Responses to the Council's green paper on 'Developing governance by building on good practice'

UNIVERSITY OF
CAMBRIDGE

DEVELOPING GOVERNANCE BY BUILDING ON GOOD PRACTICE

Responses to the Council's green paper on 'Developing governance by building on good practice' published on 25 April 2007 (*Reporter*, 2006–07, p. 594). See also the Report of the Council on governance: membership of the Council, etc. (*Reporter*, 2007–08, p. 109).

THE GOOD GOVERNANCE OF CAMBRIDGE UNIVERSITY: ONLINE RESPONSES TO THE COUNCIL'S GREEN PAPER

Developing governance by building on good practice: a green paper issued by the University Council

Summary

1. This is a green, consultative, paper issued by the Council for widespread informal comment.

> **Comment** : *mdr41*: An interesting word[±]

It is not a Report to the University. If proposals for development emerge, they will be the subject of Report to the University, Discussion, and if necessary legislation, in the ordinary way. The Council decided to issue such a green paper at its strategic meeting in September 2006 and has considered the draft at meetings in the Lent Term 2007. In the paper the Council sets out the foundations on which it believes our governance as a University should rest (paragraphs 2 to 5); an account of present governance arrangements and changes recently made and in course (paragraphs 6 and 7); an indication of further changes which the Council believes should be considered (paragraphs 8 to 12); and a brief comment on other, longer term, issues which have arisen in the course of discussions (paragraph 13). Background information is referenced at paragraphs 14 and 15. The Council seeks comments on the matters raised in this paper and on the specific questions at paragraph 16.

The Council's approach

2. Our governance arrangements are not an end in themselves but, rather, support the successful pursuit of the University's mission 'to contribute to society through the pursuit of education, learning, and research at the highest international levels of excellence'. The essence of our governance is academic self-government, with proper arrangements for clear internal and external accountability, timeliness of decision-making, and the inclusion of a healthy diversity of experience, expertise, and roles among those individuals in the 'governing committees' and in the Regent House.

3. A good background to the approach is provided by the introduction to the report of the working party (see box) convened by the **Master of Emmanuel** (2006) (the Wilson report: for full text see reference at paragraph 15).

> **Comment** : *hmt24*: Perhaps it should name the current Master of Emmanuel for future reference (or those of us who don't know who he is!)

THE GOOD GOVERNANCE OF CAMBRIDGE UNIVERSITY: WILSON REPORT

Introduction

1. The objective of good governance in Cambridge is the long-term prosperity of the University as a world-class institution on the basis of excellent research, outstanding teaching and academic freedom. We have been asked to consider whether the present institutions and processes of the University serve this objective well. What follows

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has not been the subject of wider consultation and is offered on a personal and informal basis.

2. We have approached the task with the following points in mind.

3. First, the University is not an island. It cannot be careless of outside opinion and pressures. Benefactors need to be satisfied that their gifts are used well. Research sponsors must know that grants are used efficiently for the purpose intended. Governments and the public have an interest in the contribution of higher education to national life. The University needs the support of all of them. The University's pre-eminence sets it up for scrutiny and any failings in governance could damage its reputation.

4. But second, the University's governance should be tailored to its needs. **The University is not a multinational corporation but a self-governing body of scholars who, though employees, have the independence of academic freedom.**

> **Comment** *hmt24:* very much agree - this should be clearly stated

The University should learn from the experience of others but should also remain true to its own enduring values and culture which have been remarkably successful. Part of this success can be attributed to the way in which the University liberates the energies of those who do research and teaching without over-burdening them with a centralised hierarchy. The result is a degree of commitment and motivation which most organisations would envy.

5. Third, we have been selective and have considered only some aspects of the University governance. We have not duplicated the work of such exercises as the Sutherland Committee on the arrangements for voting in University elections or the review of the roles and responsibilities of Chairs and Councils of the Schools. Nor have we trespassed on management matters although governance and management are often intertwined. More generally, we are conscious that 'governance' means different things in different contexts as the Higgs and other reports show. We believe the right approach is to aim at continued steady progress which builds on what Cambridge has already achieved recently, for instance by introducing external members on its Council, increasing the number of Pro-Vice-Chancellors and raising the number of academics required to call a ballot of Regent House. A systematic overhaul of institutions and processes from time to time may be helpful, but box-ticking for its own sake would be a waste of time.

6. Finally, we have borne it in mind that adherence to good governance is no guarantee of good decisions. It may support them and increase the chances of their happening, and it can reduce reputational risk. But governance is at most the handmaiden of success and the two should not be confused.

4. The seven principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership) provide a proper basis for University government, the conduct of our academic affairs and our business (see Annex 1). These principles are shared by many organizations. The way in which they are embodied in structures of governance varies considerably,

however. The Council believes it is important for the University to be open to ideas drawn from the range of models of governance available. Indeed, there are models of governance in other sectors (e.g. professional partnerships, public companies, charitable trusts) from which we may draw useful lessons.

5. The primary criteria by which the Council believes a change in governance should be accepted are that it enhances our ability, through academic self-government, to maintain, improve, and develop the University's capabilities in education, learning, research, and the custody of resources, and to honour the Nolan principles. The five major functions that our governance arrangements must deliver are seen by the Council to be:

Clear internal accountability

Clear external accountability

Avoidance or management of conflicts of interest

Timeliness of decision-making

A diversity of views informing decisions

Changes already made

6. Adopted changes arising from the work of the Wass Syndicate enabled the University to appoint a full-time Vice-Chancellor for seven years separate from any other University or College office; to develop the responsibilities of the Council as the principal executive and policy-making body of the University; and to establish the Board of Scrutiny. Since then, a number of further significant changes have been made:

(i) The number of Pro-Vice-Chancellors - academic leaders at the centre of the University - has been increased to form a team of five, and more structured arrangements have been introduced for co-ordinating their work with that of the central bodies and their policy-making committees.

(ii) The proceedings of the central bodies, beginning with the Council and followed by the General Board and the Finance Committee, have become more strategic and focused. In part, this has been achieved by the Council and the Board having periodic meetings separate from the regular business meetings. In the Council's case these focus on strategy for major questions facing the University, and in the Board's particularly on the long-term academic and financial plans of the Schools and other institutions. The Business Committee of the Council and the increased use of circulation for the approval of routine business (or the preparation of other business) have increased the Council's efficiency, without removing the opportunity for individual members of the Council to participate in this work, or to take particular business to a full meeting.

(iii) The structure of Council Committees has been made more flexible, by removing the previous statutory obligation to appoint an Executive Committee and a

Consultative Committee, and improved by giving a necessary statutory basis to the Council's Audit Committee. (The Executive Committee has been retained as a non-statutory Committee dealing mostly with legal and ethical matters.)

(iv) Two places for external, independent members on the Council have been established by Statute, one of whom must chair the Audit Committee. The first members appointed have now been in office for two years of a four-year term. The University benefits greatly from this voluntary service and the comparable service of independent members of the Finance Committee, the Audit Committee, the Buildings Committee, and the new Investment Board. The University has good reason to be grateful to these members and to appreciate their significant commitment of time.

(v) The management of conflict of interest, actual or perceived, has been made more explicit by the introduction of a Register of Interests (available for consultation through the Registrary) for the members and senior officers of the Council, the General Board, and their principal committees including the Audit Committee, the Finance Committee, the Investment Board, the Planning and Resources Committee, and the Buildings Committee. The Register complements the requirement in the University Financial Regulations for individuals to declare interests relevant to specific items of business.

Current changes

7. A number of other changes have been proposed recently and are at various stages of consideration or implementation:

(i) The Council and the General Board, after extensive consultation, have reported to the University about the role and responsibilities of the Councils of the Schools and their chairs, proposing codification and modernization of the relevant Statutes and Ordinances and, in particular, proposing arrangements which would permit the chairs as Heads of the Schools to devote more time to this important work, while maintaining some presence in University teaching and research. (The Report was discussed on 23 January 2007 and a Notice in reply will be submitted in due course.)

(ii) A statutory amendment has been made, following a Report, to clarify provision for delegation by confirming that a body may explicitly delegate duties to an individual as well as to a committee; the Report also proposed updating of some review procedures (Statutes K, 2 and K, 5). This amendment is before the Privy Council.

(iii) Arrangements for voting in the University, especially in the Regent House, have been revised and in some respects simplified and modernized; the introduction of electronic voting is under consideration.

(iv)The Council is also introducing other working changes. A code of practice for members of the Council, in addition to existing procedural Standing Orders, has been approved and will soon be published. It will also serve as a guide for other bodies in the University. A guide to University procedures, and to University Committees, is in preparation and will be published and kept under review. Publication will be in the *Reporter* and on the web. A University business website is in development to make it

easier to locate material, and to supplement existing consultative and participatory arrangements.

Possible further changes

8. The Council has been considering other matters about which it would welcome comments from within the University. The first is to strengthen the external membership of the Council. Another is to better manage the Vice-Chancellor's role as *de facto* chair of the Council and her accountability to the Council for her performance as Vice-Chancellor. The Chancellor of the University has the historic right of attendance and, if present, may chair the meeting: this is not affected by the possibilities referred to below. Recent Chancellors have not exercised this right.

9. **The Council believes that substantial benefit to the University would be obtained by increasing the number of external members to four (but not more).**

This would enable a greater diversity of experience, expertise, and judgement to be present at the Council table than at the present, to the benefit of the Council's work. The Council believes that to go beyond four would be a mistake, for it would unbalance the Council (a relatively small body) in its role in conducting much of our academic self-government. The present two external members of the Council, Mr Nigel Brown and Lord Simon, indeed proposed to the Council that this judgement should be set out in the present paper.

10. The Council believes that the present accountability arrangements for the Vice-Chancellor, put in place by the present Vice-Chancellor, are sound, but they are *ad hoc*. At the beginning of each academic year, the Vice-Chancellor presents her goals for the year to the Council. At the end of the academic year, in the absence of other officers, the Vice-Chancellor reports on progress toward those goals and members of the Council question the Vice-Chancellor. She then withdraws, and members of the Council discuss the Vice-Chancellor's performance. Thereafter, a Council member designated by the Vice-Chancellor conveys the substance of the discussion to her. It is desirable that these *ad hoc* arrangements be provided for more formally. The Council further notes that the Vice-Chancellor's twin responsibilities, as Chair of the Council for the proper and efficient conduct of its business and as the University's principal officer leading the business of the University, may sometimes give rise to a further, different tension.

11. The Council has therefore considered two possible sets of arrangements for chairmanship of the Council, on which it seeks views:

(i) One would be for an external, independent member of the Council to chair the Council; this could be viewed as instituting a part-time chairmanship on the lines of arrangements adopted in some public and charitable organizations and companies.

(ii) The other would be for the Vice-Chancellor to remain as chairman but for one of the external members to be nominated as deputy chairman, taking the chair for identified business, particularly the 'accountability' meeting for the Vice-Chancellor, consideration of remuneration matters concerning the Vice-Chancellor and possibly some other senior officers, and procedures at meetings of the Council in selecting a

Page 5: [1] Comment [hmt4]   **Faculty of English**   **04/07/2007 15:39:00**

sjc1: It is true that that a majority of Council believes that substantial benefit to the University would be obtained by increasing the number of external members from 2 to 4 (but not more). However, I am in two minds whether an increase in the number of externals is wise. On the one hand I think that the present externals make a positive contribution to the governance of the University, on the other I am worried that increasing the number of externals to 4 would imbalance the Council. To be more precise, at present the Council consists of (a) the VC; (b) 4 heads of house (who are elected, but somehow it is almost always the case that the election is not contested); (c) 4 members of the Regent House (RH) from the Profs and Readers (there is usually an election); (d) 8 members of the RH who are not Profs and Readers (there is usually an election); (e) 3 junior members; (f) 2 externals. The Chancellor is also a member of Council (but I think has never attended). In attendance at Council Meetings there are normally a number of senior academic-related members of staff (e.g. the Registrary and Director of Finance) and at least one pro-VC. With 2 more external members, that part of Council for which there are regularly contested elections involving members of the RH would fall to just 12 out of 24 My view is that if it is appropriate to have 4 external members then I would be happier if there was scope for the RH to have a more direct democratic influence on the choice of externals. I think there is a need for some "checks and balances" to avoid any hint of "packing". At present the externals are appointed by Grace of the RH on the nomination of Council, following on from the recommendation of a Nominating Committee consisting of (in practice) the High Steward, the VC, 2 members of Council, 2 members of the RH and 2 others (see Statutes and Ordinances, page 115). I would be happier with one of both of the following: (a) In many scientific societies the Nominating Committee is directly elected by members. I think it would be better if a [large] majority, or all, of the Nominating Committee were directly elected by the RH, e.g. at the same time as elections to either Council or the Board of Scrutiny (to save expense). Even Oxford was proposing something similar to this for externals in their [thankfully] ill-fated proposals before Christmas. (b) As an alternative, or in addition, I think that it should be possible for a number of members of the RH (say 25 or more) to directly propose other candidates at the Grace stage (and so force an election). Such a possibility would provide a good "check and balance" on who was nominated; my guess is that it would be very rare for an external to be challenged. Might I note that it has been suggested to me that just the possibility of an election would stop some externals allowing their names to go forward; however, if such externals are not happy with such a democratic aspect of our governance, then I am not sure that they are appropriate externals

new Vice-Chancellor (though this person would not necessarily chair the search or advisory committee).

12. The present statutory composition of the Council is set out in Annex 2. One of the two present external members is statutorily required to act as Chair of the Audit Committee and that person could not also act in either of the roles suggested at paragraph 11. If the other present external member were to take on the additional role, both could be committed to these chairman-type roles, to the detriment of other important activity as an external member of the Council. But if there were four external members this problem would be addressed.

13. Two other matters have been raised in the course of the Council's discussions, but they are simply noted here for the record as possible matters for future consultation:

(i) The progressive implementation of the new pay and grading structure, in which the titles of some posts may diverge from those specifically recognized for eligibility for membership of the Regent House, may require amendments of the Statutes and regulations. Questions have also been raised as to whether to take the opportunity to make substantive changes to eligibility.

(ii) Eligibility for class (c) of the Council (currently, but only since the changes arising from Wass Syndicate, restricted to members of the Regent House who are not Heads of House or Professors or Readers) could be reconsidered, as there are now more Professors and Readers in the University. There may be an argument for amalgamating class (b) (Professors and Readers) and class (c) (other members of the Regent House).

Background Information

14. The following documents are annexed to this paper as background and for information:

The statement of the Seven Principles of Public Life prepared by the Committee on Standards in Public Life chaired by Lord Nolan (Annex 1);

The present composition of the Council (Statute A, IV, 2) (Annex 2);

The voluntary code on governance prepared by the Committee of University Chairmen and commended by HEFCE (Annex 3);

The statement of Cambridge corporate governance published by the Council with the Annual Accounts of the University, December 2006 (Annex 4).

15. In addition, the Council's recent discussions of governance and the preparation of this paper have been informed by the work of an advisory group set up by the Vice-Chancellor, consisting of Lord Wilson of Dinton (Master of Emmanuel and member of the Council), who convened it, Professor Badger (Master of Clare and member of the Council), Professor Bell (member of the General Board), and Lord Simon (an external, independent member of the Council), with the Registrary and the Administrative Secretary. A descriptive and discussion paper produced by Lord

Wilson after various discussions by the group has formed the basis for discussion by the Council at the strategic meeting in September 2006 and at several subsequent meetings. (The introduction is set out on page 595 of this paper.) The Council believes that the paper (although in some detailed respects already out of date) may be of interest more generally. It is available on the web at http://www.admin.cam.ac.uk/committee/council/. The Council emphasizes that the conclusions or proposals set out in the paper are not necessarily endorsed by the Council itself and that it is the propositions in the present green paper on which comments are invited.

Questions for comment

16. The Council seeks comments on the paper generally and these specific questions:

Question 1. Are you in general agreement with the Council's approach to governance matters for the University?

Question 2. Do you favour a limited increase in the number of external, independent members of the Council?

Question 3. If so, should there be four such members, or some other number?

Question 4. Do you agree with the establishment of an external chairmanship of the Council?

Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered?

17. General comments, and responses to the specific questions above are invited from individual members of the University and from University institutions and authorities. They should be sent to the Registrary at the University Offices, The Old Schools (e-mail registrary@admin.cam.ac.uk) so as to reach him by 22 June 2007. All comments received will be published unless a specific request otherwise is made by the author. This paper is also available at http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/.

18. The Council will consider all comments and responses received and expects to comment further, probably publishing proposals later in 2007, either as a further green paper or papers or as a Report or Reports to the University for Discussion in the normal way of University business, and if necessary legislation.

Annex 1

Committee on Standards in Public Life: the Seven Principles of Public Life

The Committee has set out 'Seven Principles of Public Life' which it believes should apply to all in the public service. These are:

Selflessness

Holders of public office should act solely in terms of the public interest.

They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

Annex 2

The present composition of the Council (Statute A, IV, 2)

2. The Council shall consist of the Chancellor, the Vice-Chancellor, nineteen elected members, and two appointed members in the following classes:

(*a*) four from among the Heads of Colleges;

(*b*) four from among the Professors and Readers;

(*c*) eight from among the other members of the Regent House;

(*d*) three from among the students in the University, of whom at least one shall be from among those certified by the Registrary to be graduate students;

(*e*) two persons appointed by Grace of the Regent House who at the time of appointment are not qualified to be members of the Regent House except under Statute A, III, 7(*a*)(ii), nor are employees of the University or a College, one of whom shall be designated by the Council to chair the Audit Committee of the Council.

Members in each of classes (*a*), (*b*), and (*c*) shall be elected by the Regent House in accordance with section 4(*a*) of this Statute and in a manner determined by Ordinance. Members in class (*d*) shall be elected by the students in the University in accordance with section 4(*b*) of this Statute and in a manner determined by Ordinance. Members in class (*e*) shall be appointed by Grace of the Regent House on the nomination of the Council; the arrangements for nomination shall be prescribed by Ordinance. For the purpose of this Statute the terms student in the University and graduate student shall be defined by or under Ordinance.

Annex 3

Voluntary code on governance prepared by the Committee of University Chairmen and commended by HEFCE

Guide for Members of Higher Education Governing Bodies in the UK

November 2004/40a

Part I Governance Code of Practice

Role of the Governing Body

This Code is voluntary and is intended to reflect good practice in a sector which comprises a large number of very diverse institutions. Institutions should state that they have had regard to the Code, and where an institution's practices are not consistent with particular provisions of this Code an explanation shall be published in the corporate governance statement of the annual audited financial statements.

1. Every higher education institution shall be headed by an effective governing body, which is unambiguously and collectively responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which the institutional mission is achieved and the potential of all learners is maximised. The governing body shall ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance and, subject to these, it shall take all final decisions on matters of fundamental concern to the institution.

2. Individual members and governing bodies themselves should at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

3. The governing body shall meet sufficiently regularly, and normally not less than four times a year, in order to discharge its duties effectively. Members of the governing body shall attend regularly and actively participate.

4. The institution's governing body shall adopt a Statement of Primary Responsibilities which should include provisions relating to:

approving the mission and strategic vision of the institution, long-term business plans, key performance indicators (KPIs) and annual budgets, and ensuring that these meet the interests of stakeholders

appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance

ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest

monitoring institutional performance against plans and approved KPIs, which should be, where possible and appropriate, benchmarked against other institutions.

5. This Statement shall be published widely, including on the internet and in the annual report, along with identification of key individuals (that is, chair, deputy chair, head of the institution, and chairs of key committees) and a broad summary of the responsibilities that the governing body delegates to management or those which are derived directly from the instruments of governance.

6. All members should exercise their responsibilities in the interests of the institution as a whole rather than as a representative of any constituency. The institution shall maintain and publicly disclose a register of interests of members of the governing body.

7. The chair shall be responsible for the leadership of the governing body, and be ultimately responsible for its effectiveness. The chair shall ensure the institution is well connected with its stakeholders.

8. The head of the institution shall be responsible for advice on strategic direction and for the management of the institution, and shall be the accounting officer in respect of the use of Funding Council funds. The head of the institution shall be accountable to the governing body which shall make clear, and regularly review, the authority delegated to him/her as chief executive, having regard also to that conferred directly by the instruments of governance.

Structure and Processes

9. There should be a balance of skills and experience among members sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence. A governing body of no more than 25 members represents a benchmark of good practice.

10. The governing body shall have a majority of independent members, defined as both external and independent of the institution.

11. Appointments shall be managed by a nominations committee, normally chaired by the chair of the governing body. To ensure rigorous and transparent procedures, the nominations committee shall prepare written descriptions of the role and the capabilities desirable in a new member, based on a full evaluation of the balance of skills and experience of the governing body. When vacancies arise they should be widely publicised both within and outside the institution. When selecting a new chair, a full job specification should be produced, including an assessment of the time commitment expected, recognising the need for availability at unexpected times.

12. The chair shall ensure that new members receive a full induction on joining the governing body, that opportunities for further development for all members of the governing body are provided regularly in accordance with their individual needs, and that appropriate financial provision is made for support.

13. The secretary to the governing body shall be responsible for ensuring compliance with all procedures and ensuring that papers are supplied in a timely manner with information in a form and of a quality appropriate to enable the governing body to discharge its duties. All members shall have access to the advice and services of the secretary to the governing body, and the appointment and removal of the secretary shall be a decision of the governing body as a whole.

14. The proceedings of the governing body shall be conducted in as open a manner as possible, and information and papers restricted only when the wider interest of the institution or the public interest demands, including the observance of contractual obligations.

Effectiveness and Performance Reviews

15. The governing body shall keep its effectiveness under regular review. Not less than every five years it shall undertake a formal and rigorous evaluation of its own effectiveness, and that of its committees, and ensure that a parallel review is undertaken of the senate/academic board and its committees. Effectiveness shall be measured both against the Statement of Primary Responsibilities and compliance with this Code. The governing body shall revise its structure or processes accordingly.

16. In reviewing its performance, the governing body shall reflect on the performance of the institution as a whole in meeting long-term strategic objectives and short-term KPIs. Where possible, the governing body shall benchmark institutional performance against the KPIs of other comparable institutions.

17. The results of effectiveness reviews, as well as of the institution's annual performance against KPIs, shall be published widely, including on the internet and in its annual report.

Annex 4

STATEMENT OF CAMBRIDGE CORPORATE GOVERNMENT (*Reporter*, 2006-07, p. 267)

CORPORATE GOVERNANCE

1. The following statement is provided by the Council to enable readers of the financial statements to obtain a better understanding of the arrangements in the University for the management of its resources and for audit.

2. The University endeavours to conduct its business in accordance with the seven principles identified by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) and within the general principles of the Guidance to Universities which has been provided by the Committee of University Chairmen and its 'Guide for Members of Governing Bodies of Universities and Colleges in England, Wales and Northern Ireland'. Further information is given at paragraph 9 below.

3. Under the Statutes the Governing Body of the University is the Regent House which comprises the resident senior members of the University and the Colleges, together with the Chancellor, the High Steward, the Deputy High Steward, and the Commissary. Subject to the Regent House, the Council of the University is the principal executive and policy-making body of the University, with general responsibility for the administration of the University, for the planning of its work, and for the management of its resources. The membership of the Council includes two external members, one of whom chairs the Audit Committee (see paragraph 7 below). The General Board of the Faculties is responsible, subject to the Regent House and to the responsibilities of the Council, for the academic and educational policy of the University.

4. The Council is advised in carrying out its duties by a number of Committees, including the Planning and Resources Committee, the Finance Committee, the Audit Committee and the Risk Steering Committee. The Planning and Resources Committee is a joint committee of the Council and the General Board. Its responsibilities include the development and oversight of the University's Strategic Plan, and the preparation of the University's budget. The Finance Committee is chaired by the Vice-Chancellor and advises the Council on the management of the University's assets, including real property, monies and securities, and on the care and maintenance of all University sites and buildings. The Audit Committee governs the work of the Internal and External Auditors, reporting on these matters directly to the Council. The Risk Steering Committee is responsible to the Council for the identification of the major corporate risks and their management.

5. The Vice-Chancellor is, *de facto*, the principal academic and administrative officer of the University. Under the terms of the Financial Memorandum between the University and the Higher Education Funding Council for England the Vice-Chancellor is the Designated Officer of the University.

6. Under the Statutes, it is the duty of the Council to exercise general supervision over the finances of all institutions in the University other than the University Press; to keep under review the University's financial position and to make a report thereon to

the University at least once in each year; to recommend bankers for appointment by the Regent House; to prepare and publish the annual accounts of the University in accordance with UK applicable accounting standards such that the accounts give a true and fair view of the state of affairs of the University.

7. It is the duty of the Audit Committee to keep under review the effectiveness of the University's internal systems of financial and other controls; to advise the Council on the appointment of external and internal auditors; to consider reports submitted by the auditors, both external and internal; to monitor the implementation of recommendations made by the internal auditors; to satisfy themselves that satisfactory arrangements are adopted throughout the University for promoting economy, efficiency and effectiveness; to establish appropriate performance measures and to monitor the effectiveness of external and internal audit; to make an annual report to the Council, the Vice-Chancellor and the Higher Education Funding Council for England; to receive reports from the National Audit Office and the Higher Education Funding Council for England. The Registrary is Secretary to the Audit Committee. Membership of the Audit Committee includes five external members (including the chair of the Committee), appointed by the Council with regard to their professional expertise and experience in comparable roles in corporate life.

8. The University maintains a Register of Interests of Members of the Council, the General Board, the Finance Committee and the Audit Committee, and of the Senior Administrative Officers, which may be consulted by arrangement with the Registrary.

9. The University is a self-governing community whose members act in accordance with the seven principles of public life (see paragraph 2 above) and in pursuit of the objectives and purposes of the University as set out in its Statutes. The University complies with most but not all of the voluntary Governance Code of Practice published in November 2004 by the Committee of University Chairmen. In particular the Vice-Chancellor is chair of the Council, which does not have a majority of external members, and the Council is subject to the statutory authority of the Regent House. The University has no immediate plans to change these arrangements, which have proved reliable over many years in enabling the University to achieve its academic objectives.

T. J. MEAD, *Registrary*
END OF THE OFFICIAL PART OF THE 'REPORTER'

Cambridge University Reporter 25 April 2007

Topic Contents: " The Good Governance of Cambridge University: Correct Link!"

[2 responses] - Harriet Truscott (18-Jun-2007 09:25 GMT)

The Green paper 'The Good Governance of Cambridge University', published in the Reporter of 25 April 2007, is now attached below.

Please click the 'reply to topic' button to contribute your comments on the paper.

Please note that comments are not anonymous, and cannot be edited or deleted by users.

http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html

Incorrect link?

[1 response] Patrick Gosling (18-Jun-2007 09:26 GMT)

Is it intended that the attachment provided here should be the Wilson report, rather than the council's green paper?

Link now corrected

Harriet Truscott (18-Jun-2007 09:27 GMT)

Apologies Patrick. I've now corrected the link with what I believe is the correct one.

Election/Appointment of Externals

Stephen J. Cowley (20-Jun-2007 15:06 GMT)

The aim of this post is to encourage a few more members of the Regent House to submit responses by the deadline of **this Friday** (22 June 2007). As a member of Council it would be inappropriate for me to submit a response; however, there is an issue that I would like to draw to everyone's attention (and it will give me a chance to see if this forum works).

To recap the Green Consultative Paper on Governance is available at http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html. Might I also recommend to you Lord Wilson's discussion paper available at http://www.admin.cam.ac.uk/cam-only/committee/council/governance/wilson.pdf.

In para. 9 of the Green Paper it is noted that a majority of Council believes that substantial benefit to the University would be obtained by increasing the number of external members from 2 to 4 (but not more). I am in two minds whether an increase in the number of externals is wise. On the one hand I think that the present externals make a positive contribution to the governance of the University, on the other I am worried that increasing the number of externals to 4 would imbalance the Council.

To be more precise, at present the Council consists of

(a) the VC;
(b) 4 heads of house (who are elected, but somehow it is almost always the case that the election is not contested);
(c) 4 members of the Regent House (RH) from the Profs and Readers (there is usually an election);
(d) 8 members of the RH who are not Profs and Readers (there is usually an election);
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The Chancellor is also a member of Council (but I think has never attended). In attendance at Council Meetings there are normally a number of senior academic-related members of staff (e.g. the Registrary and Director of Finance) and at least one pro-VC.

With 2 more external members, that part of Council for which there are regularly contested elections involving members of the RH would fall to just 12 out of 24

My view is that if it is appropriate to have 4 external members then I would be happier if there was scope for the RH to have a more direct democratic influence on the choice of externals. I think there is a need for some "checks and balances" to avoid any hint of "packing".

At present the externals are appointed by Grace of the RH on the nomination of Council, following on from the recommendation of a Nominating Committee consisting of (in practice) the High Steward, the VC, 2 members of Council, 2 members of the RH and 2 others (see Statutes and Ordinances, page 115).

I would be happier with one of both of the following:

(a) In many scientific societies the Nominating Committee is directly elected by members. I think it would be better if a [large] majority, or all, of the Nominating Committee were directly elected by the RH, e.g. at the same time as elections to either Council or the Board of Scrutiny (to save expense). Even Oxford was proposing something similar to this for externals in their [thankfully] ill-fated proposals before Christmas.

(b) As an alternative, or in addition, I think that it should be possible for a number of members of the RH (say 25 or more) to directly propose other candidates at the Grace stage (and so force an election). Such a possibility would provide a good "check and balance" on who was nominated; my guess is that it would be very rare for an external to be challenged. Might I note that it has been suggested to me that just the possibility of an election would stop some externals allowing their names to go forward; however, if such externals are not happy with such a democratic aspect of our governance, then I am not sure that they are appropriate externals.

Hence, might I encourage you to send in a comment or response on the Green Paper (particularly as regards the above). Responses should be sent to the Registrary at the University Offices, The Old Schools (e-mail registrary@admin.cam.ac.uk) so as to reach him by 22 June 2007.

UNIVERSITY OF CAMBRIDGE

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Author	Message
phpadmin Site Admin Joined: 24 May 2007 Posts: 4	☐ Posted: 25 May 2007 04:18 pm Reply with quote - Edit/Delete this post Delete this post View IP address of poster Post subject: Topic: 'The Good Governance of Cambridge University' The Green paper 'The Good Governance of Cambridge University', published in the Reporter of 25 April 2007, is attached below. Please click the 'reply to topic' button to contribute your comments on the paper. Please note that comments are not anonymous. http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html Last edited by phpadmin on 18 Jun 2007 09:28 am; edited 2 times in total
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phpadmin Site Admin Joined: 24 May 2007 Posts: 4	☐ Posted: 31 May 2007 11:05 am Reply with quote - Edit/Delete this post Delete this post View IP address of poster Post subject: commonly used terms A general note - I find that quite a lot of jargon is used, including the terms "green paper" and "report to the University". There is clearly a substantial difference but I have no clear understanding of what the implications might be. Would it be possible to link to a glossary of council terms?
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jpmg1 Joined: 07 Jun 2007 Posts: 2	☐ Posted: 08 Jun 2007 11:37 am Reply with quote - Edit/Delete this post Delete this post View IP address of poster Post subject: attachment As with the other caret forum tool, was it intended to attach the wilson report here rather than the council green paper?
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hvs1001 Joined: 29 May 2007 Posts: 1	☐ Posted: 08 Jun 2007 03:11 pm Reply with quote - Edit/Delete this post Delete this post View IP address of poster Post subject: It should be a link to the Reporter.
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jpmg1

Joined: 07 Jun 2007
Posts: 2

🗋 Posted: 14 Jun   Reply with quote - Edit/Delete this post Delete this post View IP address of poster
2007 08:35 am
 Post subject:

> **hvs1001 wrote:**
> It should be a link to the Reporter.

It appears to be a link to

http://www.admin.cam.ac.uk/cam-only/committee/council/governance/wilson.pdf

which is the original wilson report, whereas the green paper as published in the Reporter is at

http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html

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phpadmin
Site Admin
Joined: 24 May 2007
Posts: 4

🗋 Posted: 18 Jun   Reply with quote - Edit/Delete this post Delete this post View IP address of poster
2007 09:29 am
 Post subject: Link
now corrected

I've updated the link and believe it is now correct.

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sjc1

Joined: 07 Jun 2007
Posts: 1

🗋 Posted: 20 Jun   Reply with quote - Edit/Delete this post Delete this post View IP address of poster
2007 02:52 pm
 Post subject:
Election/Appointment
of Externals

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Response of the Board of Scrutiny to the Green Paper issued by the Council

The Board welcomes the publication of the 'green paper' issued by the Council on 'Developing governance by building on good practice'. The Board has commented in the past that items of major significance have not been allowed adequate consultation with interested parties and believes that documents of this nature are helpful in informing debate and decision on far-reaching matters of this kind. The Board hopes that the newly-appointed Registrary will also have the opportunity to contribute to the discussion of this paper. With respect to the questions to which the green paper specifically invites comment, the Board's responses are as follows:

1. 'Are you in general agreement with the Council's approach to governance matters for the University?'
The Board supports an evolutionary, rather than a revolutionary, approach to the question of governance and agrees with the approach of the Council to the extent that it complies with the guidance laid out in the relevant Annexes. The Board welcomes the implicit emphasis on governance being driven by purpose and effective policy, rather than by structural change for its own sake.

2. 'Do you favour a limited increase in the number of external, independent members of the Council?'
Yes, the Board suggests a maximum number of four external independent members, in order to allow the external members scope for diversifying and/or sharing their responsibilities, without upsetting the balance of Council in favour of those actively engaged with its core activities. The Board recognises that this will necessarily result in an increase in the number of unelected members of the Council but, with 16 members of Council elected by the Regent House in the different classes, does not believe that this will have a significant effect on the overall balance of the Council.

3. 'If so, should there be four such members, or some other number?'
As stated above, the Board suggests a maximum number of four independent members.

4. 'Do you agree with the establishment of an external chairmanship of the Council?'
No. The Board is of the opinion that the VC is more likely to be abreast of current issues than an external member. See 5 below, however.

5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered?

The Board suggests that a Deputy Chairman, elected annually by the Council, could take the chair in the absence of the VC and when issues arise on which the VC might be 'conflicted'. The Board has no strong views on whether this post should be held by an internal or external member of the Council.

Board of Scrutiny, June 7th 2007

From: J.H. Baker [jhb16@hermes.cam.ac.uk] on behalf of J.H. Baker [jhb16@cam.ac.uk]
Sent: 21 June 2007 14:49
To: DIST Registrary
Subject: Governance

I am afraid there was a misprint in my last sentence. The correct version
is:

Question 1. Are you in general agreement with the Council's approach to governance
matters for the University? Yes - I found the Wilson document very sensible.

Question 2. Do you favour a limited increase in the number of external, independent
members of the Council? No - the only argument in favour is that our political masters
wish us to go further, but (admittedly without recent first-hand experience of the
Council) I would have thought two sufficient.

Question 3. If so, should there be four such members, or some other number?
N/A

Question 4. Do you agree with the establishment of an external chairmanship of the
Council? No - I think the V-C should chair it.

Question 5. If not, do you prefer the appointment of an external deputy chairman or
are there other models that might be considered? There is a case for a deputy
chairman, but I am not sure that it necessarily has to be an 'external' member.

John Baker

-----Original Message-----
From: Dennis Barden [mailto:D.Barden@dpmms.cam.ac.uk]
Sent: 22 June 2007 14:18
To: DIST Registrary
Subject: University Green Paper on Governance

Dear Dr Mead,

Although, on account of my age, I have ceased to be a member of the Regent House I
have learned from a colleague that the University's Council has published a Green
Consultative Paper on Governance and asked for responses. I would like to respond on
two points, if I may.

Firstly, on the suggestion that the number of external members be increased from 2 to
4. Although I understand that the present externals make a positive contribution to
the governance of the University, I am concerned that increasing their number would
imbalance the Council:
with 2 more external members, that part of Council for which there is a regularly
contested election involving members of the RH would fall to 12 out of 24, i.e. a
minority since the VC has a casting vote.
If it is deemed appropriate to have 4 external members then it would be better if
there was also scope for the RH to have a more direct democratic influence on the
choice of externals in order to provide some checks and balances. This could, for
example, be achieved by all, or at least a majority, of the Nominating Committee being
directly elected by the RH, or by allowing members of the RH to directly propose (e.g.
by
flysheet) other candidates at the Grace stage, and so force an election.

Secondly, to return to my first sentence, I understand that the Green Paper also
referred to membership of the Regent House. I was surprised, among other reactions, to
learn, indirectly through non-receipt of the expected ballot papers for the elections
to Council, that there is an age qualification for membership of the RH. In my case I
(a) am a Life Fellow of one college and still actively teaching in that and a second
college at which I was formerly Director of Studies, as well as helping to a lesser
degree in two or three further colleges;
(b) continue to publish books and papers, admittedly only a few yet more than I
previously had time for, as well as editing a series of advanced research texts for a
major publisher;
(c) have an, admittedly part-time, post in the Department which contributes towards
our Tripos Examinations.
I would suggest that any one of (a), (b) or (c) should be sufficient for a member of
the University to be a member of the Regent House, whether that person be 71 or 101.

Yours sincerely,
Dennis Barden

From: Prof. G.W.W. Barker [gb314@cam.ac.uk]
Sent: 02 May 2007 09:54
To: DIST Registrary
Subject: governance green paper

Dear Tim,

Having read the governance paper, my personal responses would be:

Q1: yes
Q2: yes
Q3: 4 seems a good balance
Q5: I think the external deputy chairman is a good idea. At the AHRC, we have a Chair
(Brian Follett) and a Chief Exective (Philip Esler). At Leicester the (external) Chair
of Council chaired the Council (and things like the remuneration committee) and the VC
chaired the Senate. Given the rather different role of Council here (i.e. we don't
have an equivalent of Senate), the external Deputy Chair and the VC as Chair looks a
sensible idea.

best wishes,

Graeme

--
Prof. Graeme Barker FBA
Director, McDonald Institute for Archaeological Research and Head of Department of
Archaeology University of Cambridge Downing Street Cambridge CB2 3ER UK

From: Colm-cille Caulfield [mailto:cpc12@cam.ac.uk]
Sent: 21 June 2007 17:35
To: DIST Registrary
Subject: comments on green paper on governance

Dear Sir,

I would like to comment on the green paper on governance. Good governance is clearly a critical issue for all organizations. However, there is no unique optimal solution: different organizations need different structures.

My specific (brief) responses to the posed questions at http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html are:

1) I am in general agreement

2) Yes, provided their appointment is transparent, leaving no opportunity for their independence to be questioned.

I have held a tenured faculty position within the University of California system. UC is governed by 26 Regents, the vast majority of whom are "external", but appointed by the democratically elected governor of the state of California (for 12 year terms). Their independence is therefore self-evident.

3) There should only be four members if their appointment process is democratic: a guiding principle should be that the majority of the Council should be responsible to and appointed by an electorate. The appointment of the external members should not be in the gift of a non-elected person or organization. An attractive model is for Regents House to elect a "nominating committee" which in turn would approach and appoint external members (with relatively long terms of service) of council. The nominating committee would thus be accountable, and the external members would still be independent through their longevity of service.

4) I do agree with the establishment of an external chairman, but would also be quite happy for the VC to chair council.

5) If the VC were chair, I think an external deputy chair is a highly appropriate structure.

Best wishes with your deliberations,

Colm Caulfield

C P Caulfield
University Lecturer in Fluid Flow, BP Institute
& Department of Applied Mathematics & Theoretical Physics
College Lecturer & Fellow of Mathematics, Churchill College
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Ph: +44-1223-336-190 (Churchill)
c.p.caulfield@bpi.cam.ac.uk

From: K. Edgcombe [ke10@cus.cam.ac.uk] on behalf of Katy Edgcombe [ke10@cam.ac.uk]
Sent: 22 June 2007 09:44
To: DIST Registrary
Subject: Green paper comment

I wish to comment on one small aspect of the Green Paper, in relation to external members of Council.

To avoid any appearance of cronyism in the appointment of externals, I believe it is important that the Regent House should have a fairly direct say in the process. This might be achieved by having direct elections by the RH to the nominating committee, or even more directly by allowing members of the RH (obviously with a minimum number requirement) to propose externals (thereby possibly forcing an election).

I think this would be an important contribution to transparency and improve the authority of those serving the University in this way. The latter option might rarely be taken up, but the possibility would itself improve the process.

Katy Edgcombe (Computer Officer, University Computing Service, and Fellow of Newnham College)

From: Professor G.R.Evans on behalf of Professor G.R.Evans
Sent: Sat 09/06/2007 12:19
To: tjm26@cam.ac.uk
Subject: Green paper comments

Tim,

Comments from former members of the RH are not apparently excluded so,

RE:" The Council believes that substantial benefit to the University would be obtained by increasing the number of external members to four (but not more). This would enable a greater diversity of experience, expertise, and judgement to be present at the Council table than at the present, to the benefit of the Council's work."

What is the evidence that external members automatically bring 'experience, expertise, and judgement' which cannot be available in members of the RH? Precisely what 'experience, expertise, and judgement' is this? And are there no counter-indications, such as the inevitably lesser understanding and knowledge of the University such members must have?

RE: " The Council believes that to go beyond four would be a mistake, for it would unbalance the Council (a relatively small body) in its role in conducting much of our academic self-government. The present two external members of the Council, Mr Nigel Brown and Lord Simon, indeed proposed to the Council that this judgement should be set out in the present paper."

Yes, but originally two was said to be the maximum. HEFCE will not be satisfied with four because it is pushing Oxford for a majority of externals. So how long will it be before another hitch in the numbers is proposed?

RE" 10. The Council believes that the present accountability arrangements for the Vice-Chancellor, put in place by the present Vice-Chancellor, are sound, but they are ad hoc. " and RE: " her accountability to the Council for her performance as Vice-Chancellor."

Surely it is to the RH that the VC should be accountable? Surely her annual report on her work should be published and Discussed?

RE: Proposals (i) (for an external, independent member of the Council to chair the Council) and (ii)(for one of the external members to be nominated as deputy chairman, taking the chair for identified business)

This is really about the fundamental question of going over the the CUC approved structure where there is a Chair of the governing body and a single executive director, who is the VC. The RH has said not to an

executive VC.

RE: changes to eligibility for membership of the Regent House This goes to the heart of the concept of a direct academic democracy and needs very careful thought.

RE: changing the balance of categories of member

It should not be forgotten that the current increase in the proportion of readers and professors is related to the age-cohort bulge. It is not necessarily permanent.

Questions for comment 16. The Council seeks comments on the paper generally and these specific questions: Question 1. Are you in general agreement with the Council's approach to governance matters for the University? I see no reason for the present tiptoeing towards HEFCE requirements. Question 2. Do you favour a limited increase in the number of external, independent members of the Council? No. Question 3. If so, should there be four such members, or some other number? None would be good. Question 4. Do you agree with the establishment of an external chairmanship of the Council? Not without full acknowledgement of what it means so that the RH realizes it is entering the CUC structure. Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered? None of these.

Gill

Comments on the
"Developing Governance in Cambridge"
Green Paper

by

Professor Christopher Forsyth
Chairman of the Board of Scrutiny 2003-2004

I shall deal with comments on the specific questions asked by Council in the order in which they are asked.

Question 1. Are you in general agreement with the Council's approach to governance matters for the University?

In general I support the Council's approach to governance matters in the Green Paper including, in particular, this statement from the Wilson Report (incorporated by the Green Paper into the Council's approach):

> "The University is not a multinational corporation but a self-governing body of scholars who, though employees, have the independence of academic freedom. The University should learn from the experience of others but should also remain true to its own enduring values and culture which have been remarkably successful. Part of this success can be attributed to the way in which the University liberates the energies of those who do research and teaching without over-burdening them with a centralised hierarchy. The result is a degree of commitment and motivation which most organisations would envy."

However, there is one more critical point. The Board of Scrutiny has several times pointed out that proposals for governance reform should be addressed by way of an occasional Syndicate with an appropriate skilled and experienced membership. Proposals for the reform of the Council, says the Board, should not emanate from the Council alone. Thus having the Green Paper emerge from the Council alone would have been a serious deficiency were it not for the fact that this is a Green Paper, genuinely open to consultation and discussion.

Question 2. Do you favour a limited increase in the number of external, independent members of the Council?

Contrary to the case made in the Green Paper the case for external members surely does not rest on the university's lack of expertise or experience. There is an immense depth of expertise and experience in the university on practically every subject under the sun, including how to run universities. And if the Council feels that it lacks expertise in a particular matter, it must seek advice from an expert (as it often does, internally and externally).

There is thus a fear in my mind that this suggestion is made, not because of the inherent merits of the proposal, but because it is believed, in the words of the Wilson Report, that the university "cannot be careless of outside opinion and pressures". Some outside opinion considers that the university should abandon self-government and settle for a Council with a majority of external members. But once you have paid "the Dane-geld.... You never get rid of the Dane". If this proposal is made in the unstated belief that it will weaken pressure to accept a majority of externals on the Council, it is mistaken; it will strengthen that pressure and threaten our self-government.

The case for external members of Council surely rests then on their independence. A good external member brings an independent mind to bear upon problems. He or she has a perspective quite different from those internal members immediately involved. An external member can make a real contribution to the resolution of difficult issues.

So there is a case (but not a particularly strong one) to be made for an increase in the number of external members but not on the grounds put forward by the Green Paper.

Question 3. If so, should there be four such members, or some other number?

This appears to be a straightforward but it is actually a very tricky question. On the one hand, four external members (and no other change) appears to leave the dominance of elected members of the Regent House over the Council in place. Excluding the Chancellor there are currently twenty-two members of the Council of which

nineteen are elected (sixteen by the Regent House and three by the students). An extra two externals (to bring the total up to four externals) would yield a Council of twenty-four but still with sixteen elected by the Regent House.

However, four of the sixteen elected members of the Regent House are Heads of House and it is a long time since there was an election in the Heads of House class. It is not a secret that the matter is settled by agreement between the Heads of House; and the Regent House is not troubled by an election. The result is that it is arguable that Heads of House should not be considered elected.

If this is accepted, then a twenty-four member Council (with four externals) would have only twelve members elected from the Regent House. The predominance of elected members no longer looks as secure as it should be. But... one should not overlook the fact the student members are also elected. And while Heads of House are not elected in the ordinary sense, they are not externals and are inevitably, through their colleges, in touch to a greater or lesser degree with Regent House opinion. None the less, an increase of externals to four must be weighed in the light of these considerations undermining the predominance of elected members of the Regent House.

It seems to me that, if it is felt that the case for four externals is made, it would be appropriate to increase the size of the elected classes as well. If there were an extra Professor or Reader elected and two extra "other members of the Regent House", the Council would have twenty-seven members of which fifteen would be elected from the Regent House (apart from the Heads of House).

Another alternative would be to elect, directly or indirectly, the externals. For instance, the nominating committee that nominates the externals could be directly elected from the Regent House for that purpose.

Question 4. Do you agree with the establishment of an external chairmanship of the Council?

The analysis above considers that the value of externals lies in their independence. If this is correct it follows that externals may have a particular role to play as Chairmen of Committees(as is already the case with Audit) and the Council. There has long been a tension

between the Vice-Chancellor answering to Council while chairing that body and this would be eased.

But there are points of difficulty. Thought would have to be given to how the Council might rid itself of an unsatisfactory chairman and what would be done if none of the externals were willing to serve as chairman.

A deeper difficulty arises from the "Voluntary code on governance prepared by the Committee of University Chairmen and commended by HEFCE" (hereinafter the HEFCE Code). This has the requirement that "the chair [of the Governing Body (Council in Cambridge terms)] shall be responsible for the leadership of the governing body, and be ultimately responsible for its effectiveness. The chair shall ensure the institution is well connected with its stakeholders." A chair of this kind - some kind of ersatz Vice-Chancellor seems envisaged – that had this kind of power and influence could not be held by an external member of the Council. Such an arrangement would be inconsistent with the self-governing character of the university. But an external chair of more modest proportions might acceptable. The modesty of the role would have to be made clear.

Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered?

One alternative might be to have an external deputy-chairman. This would leave the VC as chair of Council and would make it plain that the chairman was not a rival to the Vice-Chancellor in power and influence. For myself I see no reason why Council should not elect its chairman with every member of Council being eligible to stand. The election should take place annually, or bi-annually, but if the chairman lost the confidence of Council, he or she would resign.

From: Sir David Harrison [sirdavidharrison@yahoo.co.uk]

Sent: 10 May 2007 15:11

To: DIST Registrary

Subject: Governance - Reporter p.594

Dear Tim

I appreciate that comments from the retired are not needed (and indeed may even be improper). Nevertheless I cannot resist, in a sentence, registering a view you know I have, arising from my own experience. That is, it would in general be beneficial for the University if the number of external, independent members was increased to four, and an external chairmanship of Council was established.

With best wishes, and good luck

David

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Sir David Harrison

From: Donald Hearn [dph29@cam.ac.uk]

Sent: 22 June 2007 13:38

To: Timothy Mead

Cc: ajb1001 @ CAM

Subject: Developing Goverance

Dear Tim

I am writing in response to the Council's green paper to offer the following comments on the questions raised:

1 I agree with the Council's approach to governance matters. Having been closely involved with governance issues at another University over the last ten years while chairing their Audit Committee, it has become increasingly clear that Cambridge's evolutionary approach to governance is very sensible, with regular reviews at intervals of three or perhaps five years. What may be appropriate for one University will not necessarily work well at another. All the current indications are that the governance arrangements in Cambridge are working well, and I believe it would be completely inappropriate and unproductive to apply a corporate style of governance here with a majority of externals on the Council.

2 A limited increase in the number of externals makes sense. Those Heads of Houses who are not University employees are effectively independent members, and have the added benefit of being closely involved in the University's affairs. This is often a problem for externals who inevitably find it difficult to commit enough time to understand what is a complicated institution.

3 I would have thought that three independents would have been adequate, if one or two of the Heads of Houses were non-employees.

4 Yes, an external chairman, probably remunerated, would be healthy and would be seen to be healthy.

Best wishes

Donald Hearn
Bursar Clare College

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From: michael kelly [mailto:mjk1@cam.ac.uk]
Sent: 15 June 2007 09:34
To: DIST Registrary
Cc: ROLE Vice-Chancellor
Subject: Governance

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A Comment on the Green Paper Issued by the University Council
on
Developing Governance by Building on Good Practice
M J Kelly

Lay members must be in the majority on the Council of the University.

This submission is in response to the invitation issued in the 25 April issue of the Reporter, contained in a green paper issued partially in response to the Wilson Report. While I focus on only one issue here, my comments on key parts of the Wilson report are in an appendix.

In terms of the specific questions raised in the Reporter (25/04/07), my answers are
Question 1. Are you in general agreement with the Council's approach to governance matters for the University? NO
Question 2. Do you favour a limited increase in the number of external, independent members of the Council? NO
Question 3. If so, should there be four such members, or some other number? A MAJORITY
Question 4. Do you agree with the establishment of an external chairmanship of the Council? YES
Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered? NOT APPLICABLE

On returning to Cambridge five years ago, there were four aspects of the University that deeply disturbed me, in direct comparison with my first-hand experience elsewhere:
  (1) the high level of institutional complacency in much of the daily discourse, particularly concerning the governance and management of the university,
  (2) the fragility of the financial systems and the opacity to most people of resource flows in an organisation that spends over £600Mpa,
  (3) a deep anti-leadership culture, and
  (4) an absence of a clearly articulated strategy that is owned by everyone.

I believe that archaic principles of governance are at the heart of each of these issues, and are already compromising the excellence of the University. I agree that changes to governance have been made here and others are being considered, but they are occurring at a snail's pace. In the global competition, our governance should be as forward looking and thrusting and incisive, as is our approach to research. The lack of good governance, including the ability to make important decisions rapidly within the framework of an agreed strategy, is already holding us back. What did Berkeley have, that we did not, to win the recent $500M research programme with BP? Why has Cambridge not even been short-listed to host the £1B UK Energy Technologies Institute? I have every reason to fear that as we slip behind in best practice in governance in comparison with our national and international peer group of universities, we will slip

behind in excellence in our core functions. A few hundred excellent scholars are necessary, but no longer sufficient, for an excellent university.

I returned to Cambridge from over a decade in each of private industry and another university. For five years, I managed 20% of the University of Surrey with personal responsibility devolved from the Vice-Chancellor and Council for the short, medium and long-term health of the three departments I led, with equal emphasis on 'academic excellence' and 'financial robustness'. Although the devolution came from above, it was equally clear that my efficacy came entirely from below – within an agreed strategy, mine was the task to oversee that the strategy was delivered successfully. For six years I was an elected professor on the University Council, and it had a majority of lay members. From a year as Deputy Head of the Department of Engineering (Research) at Cambridge, and nearly three years as Executive Director of the Cambridge-MIT Institute, I have had ample experience of, and the ability to make direct external comparisons on, many of the matters of governance that shape this university.

Let me say at the outset, that I have many colleagues who share my concerns, and the analysis of the problems I diagnosed in the first paragraph, namely that appropriate governance and leadership are lacking. At the least, we need an external chair of the Council to call the Vice-Chancellor and Pro-Vice-Chancellors to account, effective Pro-Vice-Chancellors with clear lines to the administration, and a clear guidance and delegated authority from the Vice-Chancellor to the Pro-Vice-Chancellors. The Wilson suggestions are too tame by far to remedy our problems.

As I describe below, it is only with a majority of lay members on the University Council that we will reach a solution in a reasonable timescale. My proposed solution would parallel that attempted, but voted down, by the University of Oxford. I suspect that would be the same outcome here, and for the same reason, namely a dreadful naivete, born of insularity, and shamefully perpetuated at High Tables (colleges are not universities), that deliberately confuses governance and management in a modern organisation, whether public, private or voluntary. Few voting members of the Regent House have direct personal experience of the difference between the two.

I ask the following question: if 98 out of the top 100 universities in the UK have a governance system that includes a University Council, with a majority of lay members, including the chairman, and the chairman of the audit committee, why should Cambridge and Oxford stand out and be different? One could defend the status quo legitimately, but only on grounds that do not apply today, namely that the present governance was shown to be manifestly more effective in advancing the cause of Oxbridge than the alternatives practised by the 98. There are no protests, let alone widespread protests on the streets, that the basic notion of academic freedom is being trampled upon in the other universities, either in the UK or in our international peer universities. The perceived threat to academic freedom is a canard. The idea of the University Council being packed with 'Enron-type executives' out to wreck havoc is a slur on, and a misunderstanding of, the role of lay-members or non-executive directors.

There are several retired Vice-Chancellors now living in Cambridge able to confirm the value of a majority of external members of Council in terms of the discipline it imposes on the internal members having their work subject to regular, independent and highly professional scrutiny. These same retired Vice-Chancellors will vouch for the breadth and depth of valuable insights, and the high level of time and commitment given freely to their university by lay members on Council.

The value to Cambridge of lay members on Council is already acknowledged in the green paper. At present they represent only two, albeit important, external views. In my time at the University of Surrey, the lay members included the Chairman of Ericsson UK, who was also then chairman of the audit committee of HEFCE, the Chairman of the Stock Exchange, the Chairman of the South Thames Health Authority, the Chief Executive of the Surrey County Council, a former head of HEFCW, and a recently retired Director General from DfES. These people made immense contributions, pro bono, and way above the minimum of attending meetings having fully familiarised themselves with the agenda items. Their insights and friendly criticism withinin Council meetings were aimed at raising the professional standards of all concerned, and they regarded protecting academic freedom as paramount. Most gave extra time to help the university on specific projects, where their input was highly valued. Outside they were superb ambassadors for the University, and they could make statements and comparisons as independents that would appear as special pleading if they had come from an officer of the university. This is particularly true when responding to any criticism of the university. Cambridge really needs that role to be played more effectively today.

Any item passed by Council had an authority beyond those of the officers of the University serving on Council. A group of highly able and independent people had been persuaded of the case being made. There was no room for sloppy arguments, or for cutting corners, that might occur if one were meeting among friends, without independents, and agreeing things on the nod without detailed scrutiny, calling on pressure of time as a justification. There would be no question of internal members turning up other than fully prepared to debate with the lay members. Externals are an entirely healthy discipline, and in extremis, they could even save the University from its senior officers.

Let me cite just six instances where a majority of lay members on Council would have made a real and positive difference to Cambridge in recent years, by standing out against the internal mores. (i) The expansion five years ago from two to five Pro-Vice-Chancellors was not accompanied at the time with appropriate secretarial support, and so the ability of PVCs to do a good job was compromised from day one. The issue of whether PVCs were solely advisory, or were assuming delegated executive functions from the VC, would not have been allowed to remain a matter of ambiguity, still not resolved today. Independent lay members would not have stood for either lack of office support or for ambiguity. (ii) Again, the 10 year transition period to the new resource allocation methodology would have been reduced to two years, if lay members had a dominant say, on the grounds that it is better to get the pain over quickly and get the new system in place quickly, rather than let Spanish practices perpetuate and compromise the

aims of the financial reforms. (iii) A decade ago, a majority of lay members would have insisted that the University vest authority, responsibility and accountability for major projects in individuals (not multiple interlocking oversight committees as for Capsa), and to retain clear sanctions in the case of non-performance. (iv) Succession planning at CMI, as a very public project, would been handled according to current best practice, and any appeal beyond the General Board to Council would have been led to an independent hearing. (v) In the case of the BP and ETI opportunities described above, the PVC (Research) would have had the authority and responsibility, and been held accountable, for forging a coherent Cambridge response to the major multi-disciplinary opportunities in which form major funding is increasingly becoming available. [Bottom-up coalitions can work, but not under many circumstances prevailing today.] (vi) The absence of a strategy means that we waste time arguing every issue from first principles, rather than starting a more advanced position of what the agreed strategy would suggest – the debate on intellectual property in just a recent example, where a majority of lay members would have insisted on a starting point of the positions of our international peers and why we should differ from them. Whereas these six instances have happened in an era of a small minority of lay members or none, a majority would have stood out for better practice, and insisted that decisions, especially hard ones, were made in a timely and unambiguous manner.

As an individual taxpayer and a shareholder, I assume that the products and services I use, whether from central or local government, or from the private or voluntary sector, are coming from organisations where the strategic direction, the financial probity and the compliance with the law on health and safety, employment contracts and a host of like issues, are all scrutinised and signed off by independent people with a duty to whistle-blow, or resign publicly, if they are seriously dissatisfied. This ultimate sanction keeps those with executive responsibility honest and up to the mark, and allows me to rest assured. In the absence of substantial independent scrutiny, anyone inside or outside an organisation can be forgiven for assuming the worst.

I notice very little support outside Oxbridge for the present internal resistance to modernising governance, citing as an example the two articles in the Financial Times of 15 May 2007.

I care deeply for the future of this University. In a time of unparalleled competition from around the world, our excellence in research and teaching is being compromised daily by our backwardness in governance. We should have a cadre of highly qualified and successful people from many walks of life forming a majority on our Council, assisting us and keeping us up to the highest possible standards in the way we govern ourselves. Anything less than a majority of lay members on the University Council will delay the changes in spirit and in action on governance that are necessary for Cambridge to be able to retain a pre-eminent position in the world, with the support of everyone in this country. A majority of lay members will not guarantee the success of the University: the Wilson report makes clear that no system is perfect. A majority would save us from the more obvious of our present deficiencies in governance.

Appendix: Comments on the Wilson Report.

In terms of the Wilson report that has prompted the green paper, it is clear that I agree with many of the points where a problem is identified, but I disagree with many of the arguments about what to do, or not do, in response.   I summarise that main ones as follows:

Para 4: A self-governing community of scholars is not incompatible with a modern form of governance, as practiced in most universities in the UK, and most of our competitor peer group universities abroad.   We should be learning from these examples which command popular support.

Para 11: Discussions are not fit for purpose, are hijacked by a few with axes to grind, and are almost always boycotted by the vast majority as an utter waste of time.   Most members of the university would like professional decision making and administrative support to let them get on with their primary functions, teaching and research. Discussions should be about substantive strategic issues.   At present one could get 25 petitioners on almost anything and the Council and General Board have no trouble parrying any criticisms raised.   If 500 Members of the Regent House signed a petition, then a serious issue of confidence would arise which would then need a clear resolution.

Para 17: The previous Vice-Chancellor did have a diagram of the governance arrangements and lines of responsibilities in both the University of Cambridge and the University of Melbourne.   The Byzantine nature of the former contrasted with the simplicity of the latter, and was only in small part due to the colleges.

Para 19: The opposite of collective responsibility is collective irresponsibility.

Para 22: A Board of Trustees is just further along the spectrum of governance than a Council consisting of a majority of lay members, with the Vice-Chancellor being the only member of a Board of Trustees.   Such a Board would not be needed if there were a Council with a majority of lay members – the converse is also true.

Para 26: I believe that absence of a majority of lay members is already holding up the progress of this university.

Para 34: Here I agree to the need for a fully supported team of the VC and PVCs, but with a clearer understanding of the interface between executive authority on the one hand (which I strongly prefer), or a purely advisory capacity on the other. In other universities, the PVC(Research) has the authority to call together the interested parties and after consultation decide who and how the response to invitations to submit increasing holistic and multidisciplinary proposals for funding. We are losing out in real time.

Para 35: I repeat here the immortal words of the late Professor Grierson at a Governing Body meeting I attended at Caius in 1973 during a discussion on gate and guest hours: the way forward hinged on whether a man's rooms in college were viewed as a cell in a monastery or a bachelor pad. 'Master, for exactly the same reasons just advanced by X, I come to exactly the opposite conclusion!'

From: J.P. King [jpk28@hermes.cam.ac.uk] on behalf of J.P. King [jpk28@cam.ac.uk]
Sent: 21 June 2007 16:05
To: DIST Registrary
Subject: Green paper on governance

Comments were requested by the 22nd. Here are mine:

The Questions
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Question 1. Are you in general agreement with the Council's approach to
            governance matters for the University?

   *****   This is not an easy question to answer, but on balance, no.
            There are good points raised but there are too many
            conclusions that I feel are wrong or insufficiently justified
            to be happy with.

Question 2. Do you favour a limited increase in the number of external,
            independent members of the Council?

   *****   I think it would be far more appropriate for the role of
            the Board of Scrutiny to be extended and for that to gain
            external members. This way there is an opportunity for
            external reporting of any failure of the Board of Scrutiny
            to fulfil its duties, and failure of University bodies to
            aide the board with their investigations and oversight.
            I realise that this would overlap somewhat with the Audit
            committee, but feel that it would add more weight and
            credibility to the Board of Scrutiny.

            If there have to be additional members to the council then so
            be it, but the method for choosing them should change
            radically (frankly even if the current 2 are retained the
            method of selection should be changed). A vote in Regent
            House of who is appointed with nominations coming from (or
            more realistically through) Regent House making sure that an
            accountable set of people were put in place.

            Beyond this I would favour a significant shake up in the
            voting rules for members of Council. How about if each
            category gets at least one place, beyond that no more than
            half the number of candidates proposed, with an upper bound of
            the current number that are permitted in that category. This
            would mean that there was actually an election. The group
            that select external members would have to put forward enough
            candidates to be able to elect enough representatives.

Question 3. If so, should there be four such members, or some other
            number?

   *****   Currently the external people that are put forward for
            membership of the Council always appear to be less
            independant than might be thought. Surprisingly often
            they seem at least to be graduates of the University.
            If the expectation is that only "Sound" people are to be
            appointed then it won't matter.

            If people who might actually attempt to influence the
            governance of the University are appointed then more than
            four external members would be unhelpful and tip the

                    balance inappropriately away from self governance.

Question 4. Do you agree with the establishment of an external
            chairmanship of the Council?

    *****   No, not really. However probably the way the existing chair
                 is appointed should be reviewed since the current defacto
                 arrangement that the VC chairs the council is probably open
                 to abuse.

Question 5. If not, do you prefer the appointment of an external deputy
            chairman or are there other models that might be considered?

    *****   What a pointless thing to do. No, absolutely not. If you
                 really want to shake things up, how about a rotating chair?
                 Personally I would say that the chair should be appointed
                 differently. How about a yearly vote in the Regent House to
                 decide?

More general comments
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The changes and proposals that have been made over the years with regards governance
of the University have always seemed to be in comparison with large commercial
organisations. It is unclear to me that this is the right model for the university,
but assuming for the moment that it is, don't attempt to ignore bits that you don't
like. Have a board (Council) have a managing director (VC). There needs to be a
chaiman of the board, but it doesn't have to be the MD. Most of the senior managers
aren't going to be on the board (Pro VCs, Registrary, et al).

A bit that may prove unpopular is the idea that you can sack a VC, but this should be
an essential component. The VC should be asked to move on if they aren't doing a
sufficiently good job. Please note, this is in no way meant as a dig at our current
VC who I would happily vote for retaining her position based on my assement of her
performance.

Regardless of the model that is used for the governance of the university I believe
that there are other changes that should be considered in my opinion are that if
members of Regent House are to be elected as members of council then there should be
some automatic support given to them in their currently held roles to permit them to
dedicate the time to Council that the position deserves.

One final point. The Green paper says:

"9. The Council believes that substantial benefit to the University would
    be obtained by increasing the number of external members to four (but
    not more). This would enable a greater diversity of experience,
    expertise, and judgement to be present at the Council table than at
    the present, to the benefit of the Council's work. The Council
    believes that to go beyond four would be a mistake, for it would
    unbalance the Council (a relatively small body) in its role in
    conducting much of our academic self-government. The present two
    external members of the Council, Mr Nigel Brown and Lord Simon,
    indeed proposed to the Council that this judgement should be set out
    in the present paper."

The University contains amongst its members world renowned experts from almost every
endeavour known to man. It seems odd to suggest that we need to go outside of this
set of people in order to get experience, expertise or judgement.

The good reason for having external members of governing bodies is to provide unbiased
checks and balances to internal influences and for the appearance (and hopefully
reality) of appropriate management.

Julian
Julian King
Computer Officer, University of Cambridge, Unix Support

-----Original Message-----
From: T.W.Korner@dpmms.cam.ac.uk [mailto:T.W.Korner@dpmms.cam.ac.uk]
Sent: 21 June 2007 10:34
To: DIST Registrary
Subject: Gren paper

Dear Registrary,
    I would like to comment on the proposal for
    four external members on the Council contained
    in the green paper.

    I see no objection to, and some advantages in,
    increasing the number of external members of
    the Council. However, since the external members
    will play a more important role, more consideration
    should be given to the method of appointment.

    Since I do not believe that Nominating Committee
    will, in practice, nominate candidates unacceptable
    to the University at large and I believe that,
    in practice, Regent House would be happy to rubber stamp
    any candidate produced by by the Nominating Committee.
    you may be tempted to murmur

    ``For forms of government let fools contest;
    Whatever is best administer'd is best:''

    Nonetheless, forms are important and the modern principles
    of transparency and accountability suggest that, at the
    very least, the Nominating Committee should contain
    a majority of members directly elected by the Regent House.

    My own preference would be to allow for the possibility of
    contested elections and the rest of this e-mail will be
    devoted to defending this position.

    My chief argument is that election confers legitimacy
    and legitimacy confers authority. When
    hard decisions have to be made, the opposition should be
    deprived of the epithets `unaccountable' and
    `Creatures of the Vice Chancellor' and made to face
    the real problems.

    It is, after all, the problem that `election brings authority'
    which lies at the root of the difficulty of reforming the House of
    Lords.

    It may be objected that the Nominating Committee may wish to
    nominate some one so thin skinned and so unsure of themselves
    as to be unwilling to run the risk of a contested election,
    but I do not feel that such a person is a suitable for a position
    which requires a willingness to be robust in the defense of principle
    both privately in the deliberations of Council and publicly
    as one of those entrusted with the government of the University.

    My, admittedly limited, acquaintance with the kind of great and good
    who have the
    interests of the University at heart, suggests that they would consider it

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a far greater honour to be elected by the University as a whole than
nominated by a small committee.

Many members of the University cherish an 18th century fear
of direct elections and agree that
`Your people, sir, is nothing but a great beast',
but where a candidate of the Nominating Committee is opposed
by a noisy and factitious minority, that minority can be
exposed for what it is by overwhelming defeat at the polls.

Anyone who takes the trouble to study the actual voting behaviour
of the Regent House fot the last forty years, will see that only
an exceptionally divisive and controversial figure would run the
least risk of defeat in a contested election. I do not believe
that the Nominating Committee would choose such a figure and,
if they did, I think that the furore surrounding them would
last longer and do the University more damage if the argument
surrounding them was not put to a single test of election.

May I conclude by thanking Council for the opportunity
to put forward my views.
                           T W K{\"o}rner

From: Dr D.R. de Lacey on behalf of Dr DR de Lacey
Sent: Fri 22/06/2007 19:27
To: DIST Registrary
Subject: Green Paper comments

I wish to begin with a quotation from a letter I have just received
purportedly from the Vice-Chancellor. She writes: "The distinction between
"useful" and "not-useful" subjects and research is bogus, and Cambridge's
track-record tells us that fundamental research is often at the root of
transformational changes in the world. Yet universities are being pushed
towards an ever more utilitarian approach. We must push back and, with
your help, make the case strongly for the value of the entire spectrum of
Cambridge's engagements in education and research".

At first sight this appears entirely contradictory to the criteria which
appear to guide our governance at present (one need think only of the
School-oriented RAM and the chaos in Oriental Studies and Modern and
Medieval Languages). It would be nice if this new approach could inform
our discussions of how we should be governed. I turn now to the Green
Paper and my comments refer to the paragraphing as in
<http://www.admin.cam.ac.uk/reporter/2006-07/weekly/6071/17.html>.

6(iv) "The University benefits greatly from this voluntary service and the
comparable service of independent members of the Finance Committee, the
Audit Committee, the Buildings Committee, and the new Investment Board."
Since no criteria are given for measuring this benefit it is a little hard
to know how to take this statement. No doubt we are grateful to them for
giving up their time -- as we should be to University Officers who serve
on Council and other bodies. But given the wide range of experience within
this University, without some substantiation, this looks like nothing more
than spin: a point which becomes important when assessing the suggestion
that their number should be increased.

7(i) Devolution of powers to the Schools flies in the face of
university-wide, cross-faculty planning for the future. No-one has
explained adequately why chairing a Council of a School is so "important";
in my own School it has been deleterious.

8 My first comment must be that in an ancient seat of learning one might
hope for proof-reading which could excise unnecessarily split infinitives.
I assume that by "strengthen" you mean "increase in number", and shall
comment on the number of externals and the balance of Council below.

10 The muddle here appears to be caused by the comparatively recent
changes which allow the Vice-Chancellor to be an executive office, able to
make decisions independently of Council. And that is the issue which
should be addressed.

12 It is quite unclear why an external could not *both* chair an
accountability session and perform the "other important activity"

(whatever that is). At best this is an argument for three externals, not four.

13(ii) This returns to the question of the balance of Council, a very important point closely related to the issue of external members.

Annex 4
8 The Register Of Interests should be published at least annually in the Reporter.

I turn now to three general issues.

It is remarkable that this Paper does not address the issue of membership of the Regent House, an issue which remains apparently in an unfair and unsatisfactory state.

Another absence from the paper is the issue of study leave for members of Council. Clearly an absent member cannot represent his constituency; we should discuss whether study leave must be deferred until after the period of service, or the Council member must resign and force an election.

As I understand it, there are currently 12 out of 22 members of the Council nominated and elected by the Regent House (ignoring Heads of House since conveniently there is never an election there). Adding two externals, presumably to be nominated by Council, this means that Regent House will no longer hold a majority in the body which governs it, the idea of a self-governing body of scholars will quietly disappear. If we need wider expertise let us increase the number of representatives from within the University, perhaps from among members of the Regent House who are not Professors or Readers. If we are to increase the number of externals then they should face election by Regent House (as should the current two). But there are many other adventurous ways in which our representation might be changed. It is odd for instance that there are always (apparently) College Bursars on the Council; could the class of heads of House not be widened to include all senior College members? Then Class a might actually generate an election, which would be good for our internal democracy.

The Green Paper is far too tame: before the issues are discussed we need more adventurous thinking.

Douglas de Lacey

From: Nick Maclaren [nmm1@cus.cam.ac.uk]
Sent: 17 May 2007 13:35
To: DIST Registrary
Subject: Green Paper on Governance

Dear Registrary,
                I have some comments on the Green Paper on governance.

The first point is that the issue of more external members hides the fact that they
are nominated by the Council. If one excludes the Heads of Colleges, as one must in
this context, there are currently only 12 out of 22 members of the Council nominated
and elected by the Regent House. That is getting very, very close to the Council
becoming a self-perpetuating oligarchy. That should be remedied, by ensuring that a
clear majority of the Council is the result of open elections.

The second point is that the reason that half of the Teaching and Research Officers
are now Professors and Readers is that many (and perhaps even most) of the people who
would have been appointed to lectureships 30 years ago are now appointed to a variety
of special and temporary positions, and so have been disenfranchised. The same
applies to other categories of Officer. It is seriously unjust that two people have
comparable positions, history and responsibilities and one has a say in how the
University is governed and another does not. It is THAT issue which should be
addressed, and not made worse.

The third point is that there has been no justification provided of why the Register
of Interests is not published. There may be a good reason
- in which case both that reason and who has a right of access should be explicitly
documented. The simple answer of "privacy" does not hold water, as the register is
open for Members of Parliament; why is this University different?

Regards,
Nick Maclaren,
Computing Service,
Email: nmm1@cam.ac.uk
Txt. 34761

From: James Matheson [jmrm@eng.cam.ac.uk]
Sent: 22 June 2007 10:16
To: DIST Registrary
Subject: Developing governance by building on good practice

In the Green Paper on Governance published in Reporter 6071 on 25 April, you asked for comment on the following points.

Question 1. Are you in general agreement with the Council's approach to
            governance matters for the University?

Yes, and in particular the points made in paragraphs 2 and 3 of the Green Paper are a good statement of the background against which such issues should be considered.

Question 2. Do you favour a limited increase in the number of external,
            independent members of the Council?

Probably, especially given the point made in paragraph 12 concerning the probable roles of two as Chairs/Deputy Chairs. The potential difficulty is that, whilst the paper considers the internal/external balance of the Council, it does not address the balance between those who are represent the Regent House as a whole (Classes (b) and (c)) and the rest of Council.
At present Classes (b) and (c) have 12 of the 22 members and are hence a majority, with 4 externals they would be 12 out of 24 and hence lose this built-in majority.

I am aware that it can be argued that as Class (a) are also elected by the Regent House and hence have similar status to Classes (b) and (c) but in practice I do not recall there ever having been an election in this Class in the time I have been a Member of the Regent House. They are in effect representatives of the Colleges appointed by the Heads of Houses and as such have a very valuable role to play but often have as much in common with Class (e) as they do with Classes (b) and (c).

Given these observations, it may be appropriate to think of ways in which the role of the Regent House in the nomination of external members could be maximised. This is at least as much of symbolic importance as of practical importance and might be achieved by having a majority of the members of the Nominating Committee elected by the Regent House by redefining Class (d) of that committee's membership.

Question 3. If so, should there be four such members, or some other number?

"Four (but no more)" seems appropriate. There might be an argument for 3 given the observations above but this seems a weak solution to that problem. I would not favour there being more than 4.

Question 4. Do you agree with the establishment of an external chairmanship
            of the Council?

I prefer the suggestion made in 11(ii) of the Paper.

Question 5. If not, do you prefer the appointment of an external deputy
            chairman or are there other models that might be considered?

Yes, I support this suggestion. It is a sensible compromise between retaining the VC's clear leadership role and providing independence in the Chairing of Council when it is needed.

Other Matters

Paragraph 13 raises two other matters:

i) How the new pay and grading structures may affect the definition of membership of

the Regent House. It seems inevitable that change will be needed as those on the same grade are meant to have a large measure of equivalence in terms and conditions. A significant increase in the size of the Regent House seems undesirable so the new rules will need to exclude some who currently get membership (exceptions should be provided to allow current members to retain membership whilst they remain in post). A case might be made for the threshold for membership being as high as Grade 9 on the basis that this is the lowest mainstream academic grade.

ii) Whether Council Classes (b) and (c) should be amalgamated. This seems a sensible suggestion, the separation serves little obvious useful purpose any longer but has sometimes resulted in weaker candidates in one Class being elected ahead of stronger ones in the other.

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James M.R.Matheson

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-----Original Message-----
From: or10001@cam.ac.uk [mailto:or10001@cam.ac.uk]
Sent: 22 June 2007 16:28
To: DIST Registrary
Subject: Comment on Governance Green Paper

Dear Registrary,
        I make the following comments on the Governance Green Paper.
1. I would favour increasing the number of independent members of Council to four, provided that their election should be under the control of the Regent House in the following way:
(a) The Nominations Committee be elected by ballot of the Regent House; and
(b) Any 25 members (or some other reasonable number) of the Regent House be able to propose candidates additional to those nominated by the Committee, in which case a ballot would follow.
2. I would favour the Vice-Chancellor continuing to be Chairman of the Council.
                Yours sincerely,
                        Oliver Rackham.

From: J M Rallison [J.M.Rallison@damtp.cam.ac.uk]
Sent: 22 June 2007 16:21
To: DIST Registrary
Subject: governance

Dear Tim,

I am responding to the invitation to comment on the Green Paper on Governance.

If the Chair of the Council is no longer to be the VC, then I would prefer that the role be taken by a Head of House rather than an External member. On contentious matters, a Head of House will have ready access do differing views and sources of information across the University. That sensitivity to currents of University opinion seems to me a vitally important aspect of the post.

Yours sincerely,

John

-----Original Message-----
From: Duncan Robinson [mailto:dr206@cam.ac.uk]
Sent: 20 June 2007 11:07
To: DIST Registrary
Subject: Governance questions

I would like to offer the following answers to the questions listed in the Reporter, p.597.

Question 1   yes
Question 2   yes
Question 3   four at least and perhaps optimally
Question 4   yes
Question 5   n/a

Selwyn College

The Registrary,
Old Schools.

21 June 2007

Comments on the Green Paper on Governance issued by the Council on 25 April

From Professor J.R. Spencer, QC

I welcome the fact that the Council has published a Green Paper with a view to beginning a process of discussion about the future governance of the University, and I also welcome the fact that, as part of this process, it has invited comments on the Green Paper.

In answer to Question 1, I am in general agreement with the Council's approach to governance matters. In particular, I am glad to see that it has expressed a commitment, in paragraph 5, to "academic self-government". In this respect, it is pleasing to see that the Council has had the courage to differ publicly from the desiderata contained in the HEFCE Voluntary Code on Governance, in which a given is that "the governing body shall have a majority of independent members, defined as both external and independent of the institution".

Given that this is the Council's basic position, I do not understand why, in paragraph 9, the Council then argues that "a substantial benefit to the University would be obtained by increasing the number of external members [of the Council] to four (and not more)."

In my view, external members of a body (like the Council) are potentially helpful in two respects. First, if they are people of integrity and intelligence, their presence is likely to keep the internal members "on their best behaviour", and to reduce any tendency they might otherwise display to "fight their own corner" to the point of disregarding the interests of the institution as a whole. Secondly, if they are people from the right sort of background, external members can provide useful experience and knowledge from the wider world.

But that, in my view, is all. I believe that the main burden of responsibility for making the big decisions bearing on the future of the University should fall on the shoulders of those who have chosen to work in it, and indeed to devote their lives to it. And I think that if academic self-governance is to be a reality, a majority of the members of the Council should be elected, in proper elections, by the members of the Regent House.

It seems to me that, for the purpose of providing the "watchful eye" and the "external view", two external members of the Council are quite sufficient. And if we have four, the practical result will be that the part of the Council for which there are regular elections by the members of the Regent House will be reduced.

For these reasons, my answer to Question 2 is "no".

As regards question 4, I believe that, as at present, the Council should be chaired by the VC and that we do not need an external chairman.

From: Orsola Rath Spivack [O.Rath-Spivack@damtp.cam.ac.uk]
Sent: 22 June 2007 00:05
To: DIST Registrary
Subject: The Good Governance of Cambridge University

Dear Tim,

In response to the call for comments on 'Developing governance by building on good practice', here are, briefly, my answers to the questions in the green paper.

Question 1. Are you in general agreement with the Council's approach to governance matters for the University?
        Broadly, yes. I feel the proposal is sound and timely.
Question 2. Do you favour a limited increase in the number of external, independent members of the Council?
        Not particularly, at the moment. Nevertheless I see that, in order
        to address more formally the accounttability arrangements for the
        V-C, if one of the external members were to take the chair for
        the 'accountability' meeting and other identified business, then
        practical conflicts would arise.
        In order to address this satisfactorily 3 external members would
        be sufficient. There is no reason to increase the no. of external
        members to 4.
Question 3. If so, should there be four such members, or some other number?
        See reply to Q2: if it is appropriate to increase external
        members, then there should be 3. In this case, they should be
        elected one a year for a 3-year term.
Question 4. Do you agree with the establishment of an external chairmanship of the Council?
        No. I think this would be detrimental to good governance in
        Cambridge, and go directly against the objectives expressed in
        the Wilson report (see 1. 3. and 4., particularly), and against
        the Council's expressed approach (see 2. in the green paper):
        "The essence of our governance is academic self-government".
        Whilst this is of not impossible, in principle, with an external
        chair, it can easily be unachievable in practice.
Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered?
        The appointment of an external deputy chairman, as proposed in
        11.(ii) would be preferable. I also share the view expressed
        here that this external deputy chair should not chair the search
        committee.
Having seen the post by Dr Cowley on the web-based discussion fora, I strongly support some review of the way nominations for external members are made, which allows for some more involvemnt of the Regant House, either indirect (by electing the members of the Nomination Committee) or direct (by being able, with a suitable number of proponents, to propose a candidate). The fact that the latter may force an election should be welcomed as an available democratic check, I hope, rather than viewed as a drawback.

Best wishes.
Orsola
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From: Prof. J.R. Willis on behalf of Prof. J.R. Willis
Sent: Fri 22/06/2007 20:20
To: DIST Registrary
Subject: Green paper response

Dear Registrary

You have asked for responses on the Council's Green Paper.

Re question 1, I am in agreement with the general approach to governance as expressed in the Green Paper.

Re question 2, I recognize that there may be a need for more external members but I note that the Green Paper did not say much about their distinctive contribution and I cannot judge from my personal experience. I agree that Audit should continue to be chaired by an external. If an increase to 3 or 4 externals were to take place, I would hope that the method of their appointment would be revisited. Perhaps it would be inappropriate to expect prospective external members to compete in an election. If that is judged to be the case, then perhaps the nature of the selection committee could be revised. For instance, perhaps the selection committee could be elected, and/or perhaps its membership should not overlap with Council.

Re question 3, I think that a total of four externals should be the maximum.

Re question 4, I would be against an external member chairing the Council. The VC should continue in her present role, as is appropriate in a governance system based on committees.

Re question 5, I expect that it is always desirable for a Deputy Chairman to be identified. I am not convinced that it has to be an external though it could be; for instance Heads of House are likely to be more familiar with the workings of the University than any external could be expected to be. I recognize, however, that there will be some particular items of business for which the Deputy Chairman should take over, and the detachment and experience of an external person could be advantageous.
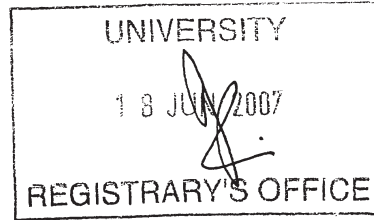
Yours sincerely

John Willis

COUNCIL 23.07.2007 B1

Professor W A Brown
Chairman of the Faculty

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UNIVERSITY OF CAMBRIDGE

Faculty of Social and Political Sciences

15 June, 2007

Dear Registrary,

Green Paper on Governance of the University

The Faculty Board of SPS, at its meeting on 7th June, discussed the Green Paper issued by the University Council on governance of the University (FB.070607.8).

It agreed that a response should be sent by me as Chair on behalf of the Board indicating that:
(i) it was in strong agreement with the spirit of retaining the University as a self-governing body of scholars;
(ii) to increase the number of external members of Council to four would be a sensible reform, but the number should not be further increased;
(iii) it supported the Vice-Chancellor remaining Chairman of the Council but for one of the external members to be nominated as deputy chairman, to take the chair on occasions where the Vice-Chancellor was unable to take a neutral position;
(iv) it agreed with the amalgamation of class (b) and class (c) membership of Council, as proposed in paragraph 13(ii).

The Faculty Board appreciated the manner of this consultation.

Yours sincerely,

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Mrs M A Levitt MA
Secretary of the Faculty Board

Dr T Mead
Registry
Registrar's Office
The Old Schools

UNIVERSITY OF CAMBRIDGE

Faculty of Computer Science
& Technology

13 July 2007

Dear Dr Mead

Ref: Green Paper on the Governance of the University

The University Council has published a Green paper 'Developing governance by building on good practice'. The Council asks five specific questions. These have been considered by the Faculty Board of Computer Science and Technology who wish to respond as follows.

Question 1. Are you in general agreement with the Council's approach to governance matters for the University?
No. The Council appears to want to move the University towards a stronger central system of management. We would prefer a restoration of the idea of the University as a self-governing community of scholars, achieved through the devolution advocated in the Wass report.

Question 2. Do you favour a limited increase in the number of external, independent members of the Council?
No. The Council has overlooked the fact that the four Heads of Colleges are effectively external members. Indeed, many of the Heads of College are appointed from outside the academic community.

Question 3. If so, should there be four such members, or some other number?
The current number of two external members in Class *(e)* is appropriate.

Question 4. Do you agree with the establishment of an external chairmanship of the Council?
No. This might be appropriate if the Vice-Chancellor were a chief executive directing the University, but chairing the Council reflects the Vice-Chancellor's role as the Council's servant, just as the Council is the Regent House's servant.

Question 5. If not, do you prefer the appointment of an external deputy chairman or are there other models that might be considered?
No. It seems more appropriate to have a serving academic as deputy chairman.

The Council also invites general comments. The Council's green paper purports to be a response to the Wilson report [http://www.admin.cam.ac.uk/cam-only/committee/council/governance/]. However, most of the Wilson recommendations have been ignored, which is unfortunate.

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The Council might also care to review the role of Pro-Vice-Chancellors. These offices were a useful innovation, but run contrary to the principle of devolved operation. The recent emphasis on Heads of Schools as academic leaders is more satisfactory. Perhaps the number of Pro-Vice-Chancellors could be reduced accordingly.

Yours sincerely

Margaret Levitt