

# Guide for student governors in Wales

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**Aaron Porter**

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## Introduction

Student governors make a special contribution to our universities every year. Although your term of office is usually restricted to one year, as a student governor you bring a highly valuable context and perspective to your university and to the way it is run.

This guide, created by Advance HE with support from the Higher Education Funding Council for Wales (HEFCW), is aimed at student governors to aid you in your role. It will accelerate your induction, offer you some tips and ideas, and brief you on the wider context for your role. This guide will supplement the training and induction you should have been offered, usually by the university clerk/ secretary who will be an important source of support to you in your role throughout your term of office.

The contents have been developed in conjunction with the sector, including input from student governors, students' union staff, university governors, the Welsh Clerks and Secretaries Group and the Chairs of Universities in Wales (ChUW).

As complex organisations, universities are run on a day-to-day basis by their senior management or executive teams (led by the vice-chancellor) but the overall strategy, legal and regulatory compliance resides with the governing body, board or council. For Welsh universities, the governing body will normally be around 15-22 people. With a lay/independent majority, it will include student and staff members and the vice-chancellor, and will sometimes also include other senior members of the university executive (either as members or regularly in attendance).

Universities in Wales are both higher education institutions and charities, which means there are dual requirements towards both HEFCW and the Charity Commission. Governors are also formally the trustees of the organisation.

## Defining some key terms

Every sector has lots of terminology and acronyms and higher education (HE) is no exception. For all new governors, including student governors, there are some important terms and words it is worth getting to know:

- + **Governance** – the structure and system for making decisions, accountability and compliance.
- + **Governing body/Board of governors/Council** – different universities use different terms to refer to their supreme decision-making authority. In this guide we will largely refer to the 'governing body'.
- + **Senate/Academic board** – the supreme academic body of the university with oversight from the governing body, which will agree the learning, teaching and research strategies of the university and undertake scrutiny on academic performance.
- + **Higher Education Funding Council for Wales (HEFCW)** – regulator and funder for higher education in Wales.
- + **Committee of University Chairs (CUC)** – the representative, membership body for university governing body chairs across the UK.
- + **Chairs of Universities in Wales (ChUW)** – the representative, membership body for university governing body chairs across Wales.
- + **Universities Wales (UW)** – the representative, membership body for the nine universities in Wales. Its board is made up of Welsh university vice-chancellors.
- + **Charity Commission** – registers and regulates charities across England and Wales to ensure the public can support charities with confidence.
- + **Senedd** – the Welsh Parliament. It makes the laws, agrees Welsh taxes and holds the Welsh Government to account.
- + **Tertiary education** – this covers all formal post-secondary education including universities, colleges and technical training institutes.

## What is (HE) governance?

Governance can be described as “the action or manner of governing an organisation”.

According to the [Cadbury report](#), “Boards are responsible for the governance of their companies... The responsibilities of the Board include setting the company’s strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship”.

In higher education, boards may be referred to as the Council or Board of Governors.

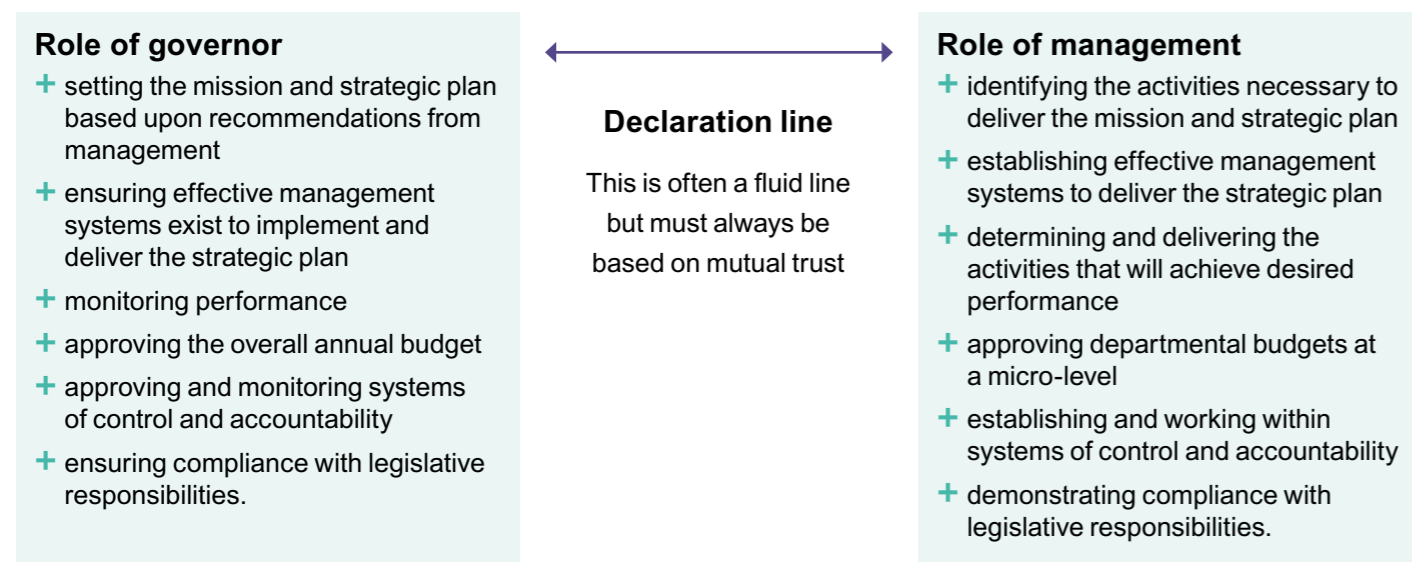
According to the [Institute on Governance](#), “governance determines who has power, who makes decisions, how other players make their voice heard and how account is rendered”.

In a HE context, the governing body sets the framework, tone and standards for governance within the organisation, and the interface with the executive is crucial. It is often helpful to consider three main strands to how a university runs: **corporate governance, academic governance and executive management**.

Corporate governance culminates in the governing body and its key sub committees, academic governance involves many key university committees and will usually culminate in academic board or senate (which in turn feeds into the governing body) and the executive management is undertaken through a combination of operational committees and the day-to-day line management within the university.

Striking the right balance between governance and management is critical. We find that in the most effective examples of governance, governors and management are clear about their respective responsibilities – governors have strategic oversight of activities while management delivers and manages those activities.

This table helps to show the boundary between the role of a governor and the role of a manager or executive.



## What is the governing body and what are your responsibilities?

The governing body is the senior body or authority for the university.

It is ultimately responsible for all key decisions, for ensuring legal and regulatory compliance, for agreeing the strategy and monitoring performance, for appointing the vice-chancellor, for signing off budgets and for matters of significant reputational significance.

As both an educational institution and a charity, the members of the governing body are also trustees for the organisation. To that end, the governing body should always be looking to act in the long-term interests of the university, to preserve its long-term sustainability.

The composition of a governing body is determined by the institution’s constitutional arrangements; there should be a majority of independent or ‘lay’ (external) governors. In addition, membership of the governing body also normally includes ‘internal’ governors. These are typically the head of the institution/vice-chancellor (and in some institutions a small number of other senior post-holders), students (often including the president of the students’ union) and individuals who are members of the institution’s academic and professional staff. Some universities in Wales have one student governor, most have two. The total size of a university governing body in Wales ranges between 15 and 22 people.

After a process of open recruitment, individuals from outside the organisation are normally invited to become ‘lay’ or independent members on the basis of their knowledge and expertise or the access they offer to specific networks or organisations of value to the institution.

While lay governors may be unfamiliar with the university or even higher education, although they will bring expertise from other areas, student governors are usually very familiar with the university. However, your areas for development will often relate to the formal business of the governing body.

Typically, a governing body will meet four to six times a year, and there may also be days set aside to consider key issues facing the institution in more depth.

## The governing body and sub committees

All university governing bodies will have a number of key sub committees, usually between three and eight. The number and arrangement of sub committees will vary from university to university, and will usually be set out in the articles or statutes for each university.

Every university will be expected to have sub committees covering the following:

**Audit** – the role of the audit committee is generally to consider regulation and compliance, and it will typically look at internal controls and risk management. To support this, it will usually receive reports from internal and external audit (these are specialists who will test systems and controls across a range of university activity). It is not common for students to be members of this committee due to the technical nature of much of the discussion, but it may be worth exploring opportunities for students to contribute to specific items where the student perspective is important.

**Remuneration** – oversee and agree the arrangements for senior pay at the university and regulatory declarations, including in the financial statements. Some remuneration committees will also take a wider view on the approach to pay and reward across the university as a whole.

**Nominations** – charged with recruiting new members to the governing body and populating sub committees, taking into account the diversity and skills mix of those currently involved and any gaps. It will often also consider the wider governance effectiveness of the university.

**Finance** – responsible for scrutinising and agreeing financial budgets and forecasts (which will then be signed off by the full governing body), as well as scrutinising financial returns to be submitted to HEFCW.

Universities may also have committees that cover the following: strategy, HR/people, estates/buildings, health and safety, honorary awards (some of these may report directly to the governing body, in other instances these may report to senior management or executive bodies).

Irrespective of how the committee structure is arranged in your university, the governing body as a whole is ultimately responsible for any major decisions. Usually, a university will have a schedule of delegations, meaning that some decisions are delegated to another group or a sub committee. But decisions of significance will be agreed or ratified by the full governing body. The membership of sub committees will also vary from university to university, and where students are involved will also vary. Because of this, some governors will have seen matters before they have reached the full governing body and others will not. It is expected that where matters impact the student experience, the student voice should be taken into account through student representatives and consideration of wider evidence and data. Student governors may want to pay particular attention to the business from committees where you may not be represented, and work with the clerk/secretary to help identify those issues.

## Building a relationship with the university clerk/secretary

All governors are encouraged to build a strong working relationship with the clerk or secretary to the governing body. Although the clerk/secretary may have other executive responsibilities in the university, they have a specific duty to support good governance and act as an impartial adviser to the governing body and individual governors. In that role, they will lead the induction and support for all new governors, and whenever a concern or issue may arise, they are usually a helpful first point of contact to offer advice and guidance.

## Specific governor responsibilities

Governors are responsible for the institution's policies, strategic direction and general wellbeing, including an oversight of financial matters and its compliance with external regulations and requirements. The governing body's responsibilities are normally set out in a Statement of Primary Responsibilities.

Key areas of responsibility include:

- + shaping and agreeing institutional strategy
- + academic governance and quality
- + compliance and regulation
- + undertaking duties as a charity trustee
- + commercial operations
- + internationalisation
- + risk management
- + student experience
- + Prevent
- + appointing the head of institution (vice-chancellor)
- + financial and other forms of institutional sustainability
- + monitoring performance
- + equality and diversity.

It is expected that all members of the governing body should comply with the seven principles set out by the [Nolan Committee on standards in public life](#):

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership.

## Why are student governors important?

Student governors are important for a number of reasons:

You bring a legitimacy to proceedings because of your current or recent experience as a student. Your perspective is usually unique compared to others around the table – you have a skill set and experience because you understand the academic and research environment of the university. You will also often bring diverse characteristics which will typically complement other governors. The additional perspective student governors can bring helps to ensure that the governing body can make better decisions overall because of the breadth of perspectives which are brought to the table.

Although you bring a particular experience to the governing body, and usually you will also be an elected representative (often a sabbatical officer of the students' union), **your role as a governor is not to be a representative, but instead to act in the collective best interests of the university as a whole.**

## Opportunities for student governors

Being a student governor provides opportunities to:

- + help steer the future of the university
- + to articulate 'on the ground' experience
- + find out what goes on at the top level and understand the workings of governance and interaction with management
- + help steer the future of the university
- + to articulate 'on the ground' experience

- + develop personally, improve confidence and obtain a different perspective on issues
- + meet people from a range of different backgrounds.

## Challenges for student governors

Challenges for student governors include:

- + unfamiliarity with people, issues and procedures
- + lack of experience in key areas of governance responsibilities
- + understanding the technical complexity of some papers
- + confidence and credibility issues
- + concerns about day-to-day issues for students which may sometimes get in the way of strategic appreciation
- + having multiple hats – governor, student representative.

## What are your rights and responsibilities?

All governors should be treated the same. Irrespective of how you have ended up on the governing body, **you have the same rights and the same responsibilities.** Decisions taken by the governing body are collective, this may mean that on occasion a governor will personally disagree, but it is expected that the governing body continues to operate on the basis of the collective decisions that are made. Individual governors who disagree with a specific decision can ask for their dissent to be recorded in the minutes.

Membership for sub committees will generally be populated with a cross-section of members of the governing body, drawing on particular skills and experience. Staff and student governors will not be members of all sub committees (usually they will not sit on the audit committee), the arrangements will differ by university, and generally allocations are decided by the nominations committee and approved by the full governing body.

Every governor, including student governors, should expect to be offered induction and training. Universities should organise a specific internal induction for any new governor (usually organised by the university clerk to the governing body or secretary) which will include an explanation of how governance arrangements work at your university, the key players (including meeting the chair of the governing body), hearing about the university strategy and key matters the governing body will likely be considering over the year ahead.

Nationally, governors are encouraged to participate in training and development to hear from external experts on topical issues facing university governors and a chance to meet with governors from other institutions to compare notes and practice. Every September, Advance HE runs a national development session aimed specifically at student governors to support you in your role.

You are entitled to ask questions (both at the meetings and before meetings) to challenge and support the decisions that are made.

If something is unclear, please ask. Ideally questions of clarification should be asked before the meeting and, in the first instance, the clerk will be the first point for clarification or support. However, feel free to approach the finance director if something is unclear in the accounts, or the IT director in a paper about IT etc.

If you feel you are struggling to contribute as you would like to, you should speak to the chair, the vice-chancellor or the university secretary/clerk (whichever you get on with best); each will be keen to support you to make a meaningful contribution.

The responsibilities of the governing body are set out in [HEFCWs Financial Management Code](#) and the terms and conditions of funding. Annex C of the Financial Management Code provides guidance that the governing body must take into account, along with a checklist for compliance with the Financial Management Code. The responsibilities of the governing body are included throughout the Financial Management Code, and pages 17-25 of the Code set out specific responsibilities for appointing and removing external and internal auditors.

## Operating as a charity trustee

In addition to your responsibilities to the institution, you also formally hold the role of a charity trustee. This means you are responsible for complying with charity law, ensuring that it operates in line with the objects for which it was established.

The [Charity Commission](#) has helpful guidance for all charity trustees, including an overview of the six main duties of a charity trustee:

- ensure your charity is carrying out its purpose for public benefit
- comply with your charity's governing document and the law
- act in your charity's best interest
- manage your charity's resources responsibly
- act with reasonable care and skill
- ensure your charity is accountable.

## The Camm Review of Higher Education Governance in Wales

In July 2019, Universities Wales and the Chairs of Universities Wales commissioned Gillian Camm to undertake a review of governance of Welsh universities. With the support of a review group (which included chairs, vice-chancellors, governors and representatives from trades' unions and students' unions in Wales) the review sought to look at four main areas:

- 1 The composition of the governing body.
- 2 The process and quality of decision-making.
- 3 The relationship between the executive and the governing body.
- 4 The remuneration of chairs and governors.

The full [Camm Review](#) set out 21 recommendations for implementation across the sector, to which Welsh universities have been responding through individual action plans. These recommendations relate to a range of areas, including reducing governing body membership to 22 (if it was higher); remuneration committees aligning their work with the values of the university; nominations committees taking a wider view of diversity issues; establishing long-term viability reporting; and the development of a common annual report and comparable data-sets.

All institutions in Wales have signed up to the Camm Review and have committed to implementing the actions arising from the review.

## Some practical tips for student governors

Student governors make a crucial contribution to higher education governance. They are able to bring their contemporary experience of study to board scrutiny, they have an active stake in the success of the institution, and bring insights and perspective which can enrich and complement board discussions.

Most student governors are either students' union officers (often serving a sabbatical term between or immediately after study) or a senior student representative. Usually this will be the first board level appointment for most student representatives, and this means it can be a steep learning curve. With that in mind, it is important to receive a tailored induction.

Given the short tenure for student governors, building credibility over your term of office is important, and this can be done by informally seeking to build relationships with other governors and contributing to the board discussions constructively.

Other considerations specifically for student governors:

### Wearing different hats

Whether a student governor is a students' union officer or a student representative, there will be times when their interests as a representative may not align perfectly with the institution. Ultimately, when a governor is at the board table they need to act in the overall interest of the organisation, and occasionally this can lead to conflicts of interest. This does not preclude student governors disagreeing with the eventual decision taken or having their dissent formally noted (including in the minutes of the meeting). In the majority of instances the interests of student governors do align with the decision taken by the governing body, but it's worth being prepared for times when they are not.

Should any governor feel unable to support the decision of a governing body, approaching the clerk would be helpful to consider how this might be best managed.

### Not being pigeon-holed to student experience matters

All governors have the same rights and responsibilities. Sometimes it can be easy for student governors to be shepherded towards contributing on the items which explicitly deal with the student experience. Student governors will typically have an important contribution on these matters, but contributions on wider matters are, of course, welcome and indeed encouraged.

### Navigating the full governance structure of the provider

Many student governors will have a great advantage compared to other governors because they will also be involved in other committees and the wider academic governance structures of the institution. This will often mean that student governors will see how a proposal is developed from its formative stages, and as it works its way through the various committee structure. For many issues, this will mean that student governors do not need to wait for an issue to reach the governing body before contributing or critiquing a proposal. Sometimes sharing how an item has been considered at other parts of the committee system can be illuminating for other governors.

### Your predecessors said something different...

Given the turnover of student representatives from year to year, it will sometimes be the case that student governors may take a different stance to their predecessors. Just because other members may say this, it does not mean that a student governor should feel duty bound to follow a path taken by those who have gone before them. The central consideration for all student governors should be to take both the interests of the institution and its students into account.

### Embracing the unfamiliar

For many student governors, there will be aspects of corporate governance which will be unfamiliar. This may relate to understanding areas such as pensions or finance. There is no expectation that student members should be experts in these areas, indeed a crucial element of good governance is that different members will bring particular strengths and expertise. Student governors bring

expertise in their understanding of the student experience, which is a vital part of board scrutiny, but they can work with the clerk (or the secretariat and senior officers of the university) to secure a deeper understanding of areas with which they are less familiar.

### Building relationships with other governors

Usually lay/independent members of the governing body will be particularly keen to build a relationship with student members. You have an invaluable and unique insight, which lay members should be interested to hear more about. Lay members will often have rich experience from their professional careers they can bring to the board. The best boards try to develop strong relationships between all its members, and student governors should be encouraged to build relationships with other governors.

### Target for lobbying

Students, and indeed staff members, on governing bodies bring a valuable insight into aspects of institutional performance. The ability for student and staff members to have direct relationships with individual departments and parts of the provider is a strength. There are occasions when student (and staff) governors will be approached and lobbied about individual concerns. As a member of the governing body, there is a responsibility on all members to act in the corporate holistic interest of the organisation. To that end, governors will need to be mindful about ensuring that individual concerns are raised at the appropriate level within the governance structure of the institution. Once again, the clerk will be a helpful person to liaise with should a governor wish to discuss this further.

### Rapid turnover

Because of the rapid turnover for student governors there is a particular pressure to hit the ground running. Student governors can't afford to wait three or four meetings to make a contribution, as that will be the bulk of your term of office. It places a particular pressure on having a thorough and personalised induction (which institutions will provide, as well as national opportunities through Advance HE and others). The ability to have a handover with your predecessor is important and encouraged, to speak specifically about their experience on the governing body (what were the big talking points, members who were sympathetic to the student experience, big challenges for the institution) are all legitimate topics to cover in the handover between outgoing and incoming student governors.

### Consider tabling a report or paper at the board

All board members are entitled to suggest an agenda item for a meeting. As student governors you might wish to ask for an item, report or paper to be considered at a future meeting. Normally you would speak to the clerk or secretary in the first instance about the topic you would wish for the board to consider, and whether you would like to write a paper to accompany it. Some universities will also approach the students' union or student governors to table a paper or report too. If you want help with writing that paper, again the clerk or secretary would generally be your first port of a call.



## Academic governance

All universities will have an academic governance structure which usually culminates in a body called a senate or an academic board. While the senate/academic board will often take decisions about the academic or research areas of the university, where they have reputational, financial or material significance these will be subject to authorisation from the full governing body, which is ultimately responsible. Therefore, the flow of information between the senate/academic board and the governing body should always be an important focus for attention.

The student governor/s, together with the vice-chancellor, will typically be a member of both the senate/academic board as well as the governing body, and this gives you a particularly important perspective having seen many academic matters before they reach the governing body.

## Links to other documents/guides

[Higher Education Policy Handbook – A short introduction for students' union officers \(2019\)](#)

[Advance HE's Guide for the induction of new governors in higher education \(2018\)](#) – not specific to student governors

[CUC Higher Education Code of Governance \(2020\)](#)

[CUC Higher Education Senior Staff Remuneration Code \(2021\)](#)

[Camm Review \(2019\)](#)

[Charity Commission Guidance for Trustees \(2018\)](#)

[HEFCW governance information \(nd\)](#)

[HEFCW Governors Toolkit \(2017\)](#)

[QAA Student Engagement Toolkit \(2011\)](#)

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This guide has been written by Aaron Porter  
(Associate Director, Governance), Advance HE.



## Contact us

### General enquiries

+44 (0) 3300 416201

[enquiries@advance-he.ac.uk](mailto:enquiries@advance-he.ac.uk)

[www.advance-he.ac.uk](http://www.advance-he.ac.uk)

### Media enquiries

+44 (0) 1904 717500

[communications@advance-he.ac.uk](mailto:communications@advance-he.ac.uk)

[www.advance-he.ac.uk/contact-us](http://www.advance-he.ac.uk/contact-us)

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