowledging the early thinking in this space and the intention to build a more integrated approach will be critical in supporting both institutional compliance and a genuinely inclusive culture.
140. In future, there may be value in further developing governance briefings or scenario-based discussions to explore the practical tensions and synergies between freedom of speech and EDI, especially as this area becomes more prominent in sector-wide discourse. Encouraging deeper trustee understanding will support a more confident and coherent response to national debates and student or staff concerns.
141. We **recommend** continuing to build on this progress by integrating more regular and structured EDI conversations into Board agendas and away days. Sessions could focus on topics such as anti-racism, inclusive leadership, and the impact of intersecting inequalities on learning and

working environments. These should be supported by relevant briefings and, where appropriate, external speakers. **(R6)**

142. Earlier we commended the use of the Board Development Tracker spreadsheet to monitor training activity for all Board members. To further strengthen this work, we **recommend** that essential EDI training modules for all trustees should be in place, in line with Charity Governance Code guidance further reinforcing the University's inclusive governance culture. **(R7)**

Board diversity

143. Bristol has taken proactive steps to increase Board diversity, including participating in the Board Apprenticeship Scheme. This has supported the pipeline development of future trustees and broadened access to governance roles for individuals from under-represented backgrounds. The calibre of apprentices has been recognised as particularly high, and the Board is encouraged to continue engaging with and supporting this model.
144. Recent appointments have strengthened diversity in terms of ethnicity, age and gender, and trustees show a clear commitment to further progress. We encourage the University to continue to place EDI at the heart of its trustee recruitment strategy ensuring appointments reflect the diversity of the University community and wider society. Bristol should continue the good practice of embedding EDI principles in all leadership and committee appointments and continuing to use co-opted members and apprentices to build governance capacity and ensure broad representation of lived experience. To support this further we **suggest (S2)**: exploring targeted partnerships with inclusive recruitment organisations and networks, including those that specialise in working with young trustees, disabled leaders, LGBTQ+ professionals, and racially minoritised groups. Some examples include:

- [Young Trustees Movement](#)
- [Beyond Suffrage](#)
- [Diversifying.io](#)
- [Black Young Professionals \(BYP\) Network](#)
- [Otherbox](#)

Conclusion

145. This governance review finds that the University of Bristol benefits from a strong governance structure, supported by a proactive and engaged Chair, Board of Trustees, Executive Team and Secretariat. The Board operates with integrity, strategic focus, and a clear commitment to continuous improvement. Its relationship with the Executive is open, constructive, and built on mutual respect, which contributes positively to institutional leadership and oversight.
146. We commend the University's proactive approach to good governance – demonstrated through strong Board engagement with key strategic issues, the effective use of committees and co-opted expertise, and the outstanding support provided by the Secretariat. The development of a clearly labelled governance website and transparent publication of Board materials reflect a commitment to openness and public accountability. Participation in the Board Apprenticeship Scheme and the use of a development training tracker are further examples of governance good practice.
147. Throughout this review, we have identified areas of strength and provided practical recommendations to support the University's ambition to further enhance its governance arrangements. These include streamlining risk reporting, evolving academic assurance practices, reconsidering the introduction of a SIG, strengthening stakeholder engagement, enhancing diversity and inclusion at Board level, and evolving the EEDI Oversight committee.
148. The University of Bristol is well-positioned to meet the demands of an increasingly complex and scrutinised higher education environment. By building on its existing governance strengths and responding to the opportunities set out in this report, the University can ensure that its governance remains strategic, inclusive, and future-focused, well-aligned with the institution's bold aspirations and civic mission.
149. We would like to thank all members of the Board, Executive team, governance staff, and stakeholders who contributed their time and reflections to this review. Their input has been invaluable in shaping our findings and recommendations.

Commendations

C1	Bristol demonstrates excellence across multiple aspects of governance, notably through the engagement and commitment of Board members and senior leadership. In particular, we commend the University's approach to best practice and ongoing improvement.
C2	<p>One particular area of good practice is the Strategy Performance Report, a regular update presented by the Executive that outlines both actual and forecast performance against the University's strategic objectives. These reports are submitted to the UEB and the Board of Trustees twice a year, typically in May and November, and provide a transparent view of institutional progress. We commend this reporting mechanism for its clarity and accessibility. Each report includes:</p> <ul style="list-style-type: none"> • Overall RAG ratings for each strategic goal, with commentary on changes since the previous report, • a concise summary of key successes, challenges, and progress against targets, and • appendices covering changes to SPIs, a summary of narrative insights by goal, and SPI reporting frequency.
C3	In terms of risk communication through papers, we commend the inclusion of a risk section in the cover sheets for Board and committee papers.
C4	<p>Bristol demonstrates commendable practice to strengthen academic assurance literacy and confidence among Board members through the following:</p> <ul style="list-style-type: none"> • Providing briefings on key academic quality issues during the annual Board cycle (e.g. grade standards, academic appeals, external examiner reports, etc.), • including induction materials on academic governance and quality assurance processes as part of onboarding for new trustees, • offering opportunities to attend relevant internal academic meetings, such as those covering course approvals and validation, to support understanding of academic quality processes in practice, • promoting external training and development, including sector-led webinars, conferences and OfS briefings, to help Board members stay up to date with regulatory expectations and emerging good practice, • the Board receiving updates on Senate matters via Executive Reports and informal channels, and • Board members being invited to attend Senate as observers as part of their induction.
C5	The current Chair is widely recognised as a strong, practical leader whose significant time commitment has been instrumental in enabling Bristol to operate at the forefront of governance practice. Across the sector we tend to see such intense Chair involvement either in institutions facing major challenges or in those demonstrating sector-leading approaches - and in Bristol's case, it is clearly the latter. The Chair's active role, deep familiarity with institutional matters, and strong partnership with the executive have all contributed to a governance culture that is both forward-thinking and highly engaged

C6	The Board's use of co-opted members across several committees is commendable. This brings fresh perspective and subject-specific expertise to complement internal knowledge and trustee oversight.
C7	<p>We commend the following good practices we observed at meetings during this review process:</p> <ul style="list-style-type: none"> • High-quality executive summaries for internal audit reports, with full reports available in a separate 'reading room' • Excellent quality of financial reporting • Strategic approach to Board development, led by a proactive Chair • Outstanding Secretariat support provided • Strong engagement and discussion with key strategic topics • Clearly labelled agendas that help balance assurance and strategic discussion • Open, inclusive, and constructive Board-Executive culture • Regular review and updates of Committee Terms of Reference • Standing agenda items for reports from committee chairs at Board
C8	We commend a comprehensive self-assessment of the ARC that was recently undertaken against the CUC HE Audit Code, demonstrating a thoughtful and rigorous approach to committee effectiveness. This is a strong example of best practice in the sector.
C9	The use of executive summaries for internal audit reports alongside the provision of full reports via a secure 'reading room' enables trustees to engage meaningfully with the most critical audit insights, while maintaining access to full documentation when needed. This is commendable.
C10	Overall, Bristol demonstrates a well-functioning and reflective governance culture. The strengths outlined on p.19 provide a solid foundation for continued improvement, and we commend the institution for its strategic, inclusive, and well-supported approach to governance.
C11	A particularly strong feature of Bristol's approach is the use of a Board Development Tracker – a spreadsheet that records all training undertaken by individual trustees and when it was completed. This provides a clear and transparent record of engagement with development and is an example of best practice in governance oversight. We commend this approach and encourage the University to ensure that the tracker remains up to date and is used to identify any training gaps.
C12	We commend the University's proactive approach to trustee development and its commitment to ensuring high-quality governance through informed and well-supported Board members.
C13	We commend the effective use of Court with the University using it as a platform to communicate its strategy, performance, and priorities. The Chancellor's chairing of Court, combined with the transparent Q&A sessions, encourages accountability and openness.

Recommendations & Suggestions

Priority Recommendations

PR1	Review the structure of ARC non-executive-only sessions to reduce their frequency and allow for more informal engagement with senior executives both inside and outside of the formal committee cycle.
PR2	<p>To continue to strengthen the leading-edge effectiveness of the board size and membership:</p> <ul style="list-style-type: none"> • Encourage more distributed leadership across the Board, allowing other trustees to take on more responsibility and visible roles in shaping direction and providing oversight. This helps both support the Chair and help towards succession planning. • Encourage distributed leadership by offering opportunities for a broader group of trustees to take on strategic responsibilities, lead initiatives, or chair committees.
PR3	<p>With regards to the EEDI Oversight Committee:</p> <ul style="list-style-type: none"> • Expand the committee's remit to formally include cultural and people matters, reflecting the intersectional and systemic nature of EDI work within organisations, • rename the committee to reflect this broader scope – for example, Culture and Inclusion Committee based on your own context, or People & Culture Committee based on wider sector examples, • grant it formal status as a full committee of the Board, with delegated responsibility to provide oversight and assurance, and • reconsider meeting frequency in line with increased responsibilities – for example, meeting frequency could be increased to three or four times a year, in line with sector norms for people-focused committees. <p>We retain this as a priority recommendation due to its strategic importance, we acknowledge that the University has already taken proactive steps in this area and is in the process of implementing the recommendation.</p>
PR4	Most institutions have moved to Board portal platforms and we believe the long-term benefits – improved efficiency, enhanced security, and better information access – make the adoption of a Board portal a worthwhile investment. We therefore recommend that the University revisits this option as part of its ongoing commitment to strengthening governance infrastructure and support, and to be in line with good practice in the sector as well as outside of the sector.

Recommendations

R1	<p>To help Board members confidently discharge their responsibilities for academic assurance and better align with OfS expectations, we recommend the following:</p> <ul style="list-style-type: none"> • Establish a formal report from Senate to the Board: introduce a standing item or written report from Senate to the Board, summarising academic governance activity and key developments. This would provide consistent assurance, improve visibility of Senate's work, and align with sector good practice. Elsewhere, when a Board member has observed the Senate meeting, they are often the one to give an update at Board. • Deepen Board-Senate interaction through targeted engagement: <ul style="list-style-type: none"> ○ Explore the creation of small joint working groups (when needed) on strategic academic topics such as student experience, research priorities, or academic standards. ○ Dedicate a portion of future Board away days to academic assurance, with participation from Senate members and senior academic leaders for open discussion. • Clarify the academic assurance value of existing Board activity: <ul style="list-style-type: none"> ○ Clearly label Board papers that contribute to academic assurance, so that members can easily track where oversight is taking place. ○ Provide an annual academic assurance mapping document at the end of the year to summarise all papers and discussions during the year that relate to academic standards, student experience, and quality assurance.
R2	<p>To further support student and staff representation we recommend the following:</p> <ul style="list-style-type: none"> • Reassess whether the current student trustee model is still appropriate for Bristol and continues to meet needs. Determine whether reinstating SU officer representation would strengthen the link between the Board and the student body. One possible model is to appoint one SU officer and one current student trustee, ensuring continued diversity of voice. Undergraduate and postgraduate representation can still be used with this model. • Increase visibility and promotion of trustee roles to ensure diverse applicants, including those who may be unfamiliar with governance structures.
R3	<p>We recommend that the University formally reviews its position on appointing a SIG. This should involve a structured consideration of sector practice, alignment with the CUC Code, and the University's specific governance context.</p>
R4	<p>We recommend Bristol reviews the current approach to SIG responsibilities. If the decision is made to continue without a separate SIG, ensure the rationale is clearly documented to demonstrate compliance with the CUC Code.</p>
R5	<p>We recommend that the University considers moving to a more presentation-style format for the Executive update, with further operational and contextual detail provided in an appendix. This would help ensure the Board's attention remains focused on strategic matters while maintaining access to important supporting information.</p>

R6	We recommend integrating more regular and structured EDI conversations into Board agendas and away days. Sessions could focus on topics such as anti-racism, inclusive leadership, and the impact of intersecting inequalities on learning and working environments. These should be supported by relevant briefings and, where appropriate, external speakers.
R7	Essential EDI training modules for all trustees should be in place in line with Charity Governance Code guidance, further reinforcing the University's inclusive governance culture.

Suggestions

S1	We suggest Bristol considers exploring the development of digital dashboards that provide real-time access to key SPIs, risk metrics, and financial data.
S2	<p>We suggest exploring targeted partnerships with inclusive recruitment organisations and networks, including those that specialise in working with young trustees, disabled leaders, LGBTQ+ professionals, and racially minoritised groups. Some examples include:</p> <ul style="list-style-type: none"> ○ Young Trustees Movement ○ Beyond Suffrage ○ Diversifying.io ○ Black Young Professionals (BYP) Network ○ Otherbox

Appendix 1: Governance Maturity Framework

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Instrument and Articles of Government¹⁸	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, transparent and accessible internally to staff and students and externally to stakeholders (via the website). The constitution has been modernised and, in the case of chartered universities, Privy Council permission is required only for major changes.	Bristol: Good Halpin: Leading Edge
	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. Academic and Executive delegations are not clearly set out.	Delegated powers are clearly set out for the Board, its committees and the Vice-Chancellor. Academic delegations from the Academic Council and executive delegations from the Vice-Chancellor are clearly set out.	Bristol: Leading Edge Halpin: Leading Edge

¹⁶ Characteristics found in some governance failures.

¹⁷ Current best practice found.

¹⁸ Universities which are Higher Education Corporations or Companies Limited by Guarantee can make changes to their constitutions without Privy Council permission. Chartered universities must obtain Privy Council permission.

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Board membership	EDI awareness does not exist. Inadequate member selection processes.	Some EDI awareness. Otherwise, satisfactory recruitment processes which could be more effective.	Good EDI processes. Good-quality recruitment processes to bring a balance of skills, experience and diversity.	Good EDI processes. Capable, diverse and inclusive members appointed, reflective of the community's diversity. There are good member succession-planning processes.	Bristol: Leading Edge Halpin: Leading Edge
	No Board induction, training or appraisal.	Some induction, training and appraisal processes. The Chair is not appraised.	Induction, training and appraisal processes exist for all members, including the Chair. Student members are well supported to enable them to make a constructive contribution.	Good induction and training processes. Strong appraisal processes exist, which are used as a learning opportunity for the Board.	Bristol: Good Halpin: Good
	Members are unclear about their role and responsibilities. They sometimes put their specific interests or personal views before those of the University.	Members understand their role and responsibilities as charity trustees and governors, but sometimes act as if they are managers.	Members understand their role and responsibilities and act accordingly, in line with the principles of public life, the University's ethical framework and in the interests of the University. They act independently and impartially.	Members understand their role and responsibilities. They use their independence, impartiality and knowledge of the University's culture and business to make informed decisions in the interests of students, staff and other stakeholders.	Bristol: Leading Edge Halpin: Leading Edge
	Members do not enjoy their role, which involves firefighting and much frustration. Their personal reputation may be 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.	Bristol: Leading Edge Halpin: Leading Edge

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Key relationships	Dysfunctional relations between VC, Chair and Secretary.	Satisfactory relations between VC, Chair and Secretary.	Good relations between VC, Chair and Secretary.	VC, Chair and Secretary work as an open, trusting team. Senior independent trustee appointed or alternative safeguards or arrangements in place.	Bristol: Leading Edge Halpin: Good to Leading Edge Comment: See recommendation on SIG
	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. The principle of collective decision making is accepted.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.	Bristol: Leading Edge Halpin: Leading Edge
	Some members question the general capability of the Executive and often involve themselves in executive matters.	Members support some of the Executive's efforts but are not convinced it has the right officers for a good Executive Team. Some members still involve themselves in executive matters too easily.	Members see the Executive as capable, and respect them, but see areas for improvement. Members respect the dividing line between governance and executive matters.	Members and the Executive are engaged in a respectful, open, trusting relationship. Executive capacity, capability and succession planning are regularly reviewed.	Bristol: Leading Edge Halpin: Leading Edge
Board focus	There are immediate and major regulatory, quality and/or financial risks. The University's 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. The Board has the ability to respond quickly and effectively.	The regulatory, quality and/or financial risks are regularly monitored and are under control. Risk and strategic decision making is aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.	Bristol: Leading Edge Halpin: Leading Edge

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Board meetings	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 in 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 outcome-driven. It operates with confidence strategically and when meeting the regulators' requirements.	Bristol: Leading Edge Halpin: Leading Edge
	Poor conduct at Board meetings. Some members dominate discussions. Poor chairing skills.	Improved discussions and conduct at meetings. Chairing has improved. Some decisions are taken outside of meetings by senior members. Staff and student members can feel that they are 'second-class' members.	All members feel involved in decisions and able to say what they want at meetings. Good chairing. Constructive challenge is evidenced in the minutes.	Good-quality, well-chaired discussions fully involve all members. Challenge and the value added by the Board is clear in the minutes.	Bristol: Leading Edge Halpin: Leading Edge
	Poor secretarial support for members and meetings. Agendas are over-influenced by the Executive.	Secretarial support for members and meetings needs improving. The Chair is involved in setting agendas, but the Executive still overly influences the process and agendas can be overly ambitious.	Good secretarial support for members and meetings, but the Board Secretary could be more senior and their independence better protected. Agendas are a result of good discussions between the Chair, Secretary and the Executive.	Strong Board Secretary with senior status, relevant experience, resources and appropriate independence in place. A Board electronic documentation system is in place.	Bristol: Good Halpin: Good to Leading Edge
	Lengthy, inadequate and/or late Board papers. Decisions are taken with inadequate information and scrutiny by members.	Lengthy Board papers cover the issues adequately, but the Executive tends to pass its responsibilities to the Board by telling it everything. Fully formed proposals often come to the Board without prior discussion.	Some Executives demonstrate that they accept their ownership of outcomes in short, risk-focused Board papers which give good assurance. Potential proposals are discussed with the Board prior to being developed into business cases.	Short, risk-focused Board papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance is given to the Board by the Executive.	Bristol: Good Halpin: Good

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Senate	The separate but inter-related roles of the Board, Academic Board and the Executive are not clear and not widely understood. There is a lack of trust, respect and transparency between the three bodies.	The separate roles of the Board, Academic Board and the Executive are clear and understood. Trust, respect and transparency between the three needs to be improved. The flow of business between the three also needs to be improved.	The Board, Academic Board and the Executive understand and carry out their individual roles well, with mutual trust, respect and transparency. However, there is still a need to improve the integration of their individual efforts.	The Board, Academic Board and the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Board has the confidence to know what assurance it requires from Academic Board and where it can add value. Effective and appropriate consultation takes place between Academic Board and the Board.	Bristol: Good Halpin: Good
Other committees	The standing committees recommended by the CUC Code of Governance are in place, but they do not function satisfactorily. There is a disconnection between the Board and its committees.	Committees function satisfactorily – basic improvements to membership and processes having been implemented.	Committees are functioning well. They seek continual improvements. The Board gets reasonable assurance from its committees, but the quality of this communication could be improved to better meet the needs of the Board.	Committees operate to a high standard and are good at collaborating with each other. Where possible, they operate in place of the Board so as to reduce the volume of regulation approved directly by the Board. The Board gets good risk-focused assurance from its committees.	Bristol: Good to Leading Edge Halpin: Leading Edge

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Stakeholder engagement, culture and equality, diversity & inclusion (EDI)	Members do not connect with the University staff, students or units outside of meetings. The Board is felt to be remote from the staff and students and is not adequately focused on students or staff interests.	Members have minimal connection with University staff, students or units. The Executive conducts staff and student surveys and reports on these to the Board.	Members regularly connect informally with University staff, students and units. Staff and student surveys and relevant action plans are discussed at the Board. There is clear evidence that staff and student views are reflected in decision-making processes.	Members regularly connect informally with University staff, students and units. There are also formal Board mechanisms to maintain proactive communications between the Board and these stakeholders, including representative bodies such as the Students' Union, and these also inform the Board's decisions.	Bristol: Leading Edge Halpin: Leading Edge
	Stakeholders are not mapped. Stakeholder strategy does not exist and stakeholder information is not published.	Minimal awareness of stakeholders beyond the above Executive surveys. Required regulatory information is published for stakeholders, e.g. value for money, gender pay.	Stakeholders are mapped. A strategy has been developed and is starting to be implemented. There is some good stakeholder reporting. The relevant sections of the website are regularly reviewed.	The University is accessible, transparent and relevant to its local communities. The Board takes responsibility and sets goals for the social, environmental and economic impact of the University. Good stakeholder information.	Bristol: Improving / Good / Leading Edge Halpin: Good
	Incoherent corporate culture. A values statement exists, but is not used by the Board or the Executive.	The Board discusses and agrees the values of the University, but does not monitor the culture of the University.	The Board sets and takes responsibility for the corporate values and culture, but could improve its proactivity and monitoring processes.	The Board lives and monitors the corporate culture, checking that behaviours and decisions are consistent with the University's values.	Bristol: Good Halpin: Good
	The Board lacks EDI awareness.	Board members have received EDI training so that they understand the issues and can constructively challenge the Executive.	The Board has approved the EDI strategy, policy, targets and action plans. The Board is connected to the relevant internal EDI networks.	The Board proactively monitors and challenges the University's progress in changing behaviours. EDI KPIs are regularly reviewed and challenged.	Bristol: Leading Edge Halpin: Leading Edge

	Inadequate ¹⁶	Improving	Good	Leading edge ¹⁷	Review findings
Board reviews	The only reviews are those commissioned by the Regulator.	There are occasional Board effectiveness reviews which focus on compliance.	The Board has occasional external reviews of its effectiveness against the HE sector. The Board has regular internal reviews to improve its performance.	The Board regularly has external reviews of its effectiveness against the best in HE and other sectors. The Board has regular internal reviews to improve its performance.	Bristol: Good Halpin: Leading Edge

Appendix 2: Interview & Observation List

Interviews:

Interviewee	Role
Ololade Adesanya	Independent Trustee
Mark Allan	Independent Trustee
Gillian Bowen	Independent Trustee
Steven Boyd	Independent Trustee
Jack Boyer	Independent Trustee
Andy Carr	Independent Trustee
Jessica Cecil	Independent Trustee
Nick Joicey	Independent Trustee
Nick Keveth	Independent Trustee
Lucie Lambert	Independent Trustee
Freddie Quek	Independent Trustee
Stephen Robertson	Independent Trustee
Melanie Welham	Independent Trustee
Leonardo Coppi	Student Trustee
Xenia Levantis	Student Trustee
Ian Craddock	Academic Trustee
Natalie Edwards	Academic Trustee
Lucy Collins	Professional Service Trustee
Jilly Huggins	Professional Service Trustee
Judith Squires	Deputy Vice-Chancellor
Evelyn Welch	Vice-Chancellor
Peter Vermeulen	Chief Financial Officer
Michael Flay	University Secretary & Director of Governance
Lucinda Parr	Chief Operating Officer and Registrar
Lucy Penrose	Deputy Head of Governance (Clerk to Board)

Observations:

Meeting	Meeting Date
Finance and Investment Committee	14 February 2025
Audit and Risk Committee pre-meet	24 February 2025
Audit and Risk Committee	3 March 2025
Nominations Committee	7 March 2025
Board of Trustees meeting	28 March 2025

Appendix 3: 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, Sunderland University, Leeds Trinity, UUK, QAA, University of Westminster and the Royal College of Art, London Institute of Banking and 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.

Osaro Ootobo – Lead Consultant

Osaro worked as a governance Consulting Fellow with Halpin for over a year before joining as a full-time Consultant in September 2021. She has completed reviews with a number of UK HEIs, including the Universities of Sunderland, Manchester, Liverpool, Exeter, Durham, Brighton and Sussex. In 2020, Osaro researched and authored Halpin's research project 'UK Universities' Response to Black Lives Matter' and chaired a follow-up webinar. In 2022, Osaro was the lead researcher and project manager, working with Unite Students on a landmark project examining Black students' experiences of university accommodation. This significant piece of work [continues to live on](#) and deliver impact.

Osaro served as trustee and Deputy Chair at the British Youth Council, working alongside fellow trustees and staff to help young people make social and political change. From lived experiences, she created the 'Make Diversity Count' campaign, which is calling for all UK organisations to have transparent and effective anti-discrimination policies and procedures for long-term change.

While studying at the University of Hull for her undergraduate and Masters degrees, she was elected for three successive years to work in the best interests of students: she was a postgraduate student trustee and a two-term President at Hull University Students' Union (HUSU). She was their first ever Black woman President, and the first Black two-term President at HUSU.

Will Spinks – Senior Advisor

Will is a senior-level leader in higher education, having held the post of Registrar, Secretary and Chief Operating Officer at University of Manchester. After retiring from his full-time post in September 2018, Will is now an Honorary Advisor to the Senior Leadership Team. His expertise stretches to the commercial world too, having held numerous senior posts in the global research and development biopharmaceutical organisation, AstraZeneca.

Will's non-executive portfolio includes acting as a Non-Executive Director of the Universities Superannuation Scheme Limited, one of the UK's largest pension funds, where he also chairs the Remuneration Committee. He also acts as a Trustee Director and Chair of three north-west based charities.

Prior to joining Manchester, Will was the first Chief Operating Officer of Loughborough University. In this role he was responsible for all the service functions and the commercial activities of the University. In addition, he chaired and served on the Board of wholly owned subsidiary companies and the Manufacturing Technology Centre, where he is now an Honorary Fellow.

Before moving into the HE sector, Will pursued a career in ICI, Zeneca and AstraZeneca, working in a number of businesses and functions in both the UK and USA. This culminated in him establishing a Business Services organisation providing HR, Finance, Purchasing, Communications, SHE, Facilities Management and Site Services to all AstraZeneca's UK sites.

From 2001–2007, he also acted as Site Manager at AstraZeneca's largest R&D site globally, Alderley Park.

Beth Adams – Project Manager

Beth is responsible for monitoring all Halpin projects to ensure work is delivered on time, on budget, and is carried out to the highest standard. Beth is committed to upholding Halpin's culture of kindness, honesty and sustainability, and utilises her skill set to ensure Halpin meets its commitment to provide consultancy that delivers impact and positive change for the higher education sector.

Beth brings to Halpin extensive project management and stakeholder management experience from the television industry where, as a Production Coordinator, she demonstrated her skills in administration, logistics management, compliance, health and safety, and budget control.

Prior to the television industry, Beth held roles with the Devon and Somerset Law Society and Together Drug and Alcohol Services.

She currently sits on the Board of Trustees for the Exeter Phoenix Arts Centre and holds a degree in Theatre (BA Hons) from Lancaster University.

Appendix 4: Guidance Note – Senior Independent Governor (SIG)

A Senior Independent Director/Governor/Trustee (SID/SIG) now appears, in some form, in the governance codes for all sectors:

- The UK Corporate Governance Code
- Code for Sports Governance
- National Housing Federation Code of Governance
- NHS Foundation Trust Code of Governance
- CUC Code for University Governance

The codes all operate on an ‘apply/comply or explain’ basis. The SIG is new to the CUC Code and, as a result, many universities are considering either whether they wish to appoint one, or how they are going to ‘explain’ that they have considered this and decided not to do so.

Given that the SIGs have long been part of good governance in other sectors, one might ask whether some of the governance and reputational issues that have arisen in higher education in recent years may have been avoided had we had this role in our university governing bodies. Indeed, [the Halpin review of governance at the University of Bath](#) in May 2018 recommended that the University appointed a Senior Independent Governor, and the [Advance HE governance effectiveness review at De Montfort University](#) in March 2020 stated that the University ‘should consider’ appointing a SIG. The SIG is described very similarly in both the UK Corporate Governance Code and the NHS Foundation Trust Code of Governance:

‘The board of directors should appoint one of the independent Non-Executive Directors to be the senior independent director, in consultation with the board of governors. The senior independent director should be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman.’ – NHS Foundation Trust Code of Governance

‘The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the Chairman and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate.’ – UK Corporate Governance Code

Later in the UK Corporate Governance Code, the role of the SIG is described as leading the non-executive directors to appraise the Chair’s performance annually, and on such other occasions as are deemed appropriate. It also states that the SIG should attend sufficient meetings with a range of major shareholders, to listen to their views in order to help develop a balanced understanding of the issues and concerns. The SIG is thus another way to provide a listening ear to ‘stakeholders’.

The Financial Reporting Council outlines how, ‘when the board is undergoing a period of stress’, the SIG ‘becomes critically important’. They are expected to work with the Chair and the rest of the Board and/or shareholders to resolve issues that are deemed significant.

The following examples are given as to when a SIG may intervene:

- There is a dispute between the Chair and the CEO
- Shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or CEO
- The strategy being followed by the Chair and CEO is not supported by the entire Board
- The relationship between the Chair and CEO is particularly close, and decisions are being made without the approval of the full Board
- Succession planning is being ignored.

SIGs are commonplace in the context of NHS trusts or housing associations, but less so in the charity sector, where the [Good Governance Code](#) mentions the role of senior independent trustee only in relation to larger charities:

'A vice-chair, senior independent trustee, or similar, who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed. This person may be the deputy or vice-chair of the charity.' – **Good Governance Code**

Again, given some of the recent high-profile issues relating to governance in the charity sector, the question arises: if these charities had had a senior independent trustee in place, would trustees, staff and stakeholders have had another route to air their concerns?

A key question we might want to consider is whether and how a SID or SIG might differ from a Vice-Chair or Deputy Chair role. While the charity guidance might suggest that the two can play a similar role in other sectors, they are clearly defined, separate roles with different functions. The benefit of a SID is that they are independent of the 'front bench'. They are not the next Chair-in-waiting and do not cover for the Chair in their absence. As the CUC Code states, the SIG is *'different to the Deputy Chair who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them'*. As such, they are a valuable sounding board at all times, and in times of crisis are invaluable.

So perhaps the question should not be 'Should we have one?', but rather 'Why would we not have one?' Why would we decide **not** to have an additional route to enable voices to be heard or concerns to be raised? Why would we not have in place a role that could help enable us to handle a future governance issue?

Universities are facing huge uncertainty, and executive leaders and governors are having to make difficult decisions, often outside of 'normal' governance cycles. Having another mechanism to mitigate the risks that could arise, and giving governors and stakeholders another means to express any concerns they may have, has to be a step forward.

Appendix 5: Guidance Note – SIG Role Outline

Taken from the University of Hertfordshire website.²

Senior Independent Governor – Role Description

1 Purpose of Role

- 1.1 The role of Senior Independent Governor has been established by the Board to provide support to the *Chair* in his or her leadership role.
- 1.2 The Senior Independent Governor may be an Independent or external Co-opted Member of the Board (other than the *Chair* or the Vice-Chairman of the Board) or an external Governor serving in another category or membership.
- 1.3.1 The Board has assigned the role of Senior Independent Governor, ex officio, to the *Chair* of the Audit and Risk Committee but the Board may re-assign the role of Senior Independent Governor to another Governor who meets the criteria set out in section 1.2.

2 Duties and Responsibilities

(The duties, responsibilities and other matters highlighted in these terms of reference are additional to the duties and responsibilities of the Senior Independent Governor as a member of the Board of Governors and as a committee *chair*.)

- 2.1 To be available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Board, the Vice-Chancellor or the Secretary and Registrar. These concerns might include, but are not necessarily limited to, concerns about Board and/or committee governance arrangements which it has not been possible to resolve through normal channels.
- 2.2 On behalf of the Board, to ensure that the views of Governors are sought annually on the performance of the *Chair* of the Board and to be responsible to the Board for the annual appraisal of the *Chair* of the Board and for feeding back to *them* the findings of the annual survey or opinion.
- 2.3 To become involved on any exceptional occasions when the Board of Governors, Governors (individually or jointly) or the Appointees of the Board (individually or jointly) have concerns about the performance of the *Chair* of the Board.
- 2.4 At the invitation of the *Chair* of the Board or the Board itself, to become involved, in very exceptional circumstances, when the Vice-Chancellor has failed to resolve matters of concern.
- 2.5 To undertake such other duties as may, from time to time, be assigned by the Board to the Senior Independent Governor.

3 Remuneration

In addition to the normal entitlements of a member of the Board, the role is a voluntary one.

² https://www.herts.ac.uk/data/word_doc/0006/234672/2021-01-01-role-description-senior-independent-governor.doc