



Seminar on

**Governing bodies of higher education institutions:
Roles and responsibilities**

24 and 25 August 2006
at the OECD Headquarters in Paris

WORKSHOPS

WORKSHOP I

CONTEXT AND STRUCTURES SESSIONS

Four main themes emerged from the discussions.

1. Diversity in arrangements

The structure, membership and functions of Governing Boards varies widely between countries and, in some cases, within countries. Boards range from those based on a 'democratic' model (members elected by the different constituent groups in the university community) to a 'trustee' model (with all members drawn from outside the university). The design reflects different histories, systems and views about the function of boards.

2. Relationship of form to function

There was a general acceptance that form should follow function and that there were dangers in too prescriptive approaches to the the design of Boards. However:

- Size matters - there was a preference for smaller rather than larger boards but no real evidence or consensus about the point at which Boards started to become inefficient
- Composition matters - it was important that there be external members on Boards for a number of reasons (expertise, an outsider view, etc), however the balance between insiders and outsiders should reflect the institutions mission
- Processes matter - to work well Boards have to have processes which allow board members to spend scarce time on the issues that matter

3. Trustee vs Representative - a false dichotomy

There was discussion of whether thinking about the role of board members using the categories of 'trustee' or 'representative' was useful. Generally this was seen as a false dichotomy. Election by a constituency such as students or academic staff did not preclude acting in the best interests of the institution as a board member. Appointment as an 'external' did not mean that a Board member did not listen to interest groups. A better way of looking at the composition of Boards was to think about the balance of skills, views and backgrounds that were needed on the Board given the mission of the institution.

4. Change - external forces predominate

The instigator of change in governance arrangements was often the government (with varying levels of consultation). Institutions were felt to be rather passive and reactive.

An important subtheme which emerged was the challenge of designing governance arrangements for new institutional forms particularly multi-institution and multi-sector organisations. The examples of institutional amalgamation in Finland and the French pôles de compétitivité were cited.

William Thorn

WORKSHOP II

THE CONDUCT OF GOVERNING BODIES

1. The group compared and contrasted examples of collegial and corporate governance models across the membership of the OECD. It concluded that there was no single model – no magic bullet.
Trinity College, Dublin and the University of Amsterdam are world-class universities but in governance terms they are worlds apart.
2. Structures are less important than how individuals behave within them. The group discussed the critically important relationship between the Chairman or woman and his or her Chief Executive. In institutions where things go wrong, they are almost wholly categorised by either:
 - i. a breakdown in the relationship between the two; or
 - ii. the dominance of one over the other.

We discussed the role of the Secretary of the governing body as a broker in this relationship.

3. We considered the quality, skills and commitments of individual board members. How do universities attract, appoint and retain the very best governors?
Our discussion was not simply confined to lay-governors but to academic governors, who are not necessarily members of the Executive.
4. We considered the importance of communication at all levels - between the executive and the non-executive, amongst the board and from the board.
5. We considered the tension between what the state want from universities and what universities may wish for themselves. Empowered boards will challenge the existing contract (either explicit or implicit) that exists between the university and the state. Universities will seek to rationalise and consolidate, they will diversify their funding base and their reliance on state funding. They will merge and they will maximise their competitiveness by focusing on their strengths at the expense of those areas where they are less strong. They will wish to change the basis on which their students pay fees and they will wish to increase those fees to remain internationally competitive. These developments may be in contradiction to the wishes of the state.
6. Does any of this matter? The vast majority of academic staff and students within the university are ignorant of, and if asked would wish to remain ignorant of, the detail of university governance. Their loyalty is to the discipline of their studies and in the ability of the university to provide an environment in which both can flourish.

Steve Cannon

WORKSHOP III

WORKSHOP OUTCOME – THE EFFECTIVENESS OF GOVERNING BODIES

1. Whether members are nominated or elected, process should be open. To ensure right balance of skills/experience (more difficult with elected members) must be attempted – members must be committed and be able to operate strategically – correct balance of agenda items will help.
2. Student members (myself for one year only) - good experience.
3. Interface between Senate/Academic Council/Academic Board and Governing Council.
4. Trust very important as between Governing Body, Chairperson and Chief Officer, and between Governing Body and Academic Senate.
5. Governing Body has a role in fostering the image of the university and in communication, particularly external.
6. There should be an exchange of good practices on an international basis.
7. The assessment of effectiveness must be qualitative and must be on a 360% basis.

Michael Kelleher