

UNIVERSITY GOVERNANCE:

Views From the Inside

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Executive Summary

Between February and June 2023, in-depth interviews were conducted with 47 current and former members of university governing bodies¹ in England. The interviewees, many of whom had served at multiple universities, were invited to reflect on how higher education was talked about, how institutional decisions were reached, and how governance was conceptualised and enacted. In a sector beset by uncertainty around funding and purpose, and sometimes under-confident in its public role, the goal was to explore how cultures might usefully evolve if governing bodies are to offer the exemplary stewardship and guidance needed for universities to forge new contracts with their host societies.

A key overarching finding is that governance remains a site in which many individual actors strive to provide the very best strategic oversight they can for their individual institution. The opportunity to contribute to the governance of the higher education sector was repeatedly framed as an honour by interviewees, and examples of impressive local practice were commonplace, especially in smaller and/or subject specific providers. Governing bodies were found to be at their strongest when taking an explicitly co-operative and inclusive approach, and drawing democratically on a diverse range of views and experiences. However, this research also identified serious shortcomings. Not all interviewees felt they were able to optimise their contribution, and some governing bodies were reported to be stratified, cliquish and even intimidating. Interviewees consistently drew attention to similar deficits in current governance arrangements and cultures, namely:

- 1. Hierarchies within board membership, and lack of transparency about process.**

Interviewees reported that governors with favoured demographic profiles relating to age, gender, ethnicity and socio-economic status tended to dominate discussions, and that some Chairs (both of the main board/council and of its subcommittees) were “**probably a bit too matey with senior management**”. For student governors and female members in particular, the atmosphere was said to be daunting at times: “**I always felt like I had to make allies because I was young, because I was a woman, because I was the only student governor**”. These hierarchies led to suggestions of performativity (“**it’s sort of stage-managed**”) and to claims that key decisions were reached outside of formal meetings (“**it was really clear that**

¹ In this report, the term *governance* is used to capture board-led or council-led oversight of a higher education institution. The governing body is sometimes known as the council, the court, the board of governors, or the board of directors. Following Shattock (2012), I do not include within *governance* forms of administration that extend to senates, academic boards or departmental meetings. Local governance practices vary according to institutional history, classification and legal status, but most universities have a group of individuals who monitor fiduciary performance, seek to bring accountability and challenge to the senior managers, and act as custodians of the institution’s status. This higher-level strategic navigation contrasts with *management*, a term I use to describe those individuals – in senior academic, clerical or ‘third space’ professional roles (Whitchurch 2012) – charged with overseeing day-to-day operational matters.

nothing, nothing was ever said that hadn't been fully discussed by the Vice Chancellor and the Chair beforehand").

2. **Financialisation of governance activity.** While almost all interviewees acknowledged the need for know-how in budget setting and accountancy, many noted that that educational principles were increasingly obscured in governing body discussions ("the focus was always very, very much on the money side of things"). This appeared to reinforce conceptualisations of higher education ("businessy-based and target-focused") that kept debate within counter-productively narrow terms.
3. **Control of the narrative, and outsourcing of expertise.** Many interviewees mentioned feeling pressure to comply with management spin, especially around financial crisis and the need for spending restraint ("even when the numbers looked okay, it was still 'ooh, still got to be careful here!"). Evidence suggests that this discourse was sometimes enabled by a culture of secrecy and distrust: not all relevant information and data was disclosed ("some of the spreadsheets only finance [subcommittee] got to see"). Senior managers were also reportedly circumspect about scholars and their research, preferring instead to buy in expertise from external consultancy firms ("there's a trust problem ... it's obvious that academics are considered a bit, you know, risky").
4. **Governor disempowerment, due to lack of preparation and/or clarity about the role.** Induction activities for new governors reportedly focused on compliance with regulatory demands and fitting in with dominant boardroom ideologies more than bringing meaningful challenge to senior managers. Interviewees suggested that complex procedures sometimes made it "deliberately unclear what was going on", and a crammed agenda, frequently accompanied by several hundred pages of pre-reading, left little space for substantive deliberation: "you just think no, no human being can actually really make sense of that much material in meaningful way".

While some differences arose in how lay governors, staff governors and student governors experienced their role, and correlation between the type of institution and the data collected, the extent to which shared critique of university governance emerged was remarkable. Almost all interviewees felt that current models of governance allowed too little scope for resistance or counter-hegemonic thinking; that processes and practices were inscrutable at times; and that lay governor representation, though superficially moving towards greater diversity, remained "convenient" for senior managers. Many regarded these indicators as part of a wider trend towards management co-optation of the governing body, as established through a variety of discursive strategies. These strategies included the 'full agenda' refrain, through which discussion of unwanted topics was constrained on the grounds that other (mostly financial) matters were more pressing,

and the *'let's discuss this off-line'* exhortation, which was cited by several interviewees as a tactic for closing down unwanted board debate. The much-vaunted *'critical friend'* construal of governance was also considered problematic because some interviewees felt it was deployed to emphasise friendship more than criticality, and notions of *'collective responsibility'*² were interpreted by some interviewees as a ruse for silencing dissenting voices while key decisions were made at subcommittees, informal dinners, or private get-togethers.

This report focuses on the potential for university governance to reemerge as a stronger and more transparent process undertaken by more empowered, independent, and literate governors. Interviewees frequently emphasised that they had more to offer their institution than current governance arrangements allowed or encouraged. Many governors were keen to reenergise debates about higher education as a public good, to advocate more explicitly on behalf of staff and students, and to help mount a robust defence of the sector in the face of increasingly hostile political and media attacks. However, findings suggest that the hierarchical and closed nature of university governance bodies, in which a small cadre of 'business realists' with close links to management often controlled discussions and normalised market-based approaches, was rarely the optimal setting for incubating fresh ideas about the value and purpose of the sector.

1. University Governance in Context

The purpose of university governance is to oversee the strategic development of the institution, to ensure that all legal and regulatory requirements are met, and to hold senior managers to account. While the management of universities in the neoliberal age is critiqued extensively (Nixon 2010; Holmwood 2011; Ball 2012; Morrish & Sauntson 2019), the governance of universities has received much less scholarly attention (though see Rowlands 2017; Shattock and Horvath 2019; Scott 2021). The work that has been undertaken mainly concentrates on the history of governance, and on mapping the wide range of approaches across the sector (Shattock 2012). This critical neglect is partly because university governance remains largely hidden from academic purview (Jones and Hillman 2019). In the UK, the regulatory duties required of governing bodies have been enlarged and formalised (Office for Students 2020), albeit accompanied by greater state intrusion. However, the accountability of governing bodies to campus staff and students remains limited. As universities worldwide enter a post-Covid era in which their status as public institutions is more directly challenged, the role of governors in providing oversight and direction to senior

² Paragraph 3.4 of the *Higher Education Code of Governance* states: "If an individual member of the governing body has a view that is not consistent with the collective view of the governing body, they should abide by the principle of collective decision making and avoid putting specific interests or personal views before those of the institution" (CUC 2020).

managers is more important than ever (Jones 2020). Shattock and Horvath note that the actions of governors ‘critically shape the culture, creativity and academic outcomes of higher education’ (2019, 1).

The regulatory landscape in which UK governors operate has changed substantially from the University Grants Committee (1919 to 1989) to the Higher Education Funding Council for England,³ through to the launch of Office for Students in 2018. Most changes have been driven by political dogma, especially the state’s assumption that universities, under the leadership of the University Grants Committee in particular, were not acting with sufficient vigour to stimulate economic growth (Palfreyman and Tapper 2014). The last few decades have witnessed a transformation in English higher education. A system that was mostly free to home students has been replaced by one based on income contingent loans, and the introduction of market forces in the sector has been accompanied by rafts of metrics and league tables. In this context, the Committee of University Chairs⁴ (CUC) has emerged as a representative body for Chairs of governing bodies at UK universities. The latest version of its *Higher Education Code of Governance* (CUC 2020) emphasises the extensive power held by governors in the new policy landscape (*collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit*). However, it offers little guidance about how governing bodies might influence government thinking or collaborate with each other in pursuit of a stronger sector, instead promoting generic principles like ‘effectiveness’ (CUC 2020).

University governance is currently a very mixed picture.⁵ Even within the English sector, which is the primary focus of this report, the array of practices is extensive. As Evans (2023) notes, academic staff are entitled by law to have a say in governance. However, as Evans also notes, these protections have been eroded over recent decades, in part by lowering the level of internal legislation from Statute to ‘regulation’ or ‘ordinance’. Where once the job of governing body was to defend academic interests and values while providing light-touch guidance to those charged with running the institution, now the job has become one of managing intricate financial and regulatory demands. Sensitivity is needed to the ways in which governance within higher education differs fundamentally from that in for-profit sectors. However, according to some research (Shattock and

³ Together with the Scottish Higher Education Funding Council, and the Higher Education Funding Council for Wales.

⁴ CUC began life as a meeting of Chairs of university governing bodies in 1986, which became known as the *Committee of Chairmen of University Councils* (CCUC). In 1993, the CCUC merged with the *Standing Committee of New University Chairmen* to form the *Committee of Chairmen of University Councils and Boards* (CCUCaB). In 1996, the group became the *Committee of University Chairmen*. Shattock and Horvath note that the group is ‘essentially a compliant organization, taking its tone from a largely quiescent Universities UK’ (2019, 101).

⁵ Practices now differ markedly in the English sector. Oxford and Cambridge University remain a category of their own, with legislative governing bodies comprising several thousand staff. However, elsewhere in the sector, the influence of staff is minimal.

Horvath 2019; Scott 2021), rather than disrupt the dominant narrative, governors in marketised sectors have tended to consume themselves with narrow economic concerns and rubber-stamp a corporate management agenda. The danger is that governors have become collaborators in a wider political project to privatise higher forms of knowledge (Gunter 2018).

2. Data collection methods

The aim of this research project was to learn more about how university governing bodies function by conducting in-depth interviews with current or former members. One difference between the approach taken here and that taken by Shattock and Horvath (2019) is that the focus is exclusively on governing bodies.⁶ This is not to deny the role of Senates, academic councils and other staff fora, but rather to pay closer critical attention to the highest level of authority within the institution.⁷ Participants were identified through a general call on social media.⁸ Everyone who came forward meeting the main inclusion criterion (to have experience of being on a university governing body) was sent a Participant Information Sheet, emphasising that it would be possible to withdraw from the project at any time, and that any views or information shared would be treated confidentially and according to the highest level of research integrity.⁹ In total, 47 interviews were conducted,¹⁰ mostly by Zoom but occasionally in person (at the interviewees' request).

The first question asked was about the role held by each interviewee (see Figure One). Responses were relatively straightforward to classify – lay governor, staff governor or student governor – though a small number of interviewees had served in two capacities. Terminology differs markedly across the sector, especially around the role of lay governor, which was sometimes characterised by

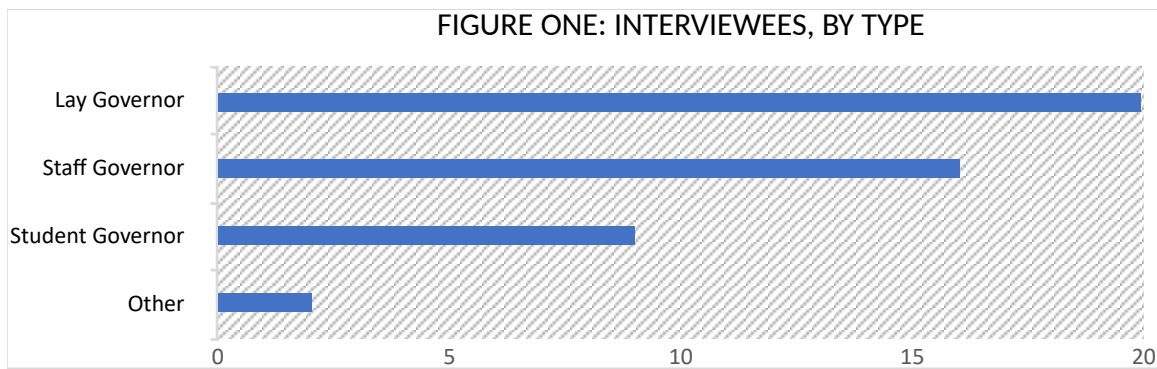
⁶ Unlike Shattock and Horvath (2019), this project did not involve interviews with policy-makers, nor with heads of department or other senior academics, nor with members of 'the executive' senior leadership team, nor with staff who sit on boards/councils in an *ex officio* capacity (in other words, because of the role to which they were appointed).

⁷ While the focus here is on universities in England, the trends identified are recognisable internationally. Previous studies have highlighted parallels in other countries as collegial and democratic models of governance are gradually replaced by systems based more on principles of executive power (Austin and Jones 2015; Lewis 2013).

⁸ The tweet read: "*Please share: my next research project, kindly funded by @cdbuni, is about university governance. Dr Diane Harris (project Co-I) and I want to interview people who have sat on governing bodies (in the UK or elsewhere, in any capacity). Do get in touch (DMs fine) for further info.*" The tweet was viewed 17,300 times in the first 30 days.

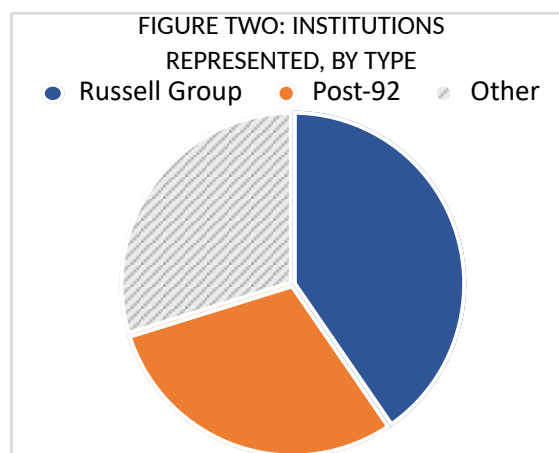
⁹ Ethical approval for the project was given by the University of Manchester (Ref: 2022-15669-26323) on 13/12/2022.

¹⁰ 32 interviews were conducted by the project's Co-Investigator, Dr Diane Harris, and 15 by the Principal Investigator, Prof Steven Jones; the length of the interviews ranged from 23 minutes to 67 minutes.



interviewees as ‘external’ or ‘independent’. Most staff governors were academic representatives; two represented the administrative or professional services side of the institution. The two ‘other’ interviewees in Figure One were a university registrar and an advisor/consultant, both of whom had wide-ranging experience of working with and on governing bodies.

Each interviewee was also asked about the kind of university or universities that they governed (which in Figure Two is classified as Russell Group, post-92 or ‘other’).¹¹ Several interviewees had served on governing bodies at multiple institutions. The pie chart therefore offers an approximate breakdown only, based on proportion of time spent in total at each institution type. The ‘other’ category mostly represents ‘plate glass’ universities,¹² though it also includes the Open University and one specialist college of higher education.¹³



Finally, demographic data was collected about interviewees’ gender, ethnicity, nationality and socio-economic background. In terms of ethnicity, 38 of the 47 interviewees described themselves as

¹¹ Interviewees were also asked about their length of service in governance (24 years was the longest period reported), and the timeframe involved (most began within the last decade).

¹² So-called ‘plate glass’ universities were mostly established in the 1960s; they were never polytechnics and are not members of the Russell Group.

¹³ University type is reported not to reinforce internal sector hierarchies but to provide context because governance arrangements differ so greatly across the English sector.

White (or a variation therefore, such as White Irish). Two interviewees self-identified as Indian, two as Asian, and one as Black. Four preferred not to say. In terms of nationality, 39 of the 47 interviewees were British, three were Irish, one was from North America, one was from South America, two were from European nations, and one reported dual European citizenship. The question about socio-economic background was interpreted differently by interviewees, and several declined to answer, but most that did respond described a middle-class upbringing. The ratio of female to male interviewees was 22:25.

Via a semi-structured discussion, interviewees were invited to reflect on their experience of university governance and, where appropriate, to open up about the opportunities that arose and the challenges they faced.¹⁴ As with most qualitative research, the quotes included in this report are not selected according to objective criteria. However, the report carries at least one statement from each interviewee and, where possible, distributions and patterns are noted to capture the extent of differing views within each sub-population. No claims are made about the representativity of the sample, especially given the self-selecting methodology used. However, the 47 interviewees represent 41 different institutions in the English sector. The goal was to uncover some of the implicit assumptions, shared codes and underlying ideologies upon which governance is based. Analysis was based on Critical Discourse Analysis methods pioneered by Fairclough (2013) and adapted regularly for use in higher education research (e.g. Morrish & Sauntson 2019; Jones 2022).

3. Cultures of governance in the UK

This section classifies some of the ways in which governance cultures are established and sustained within English higher education. The focus is not on rules and regulations so much as how they are construed locally. Cultures differ considerably within the field of university governance, a variation that was captured by one experienced interviewee who said “I’ve seen a range: positive, supportive, critical friend-type culture to toxic undermining, catastrophic leadership culture”. This section is organised according to the three broad areas that interviewees most wanted to discuss: governing body composition, governing body procedures, and governing body dynamics.

3.1 Governing body composition

The question of who sits on the governing body is fundamental to the nature of decisions reached and oversight provided. In recent years, greater transparency has surrounded membership, with demographic information published by the Higher Education Statistics Agency (HESA) and

¹⁴ All interviews took place in the first half of 2023. This was a period of intense industrial action within the UK higher education sector, and almost all of the universities represented were subject to significant disruption as the University and College Union (UCU) called members out on strike for 18 days during February and March. This backdrop inevitably affects findings, and several interviewees directly referenced the ongoing dispute.

critical data analysis undertaken by scholars such as Kakabadse et al (2020). However, the ways through which lay members are appointed have not been exposed to same level of scrutiny, and remain largely secretive. This section begins by looking critically at recruitment cultures, before considering interviewees' opinions on the demographic profile of university governors, the pecking orders within boards/councils, the way in which diversity is conceptualised and delivered, and how new members are prepared for their role.

“The demographic make-up of the board of governors did change while I was there, but it still felt like the Vice Chancellor’s team chose the external governors, and the external governors chose the next Vice Chancellor, and it was kind of a circular progression.”

- staff governor; male; post-92 university

“Well, what it actually is is a collection of people who probably would describe themselves as well-meaning citizens, but who predominantly are careerists who have received advice that it’s a good thing for them to get a board appointment at a university because it’s probably one step behind a remunerated non-executive director role.”

- lay and ‘other’ governor; female, post-92 university

“I’ve experienced some governance bodies where the make-up of the body, let’s say it’s quite convenient for the executive.”

- staff governor; male; multiples universities

3.1.1. Recruitment of lay members

One concern raised regularly by interviewees related to the process by which new external governors were identified and appointed. This was usually accompanied by acknowledgement that those members were giving up their time freely, and bringing outside expertise to groups that could often become “insular”. However, the perception that senior managers (an ‘executive’ cluster that often assumed to include the Chair) were too closely involved with the recruitment of lay governors was shared by many interviewees, and raised as regularly as a problem by lay members themselves as by staff and student members.

While staff governors generally had to ‘win’ membership to the governing body, first via election to an academic body, and then via election from that academic body to the board/council (or were elected by their peers in the case of non-academic staff), the route by which lay governors were recruited was less democratic or clear. Most governing bodies had some kind of sub-committee charged with approving nominations, as per CUC (2020) advice, but concerns were voiced about this being a tokenistic group that became involved only after candidates had been informally approached (“the old tap on the shoulder,” as one lay governor put it) by senior managers and/or

the Chair.¹⁵ The homogeneity of lay members, and their closeness with managers was captured by one academic interviewee who said that “the external governors were very nice, but they all seemed to come from roughly the same kind of backgrounds professionally, and they all seemed to know the senior management rather too well”. This impression was confirmed by lay governors themselves when asked to reflect on their own appointment process. Many acknowledged being approached via agencies (“I was head hunted, basically”), a route that is not inherently problematic but does raise questions about the criteria applied by recruitment agencies. Others recalled hearing about opportunities via their social networks (“the university secretary, the VC, I’ve known for a while”; “a couple of the other [governors] I’ve worked with, they did the intros, you know, got me in”). Very few lay members recalled being drafted through a process that could be described as ‘open’.

This may help explain the perception of governing bodies being dominated by like-minded lay members, an observation that several staff governors made: “it’s very strange to me, these people, frankly, whose lives seem to be sitting on boards, they just sit on boards of hospitals and charities and businesses, and their entire life is sitting on boards and they know all the people”. Student governors sometimes went further, implying a connection between appointment processes and governing body deliberations: “there’s a bit of a kind of like private schoolboy camaraderie of calling on your mates who probably went to Eton with you, you know what I mean?” Though the latter characterisation is unevidenced and possibly stereotyped, the testimonies provided by lay governors themselves did little to suggest charges of careerism or cliquishness were unfair:

“I’d been kind of knocking around the public sector and, you know, kind of, not necessarily public sector as in civil service, but kind of knocking around quite formal sort of charities and so on for quite a while I’m a sort of full-time non-executive director basically nowadays. I’m on seven different boards of various different types of organisations.”

- lay governor; female; ‘other’ type of university

There is no doubt that governors with experience across a diverse range of non-educational organisations can benefit universities. However, the rise of what one interviewee framed as the “professional governance classes” does raise questions, especially as simultaneous membership of multiple boards is becoming more common. The broader issue about whether lay governors should be salaried was a live one for a handful of interviewees. Some made a strong case that greater diversity within the governing body could not be achieved without remunerating governors for their time. One interviewee noted that most lay governors were “retired or semi-retired or something like that” and added “I know it’s unpopular but I would pay governors as well as Chairs

¹⁵ Off the record, one interviewee offered a specific example of a group of individuals that had previously sat together on the board of the same private company being recruited wholesale at the same university to enact a particular financial agenda.

mostly for that reason, but also it will attract more people and a better diversity of governors.” However, among other interviewees, opinions differed. One worried that payments would further entrench market logic and trigger a rise in “agencies creaming more money off the sector.”

The tension around membership of governing bodies is well noted in the literature. Shattock and Horvath cite one Chair complaining about ‘local worthies’ who lacked understanding of the commercial sector (2019, 77). The connotations of this phrase - parochial and naïve, albeit well-intentioned – contrast with the concern expressed regularly by interviewees in this research about the under-representation of governors with localised community knowledge. A small number of the lay governors interviewed did live and work close to their institution (usually drawn from the teaching profession, or a social enterprise or charity), but a shared view emerged that membership overwhelming comprised governors who were based further afield (“none of us are within a ten-mile radius [of the campus]”) and therefore not always sensitive to the needs of the area (“we’re not, I don’t think, in any meaningful way held accountable by the city in which the university is”). This reinforced the sense that university governance sat at a distance, both geographical and ideological, from day-to-day campus activities:

“I think there’s quite a bit of weird disconnect between the governing body and the physical university ... All the conversations about how the university is in global partnerships and things like that; almost no conversation about the place that we are in.”

- lay governor; male; post-92 university

3.1.2. Demographics and diversity

We know from published HESA data that diversity of membership remains a challenge in UK university governance. While small gains are rightly celebrated (including by interviewees: “it still is a little bit male-heavy, but it’s getting better, it is getting better”), the trend remains for senior members of the governing body, especially those in more influential roles like chairing sub-committees, to be male, white and in their 50s or older.¹⁶ The perceived lack of ethnic diversity in university governance was noted by several interviewees (“in [a city] where half or 60 per cent of the population is people of colour, when I joined our board, I was basically the second I think person of colour who joined the board”), and the seniority of the governing body was something that student governors in particular recalled noticing:

¹⁶ Data on governor equality characteristics for English providers in 2021/22 (<https://www.hesa.ac.uk/data-and-analysis/staff/working-in-he>) shows that 57.5 per cent are male, 82.1 per cent are White, and 53.7 per cent are aged 56 or over.

“Obviously I was quite intimidated to start with. You know, suddenly this 20-year-old being sat at a huge board table with multiple people who have ‘professor’ or ‘sir’ in front of their names.”

- student governor; male; Russell Group university

Another interviewee referred to an ‘hourglass’ demographic on university boards: “the governing bodies I’ve been on have people in their 20s, who are essentially students, and then a huge gap until you get to about 45 or 50”.¹⁷ Indeed, age was raised as an issue for university governance more frequently than gender, ethnicity or any other characteristic. One student governor noted that “when I was on the board, I was drastically lowering the age of its constituent members.”

While some demographic characteristics of governors can be easily captured, other traits are more difficult to survey. For example, many interviewees commented on the high socio-economic status and corporate identity of lay members. One staff governor reported: “I thought I probably had never been in a room with so many rich people actually, because a lot of them were captains of industry, and I really did think ‘I’ve probably never been in my life in such a high-powered group’”. Along similar lines, a student governor noted that “it was very clear how high-up and how very qualified everyone was in the room; they were all like members of big organisations or had worked high-up in a big organisation.” Of course, there is every reason to want successful and experienced leaders from other fields to contribute to the oversight of the higher education sector. But some interviewees hinted that with the experience came professional inclinations that were not always aligned with the non-economic routes through which universities might also contribute to society. “Our Chair is very high-up in one of the big law firms and I think there’s a culture associated with that” said one staff governor. A lay governor spelt out how that culture could sometimes become problematic: “there were too many corporate types, too many people who’d run things themselves and whose natural propensity was to sympathise with the chief executive and believe that the chief executive should be paid lots of money.” Other interviewees focused on the lack of awareness or sensitivity towards educational matters, with one staff governor recalling that the “men in suits are taken more seriously, so it feels that the circles within the circles aren’t necessarily due to gender alone, but due to familiarity of cultural business experience.” The characterisation of ‘circles within circles’ succinctly captures the multi-layered in-groups to which many interviewees drew attention. The veracity of these comments cannot be gauged objectively because no data is currently available on governors’ professional and social background. However, several lay members did make statements like “I’ve run multi-million pound operations, and I’ve directed teams of hundreds of people”. What these statements perhaps capture is how personal characteristics like gender, ethnicity and age can intersect with a business mindset in a patriarchal context to further concentrate power within small factions of already professionally connected individuals.

¹⁷ This observation is evidenced by HESA data: only 4.3 per cent of governors fall into the 26-35 age bracket.

One risk of a narrowly configured governing body is that it can open the door to undemocratic or non-transparent 'off-line' processes. This risk was mentioned by several interviewees who noted that cliques of lay governors frequently had close business or personal connections outside of the board. While this does not necessarily preclude open and transparent practices within the governing body, it did raise suspicion:

"A lot of the male governors who were local business and council leaders and things, they'd meet up at things like that, and I never knew what went on. You got to a meeting that was contentious, and you very much got the sense that everyone had already been spoken to."

- staff governor; male; post-92 university

Not everyone shared misgivings about old boys' networks. Other interviewees reported having constructive and collegial working relationships with the members of the ascendent demographic grouping ("I mean [name of governor] was a very, very posh guy who did something at [name of company], but they weren't, you know, nobody looked down their noses or anything like that") and explicitly valued the wider perspectives brought to the table. Indeed, there was pushback from one interviewee against the way that a 'diversity agenda' was perceived to be delivered:

"I sometimes felt the diversity was misconstrued, you know? There was definitely a feeling we've got to have one non-white face around the table, and I just think what it's actually about is diversity of perspective rather than necessarily visible diversity. You know, of people of colour or with disabilities and so on. I think some of the appointments were probably a little bit close to the tick box for my liking. But I'm not entirely sure."

- lay governor; female; 'other' university type

Several staff members reported that the governing body on which they sat had been reconfigured following an external audit, and the number of places for academics reduced. This was ostensibly done so that the governing body could move towards a more manageable and sustainable size, and to boost the proportion of lay members with 'skill sets' more directly relevant to the emerging regulatory landscape. However, one staff interviewee reported feeling "squeezed out" by reforms, while other interviewees, including lay governors, expressed concern that only a handful of staff members were now representing a workforce of several thousand. In contrast, one interviewee described the turnover of lay governors to be "agonisingly slow", with another noting that "you can stay on the board for a decade I think, and that's a little too long".¹⁸ Findings also suggested that some staff governors actually held a management role in the same institution, or were suspected of aspiring to do so, and therefore became potentially "compromised". The reliability of such claims is

¹⁸ The *Higher Education Code of Governance* states that the term of office for governing body members should not exceed nine years (either two terms of four years or three terms of three years) unless there is exceptional justification (CUC 2020).

difficult to verify. However, some senior lay governors did hint at similar kinds of discourse used to justify restructuring in their previous organisations: “we kind of got rid of that representative model and actually had a skills-based board”. The focus on ‘skills’ rather than ‘representativity’ was regarded by several interviewees as code for a move to more corporate forms of governance from more academic forms of governance.

3.1.3. Induction and training

Given that many governors described themselves as “under-prepared” or “under-confident,” the question of how new members are initiated into their role is significant. When asked to recount their experience, most interviewees voiced dissatisfaction with what was offered. “You’re very much in learning mode when you start,” said one, “and it feels like you’re coming in in the middle of a conversation.” Another reported: “I was given no training at all; I was sent a governors’ induction pack which was information about being a governor, but no induction at all.” Other interviewees focused on the brevity and shallowness of induction processes, with one recalling self-directed reading and another describing “a fairly crude audit of your own capabilities; I think it was a morning, sort of, four-hour sessions”. Externally run events and courses were appreciated by some interviewees, especially as an opportunity to network, but many felt as though the investment being made in them was disproportionate to the responsibility they were about to shoulder. “The AdvanceHE thing I think was a half day,” said one interviewee. “There was an induction which was probably about an hour, an hour and a half,” said another. The problem was not simply one of duration; the content of the training was often felt to be inadequate too:

“I know places like the Institute of Directors and AdvanceHE, they offer some products on the market which purport to support board development. But it’s all far too, it’s too Disney. It doesn’t deal with the real dark side of governance.”

- lay and ‘other’ governor; female; post-92 university

The interviewee above was not the only one to mention the ‘dark side’ of governance. “They don’t tell you how to say things they don’t want saying, if that makes sense,” said another lay governor, who went on to recount two occasions in which she felt university policy was inappropriate, but was unable to disrupt the overriding narrative. On one of those occasions, the interviewee felt sure that her position reflected the majority view around the table. Another lay governor, when asked whether his induction process had been useful, inverted the question by responding “it’s all very useful to the exec and the Chair, yes”. He went on to explain that the training he had received was essentially intended to maximise compliance; the self-assurance and procedural wherewithal needed to upset entrenched hierarchies within governance, or to challenge underlying assumptions about the role of governors, was never intended to be part of the induction process.

3.2 Governing body procedures

Governance processes, especially those at larger universities, are inevitably complicated, and interviewees repeatedly expressed sympathy with secretaries/clerks. However, a majority of governors found procedures to be needlessly unclear and/or poorly explained at times, and a significant proportion of those interviewees felt that they were sometimes bamboozled as a deliberate management strategy to avert closer or more critical engagement. Questions about control of the agenda and governing body protocols were raised regularly, and uncertainty across these areas left some interviewees unsure about the extent to which their own contributions ever actually fed into institutional policy.

“I’m a fairly experienced board member, and for all sorts of reasons that we could go into my voice tends to be listened to. But it’s not heard. I have sensed that quite a bit, in that it’s tolerated, it’s listened to, but actually it doesn’t have any real impact. I’m not sure I say the things that quite often the board want to hear.”

- staff governor; male; multiple universities

“There were times when I thought ‘am I doing any good here, you know, have I made a difference?’ No proposal that I’ve come up with has ever been carried out.”

- lay governor; male; Russell Group university

“You see agendas packed full of quite transactional items and the time for discussion and challenge is perhaps not what it should be in my view”

- staff governor; male; multiple universities

3.2.1. Agenda setting and time management

In the literal sense, the agenda is a vital document, determining what is (and what is not) considered worthy of attention at governing body meetings. But in a more metaphorical sense, the agenda comes to represent the wider ideology being enacted. Interviews repeatedly raised concerns about how and by whom the agenda was set:

“I do think that if I was reforming the system, I would make it clear to people how you put an item on the agenda. How much notice you have to give and, you know. You might even have a question time, a bit like the government and parliament. I suggest that the executive controls the agenda.”

- lay governor; male; Russell Group university

One staff interviewee described the agenda-setter as “**gatekeeper**” of the board, and another suggested that the agenda could be “**worked**” in pursuit of particular outcomes. Where requests were made to add items for discussion, findings suggest that the response of the Chair was typically

to arrange a one-to-one consultation rather than risk an open exchange. “The agenda was just circulated,” one interviewee said. “It would come out a few days before the meeting, together with a huge amount of reading, and you just got on with trying to plough through as much as you could.” The quantity of pre-reading expected of governors was widely ridiculed. One student governor mentioned “the sheer shock of the amount of papers that there were to read - about 500 pages in front of me”. Other interviewees expressed cynicism, suggesting that it deterred members from asking for anything further to be included: “there was always so much there already, the last thing anyone would do is say ‘yeah, but how come we’re not talking about such and such?’”. In a similar vein, time management strategies were commented upon unfavourably by several interviewees. “They would put quite important stuff right down the end,” explained one lay governor, “because knew that by ten to six everybody’s saying ‘crikey, we can’t, I’ve got to catch my train’ and it’s an old trick.” Similar suspicions were voiced by an interviewee who was unable to understand why lengthy PowerPoint presentations (“usually someone banging on about some new IT kit”) would begin meetings in which important long-term institutional strategy papers were to be discussed. Managerial trickery was elucidated vividly in the example below:

“I mean there were people who always start off by saying ‘well first of all let me say what a brilliant paper this is and what a wonderful job you’ve done here’ and I’m thinking ‘this paper is complete crap, it says nothing, how can you say that?’ ... it’s a bit like a football match where you take the ball to the corner flag and play around with it to waste time. You sort of feel somebody up there in the high command is ‘well, that’ll waste another half hour during which awkward sods like me can’t ask questions.’

- lay governor; male; Russell Group university

Control of the agenda was considered crucial by interviewees because many felt that business issues were beginning to taking precedence over educational issues. While it was understood that governing bodies needed to meet regulatory requirements, and that running the institution in economically responsible ways was a matter of great importance, the concern repeatedly expressed was that this was sometimes to the exclusion of other imperatives:

“The emphasis is on the financial stability and sustainability of the organisation. Should it be is another question, and I’m not convinced. I think there is an over emphasis to the extent that ethics, integrity, sense of purpose are lost a little bit in governing bodies because of this over-emphasis on financial measurement.”

- staff governor; male; multiple universities

Many lay governors reached similar conclusions, albeit after their membership drew to a close. Some reflected on the unique challenge of defining what success looks like in the higher education sector (“I think part of the challenge is that universities get to mark their own homework in some

respects, and so we set our own strategy and then we determine 'are we successful?'), while others acknowledged the limits of data driven, risk-based models of governance ("we missed out when our heads were buried in the numbers"). Most lay governors interviewed were not defensive; they had given up their time for selfless reasons, and were motivated primarily by a curiosity about how universities operate. The frustration they most commonly reported was with an interpretation of university governance that they felt left them unable to engage fully with substantive campus concerns. Some interviewees implied that an agenda not of their making reduced their role to rubber-stampers of decisions already reached.

3.2.2. Organisation and decision-making

Protocols for reaching consensus were a particular source of irritation for many interviewees and, in some cases, conventions were felt to be undemocratic because so few issues were put to a vote. Instead, common practice on many boards seemed to involve the Chair or a senior manager summarising the discussion and asserting that agreement had been reached. In a similar vein, interviewees drew attention to questionable minute-taking ("sometimes very partial indeed"), and one lay governor recalled overhearing the Chair commending the secretary of the board on their "creative" minuting of antagonistic comments made by a student member at a previous meeting (see Scott 2021, 183-84, for similar evidence). Several interviewees expressed concerns about decisions being reached away from the boardroom. Using the governance vocabulary of his own institution, one interviewee said "there clearly seemed to be a lot of prior interaction between the external council members, the Provost and the Chair of council, to which the academics were not invited." A student governor recalled that full meetings would start at 9:30am but that at 9.00am a pre-meeting would take place ("I wasn't allowed in that room"), while another expressed the same concern but located the point of exclusion differently, at dinners held the previous evening: "you'd hear 'oh we chatted about it last night and actually we all agreed.'" However, one senior lay governor offered an alternative perspective, pointing out that planning discussions and occasional emergency meetings may seem autocratic but are actually essential:

"We don't have what I think is sometimes criticised as an inner circle arrangement. There isn't a meeting between the VC and any board members ... We do have something called Chairs' Committee, which consists of the chairs of the subcommittees, where we spend our time on questions and issues, planning what will have on the next agenda and responding to questions people have asked the VC, that sort of thing. Occasionally we'll use that group to make decisions on things that need immediate action, that can't wait for the next board meeting."

- lay governor; male; post-92 and Russell Group universities

This explanation carries some weight. However, the sub-committee structure of the governing body was flagged more often as an impediment than a resource by those who were not granted membership.¹⁹ Questions were raised about what 'collective responsibility' actually means where sub-committees were reaching verdicts on important matters independently of the full board: "they told us we were all jointly liable legally as governors, but staff governors were excluded from certain subcommittees where it seemed most of the serious business happened". Whether senior managers and subcommittee Chairs were aware that decision-making methods might be regarded as exclusionary by other members was unclear. However, no initiatives to make processes more transparent were reported by interviewees, and some governors found that even when they asked directly for an issue to be investigated, promises to do so were not always kept:

"The Chief Operating Officer would say 'well, we'll look into that', then often didn't. And the Chair would say 'it's in the minutes that we're meant to look into this', but it was in a really half-hearted way of saying it's not an issue, it's not in our remit, or just no."

- lay governor; male; post-92 university

A final area of concern raised by several governors related to attendance at meetings by external individuals who were not technically members of the governing body ("you'd always get a larger number of people than are actually governors attending, and no-one ever got told why"). Guest speakers tended to be closely connected to the Chair or to senior managers, their attendance ostensibly intended to bring specialist or 'independent' expertise to particular discussion. However, their presence was sometimes felt to muddy waters or lend credence to management positions.

Overall, although some interviewees felt that progress was structurally constrained by the arcane decrees and ordinances through which older universities in particular are bound ("I was surprised by how ineffective it was as a form of governance, and how hard it was to change anything because it's all in royal statutes and God knows what going back decades, if not centuries"), a more common frustration was that Chairs of governing bodies and their perceived 'inner circle' of senior lay members had ample authority, but tended to steer the executive towards conservative approaches for ideological reasons.

3.3 Governing body dynamics

The interactions within the governing body are discussed in this section, with findings suggesting that power relations are complex and sometimes problematic. Though many interviewees identified excellent individual practices among fellow governors, there was a shared feeling that conditions on many boards/councils fostered compliance rather than challenge. Some governors reflected on

¹⁹ A minority counter-reading framed subcommittees as toothless and procedural, with one lay governor recalling: "I was on the staffing sub-committee and it was just a ritual."

whose expertise was valued most within governing body discussions (and why), while others shared experiences of feeling daunted by the governance environment, and sometimes directly intimidated by senior members of the board.

“By necessity, we are operating in an environment of information asymmetry and the executive team always has more information than we do. Information is power. They have more power. The executive team has more power.”

- lay governor; female; post 92 university

“I think executives, in my experience, tend to see the board more as a hindrance than a help, and that’s a consistent problem of the last 20 odd years: ‘Oh God, we’ve got a board meeting, we’ve got to get through this.’”

- staff governor; male; multiples universities

“At some point, if you’re doing your job properly, the executive team is going to hate you, and you should be confident in your own ability and your own sincerity and the principles that you are driven by, and not care if they hate you. So I think that if people have very comfortable relationships, it’s probably because people are very polite on all sides and don’t like challenging. Especially if you’re pointing out something they know to be a weakness in the organisation, a weakness they have not addressed.”

- lay governor; female; post 92 university

3.3.1. Authority, acquiescence, and accountability

When asked directly where the power lies in university governing bodies, no clear consensus emerged among interviewees. One staff governor suggested that *“it’s a triumvirate really between the Chair of the council, the Vice Chancellor and finance”*, while a lay governor said *“I think that the registrar figure is in some way more powerful than anybody because they basically fix the agenda”*. Student governors were more likely to assume that power lay in the hands of Chairs, senior managers and sub-committee chairs. One said there was *“definitely a hierarchy, and I didn’t feel that I was in that hierarchy.”* None of the 47 interviewees talked about power being evenly or fairly distributed, or the governing body being a democratic space.

Interviewees were keen to celebrate those lay governors who took time to understand the campus culture and the wider higher education landscape. However, this was usually accompanied by a warning that not all members were so engaged:

“Some externals went out of their way to get to know the university really well. I mean, the one I mentioned a couple of times was fantastic like that, and I was on a lot of interview

panels with her as well, and you could see she really got her finger on the pulse. Others, it felt a bit like 'oh well, another day another governing body.'

- student governor; female; Russell Group university

Almost all interviewees suggested in one way or another that senior managers were under-challenged. Remarks about “obedience” (or “sleepiness”) on the governing body were commonplace. Findings suggest that this was by intent rather than accident, with one interviewee noting that those governors who remained in the shadows avoided disapproving looks or comments from the Chair while still enjoying the status and perks of board membership at an elite institution. One staff governor estimated that over half of governing body members would make no contribution at all from one meeting to the next unless specifically called upon to do so. Another noted “*there was some members who would arrive and they wouldn't have read any of the papers because they were just sitting in the meetings.*” Interviewees were not clear whether this dormancy resulted from those governors being pro-management and contented with dominant thinking, or being disempowered and quietened by managerial tactics. However, similarly negative observations were made by lay members, including this pointed statement:

“There is no way to say this nicely. The sleepiness on university boards is staggering. I don't know why people join these boards if they don't want to pull their weight and if they don't want to apply everything they have by way of intellect and experience to actually looking at the sector which is under pressure from so many different aspects, on so many fronts.”

- lay governor; female; post-92 university

More broadly, within the governing body, insufficient accountability was noted by many interviewees. One staff governor recalled an occasion when a group of members requested a small change. At the next meeting, he noticed that the change had not been made. “*I queried 'has it been done?' and the answer was 'we decided not to do it', and nobody else in the room questioned it.*” Similar behaviours were noted by student governors (“*what [senior managers] agree to in front of the board and what actually gets done are two different animals*”) and, to a lesser extent, by lay governors (“*you'd be thanked extravagantly for an idea, or for something you said, and then that would be the last of it*”).

3.3.2. Imposter syndrome and intimidation

Though relations between governors were often reported to be cordial and constructive (“*there is a team you can feel part of*”), underlying tensions frequently arose (“*staff members were not treated with enormous respect*”) and several interviewees reported feeling unsettled by senior members of

the board/council on occasions. These feelings were encountered most often by student governors, almost all of whom reported experiencing a sense of fraudulence or non-belonging in their role:

“I felt big imposter syndrome. Like when I’d go to these fancy events, you know, governors’ receptions, and it would be like drinks and dinner in these fancy establishments, and I’d feel such imposter syndrome when I went. It just wasn’t my place to be there.”

- student governor; female; ‘other’ university type

For student members of governing bodies, questions of identity and status were central. Many described being patronised or stereotyped, and noted that a high degree of performativity was expected from them. Some spoke about feeling pressure to conform with what other members expected a student governor to be (“a little bit flappy and giggly rather than ‘no, this is a problem’”), while others spoke about being marginalised (“they had this image of a student governor as ‘oh, we have these nice students in the room and they’ll be all confused, they won’t know what to contribute, and we’ll let them in sometimes’”). One interviewee suggested that a distinction was made between the ‘right type’ and the ‘wrong type’ of student governor, adding that “they soon find ways to let you know which one you are,” and many were acutely aware of the differences between themselves and senior lay members, both demographically and culturally (“I was sitting next to the chief exec of [name of large corporation] and it was a really intimidating space”). Evidence collected in this research therefore echoes that of Shattock and Horvath (2019), who reported student governors complaining that their role was configured to be one of box-ticking rather than feeding directly into institutional policy. Some student governors spoke about developing ‘survival strategies’ to avoid feeling isolated or being ignored. This often involved partnering with staff governors:

“I’d say I had a really good relationship with the wider staff body. I made a lot of friends and really good colleagues who I still keep in touch with. I got on really well with the academic and professional services governors on the boards and I always felt they were kind of my allies, and students’ allies as well. They cared about the students.”

- student governor; female; ‘other’ university type

Exchanges with lay governors were sometimes regarded as awkward by student members. One interviewee reported being asked constantly about what she characterised as “Daily Mail issues – you know, no-platforming, cancel culture, whatever” rather than more everyday issues around student maintenance loans, mental health support or pedagogy. Where student governors felt their time on the governing body had been a success, it was often because they had steered exchanges away from financial matters and towards the experience of campus users. The statement below reflects how the problem was not only felt to be with the agenda but also with the discourses deployed:

“I think the most powerful thing I was able to do was just make people stop and think about students. Because so often universities are just run as businesses and students are just pound signs, and people often forget. I think a couple of times, I do remember like interrupting a conversation and saying, ‘I’m really sorry but can we just be really careful with our language and how we’re talking about students.’”

- student governor; female; ‘other’ university type

Comments from a small number of lay governors did betray a sense of elitism, or at least an attempt to justify the marginalisation of student members. For example, one interviewee openly suggested that the sorts of individuals who win student elections are not always those best equipped to deal with the challenges of university governance: *“they don’t have the cultural understanding of why everyone is there and how to engage with it, they don’t speak very good English, and often they’re not very bright: the whole trifecta.”* While such negative views were not shared by other interviewees, the culture of many governing bodies did seem to be one in which the Chair and a small number of senior, corporate-minded lay governors seemed minded to ‘other’ individuals outside of their professional sphere. Non-academic staff members in particular reported feeling *“invisible”*, and complained of being consulted only on issues felt to relate directly to their role. One noted:

“It didn’t bother me that the external members slightly looked down their noses at the staff members. I think the governing body was nervous about the staff members because on the whole they were in a quite critical position ... I just think we were regarded as strange.”

- staff governor; male; Russell Group university

For academic governors, one specific area of professional anxiety involved feeling profiled by senior managers who were also governing body members. One recalled *“walking to the meeting with the then PVC [Pro Vice Chancellor] of research, and he had open my staff page with all my research publications, and he says, ‘oh, I’ve just been looking you up’.”* While this comment could have been innocuous, or even flattering, the interviewee characterised it differently (*“such a power play”*).

Examples of power being wielded aggressively in a university governance setting were thankfully rare. However, one staff governor described their Chair as *“a true authoritarian, terrifying in fact,”* adding that *“he’s really friendly as long as you’re doing what he wants but the minute you might disagree he would destroy you.”* Similarly, a student governor recalled being *“absolutely ripped to shreds by the Chair of the board; I think it was my second meeting, absolutely ripped to shreds.”*²⁰ More often, power was exercised in more subtle or indirect ways, through an implicit assumption that the finances of the university were the governing body’s primary concern, for example, or by a

²⁰ For balance, it should be acknowledged that other interviewees criticised their Chair for being too weak: *“our Chair was a diplomat, and diplomats are entirely the wrong character for Chairs because all they want to do is smooth things over; it’s not in the role of diplomats to tackle tough issues.”*

couched expectation to comply (“it’s like you were letting the side down if you didn’t back down once you’d said your little piece”). This connects back to the principle of ‘collective responsibility’, which some interviewees interpreted as pressure to toe the management line. One said that “you go into that room feeling absolutely there is a responsibility to sort of be in agreement.” Some interviewees felt that power dynamics within governing bodies were reinforced by the physical spaces in which meetings took place. “The council room has a mystique about it and there are portraits,” said one staff governor, referring to the paintings of old, white men that gazed down on her.

3.3.3. Expertise and sector knowledge

When asked whose expertise was most valued within the governing body, the response of one academic interviewee was an immediate “certainly not ours”. The interviewee went on to explain that senior managers at the institution would “do bloody anything to avoid engaging with their own researchers’ research.” Two staff governors separately offered examples of proposing that a departmental colleague was invited to brief the board on their particular topic of expertise, only for the Chair to summon an ‘independent’ external expert instead. Another recounted an example of his status as an experienced academic researcher being regarded as threatening within the environs of the governing body:

“There was a lot of tension when I was challenging. There was a particular instance I can remember where we got what seemed to me a fait accompli with a proposal to close down the crèche facility. And they conducted some “research”, in inverted commas, into usage, and I challenged it. I have some expertise in research. I’ve only done it for the last 30 years of my life! And I said, ‘well this doesn’t really substantiate what you’re saying, it’s kind of it’s quite poorly done, it’s quite crude. I have looked at an independent assessment of this decision and what you’ve given me, I am really not comfortable with that’. Of course, that created tension.”

- staff governor; male; multiples unis

A unique feature of universities is the supposed availability of cutting-edge knowledge within the institution. Yet time and again, interviewees indicated that governing bodies were more comfortable undertaking research themselves (even amateurishly, as in the example above) or outsourcing responsibility to external agencies. One interviewee referred to a perception that in-house research would merely reflect the self-interest of those who undertook it. To many staff, such a suggestion fundamentally misconstrues a research process that is mostly collaborative, subject to extensive checks on research ethics and integrity, and highly transparency.

One student governor blamed gaps in knowledge among many members of the governing body to the zealous guarding of data and restricted access to high-level knowledge within the institution (“the information they’re getting is all filtered by the university executive”). Certainly, findings

suggest that some lay members struggled to understand basic practices in the sector. This is captured by the story below, in which a lay governor assumes that the private sector practice of paying bonuses to higher achieving staff was also the norm in higher education:

“So, when I started, there were certain members, most of them it seemed, who did not really have an idea how academics worked, how universities worked and they didn’t really try find out. They never interacted with us. They just chatted amongst themselves. And so, for example, they didn’t know that we didn’t get performance related pay. You know, we didn’t get bonuses and things like that which you get in industry. So one person I can remember said ‘you know with the student rankings and stuff like that ... why don’t they just not give them a bonus, the people who are responsible [for the low NSS scores]?’ And the Provost had to actually explain that (a) you can’t pin it down to one person, and (b) we all said ‘well actually we don’t get bonuses’. So, you know, he’d been on Council for five years already and he had no idea about how things worked and he didn’t really care actually.”

- staff governor; female; Russell Group university

Though this kind of rudimentary confusion was rare, it perhaps reflects some lay governors’ inclination to view success and failure through the lens of the key performance indicators and global rankings with which they were presented rather than to develop a more rounded and nuanced sense of how higher education sectors operate. Evidence suggests that this sometimes left the board with an incomplete or outdated picture of the institution (“*some [governors] would go on about their own time as a student, and you’re sat thinking ‘okay, but that was, what, fifty years ago?’*”). Alongside this, staff governors were occasionally critical of lay governors because they were felt to have less at stake. One recalled a lay member “*just blithely saying once ‘oh, I never really understand what goes on at these meetings between apologies and any other business’*”. Conversely, senior lay governors also occasionally expressed frustration with staff governors, with some echoing management concerns that academics governors in particular saw their role in political terms: “*I think you have staff members who don’t understand their role; they are [supposed to be] there to represent staff, not to push a line of action mandated by the trade union.*” Another lay governor referred to the “*bit of grandstanding that goes on sometimes from those sorts of elected or representative members of the council.*” In such ways, the potential of the governing body to work co-operatively as a single, positive force for good was constrained by misconceptions and biases about how different sub-groups might be motivated.

4. Towards stronger university governance

This report lifts the lid on cultures and practices within university governance in England. While findings point to many examples of collegiality and collaboration in pursuit of shared goals, they

also suggest that power can be unhelpfully concentrated within a relatively small group of governing body members, and that over-complicated and oblique board/council processes sometimes conspire to shut out dissenting voices. The growing focus on financial matters means that governors tend to be recruited disproportionately from narrower backgrounds. Though diversity was acknowledged to be increasing among more junior members, findings suggest that discussions continue to be dominated by retired white men, mostly from a business background. This tends to reproduce an ideology that mirrors that of corporate boardroom, and can lead to a counter-productive separation of the governing body from campus communities.

University governance is crucial as a site of potential resistance to increasingly authoritarian approaches in the sector (Morrish 2021; Jones 2022), and to funding models that view higher education through a chiefly consumeristic lens. While the short-term financial sustainability of individual institutions is crucial, an even greater priority for any higher education sector is to deliver on its public role, and to promote the value of universities to everyone in society. A new approach to governance might seek to rebuild bridges with local groups, and advocate for staff and students when appropriate. Representation in governance offers an obvious first step towards refreshing cultures; then, where appropriate, the research expertise of the institution could be drawn upon more systematically, both as a means to make evidence-based management decisions and to rebuild trust with academic staff. Chairs and senior lay governors could then learn to speak out on behalf of higher education, the confidence they bring from their platform and track record in other sectors giving them and their arguments the weight needed to cut through political and media discourses. However, findings suggest that a new class of 'professional' governors seem disinclined to reverse current directions of travel, preferring instead to internalise and enact a mostly financialised agenda within a securely neoliberal framework. There is little pressure on governing bodies to change course, the focus of the CUC's *Higher Education Code of Governance* (CUC 2020) being mostly on conformity with regulation. The code mentions students and staff infrequently, framing them as 'relevant stakeholders' rather than core actors. Senior managers and Chairs of governors themselves tend not to recognise the need for transformation, just as many empowered groups find it difficult to entertain the possibility that their empowerment may not in the best interests of everyone.

It is clear from this research that most individual governors are an asset to their institution. They freely give their time and skills because they believe in the value of higher education, and want to draw on their professional experiences to help oversee and improve how universities are run. However, many interviewees ended their term on the governing body frustrated that they had not been able to make a greater positive impact. Were the potential of governors to be fully realised, they could become the joint force that is so urgently needed as the sector's first line of defence.

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