



# Processes and practices of governing in colleges of further education in the UK: Uncovering the complexities of governing

# PROCESSES AND PRACTICES OF GOVERNING IN COLLEGES OF FURTHER EDUCATION IN THE UK: UNCOVERING THE COMPLEXITIES OF GOVERNING

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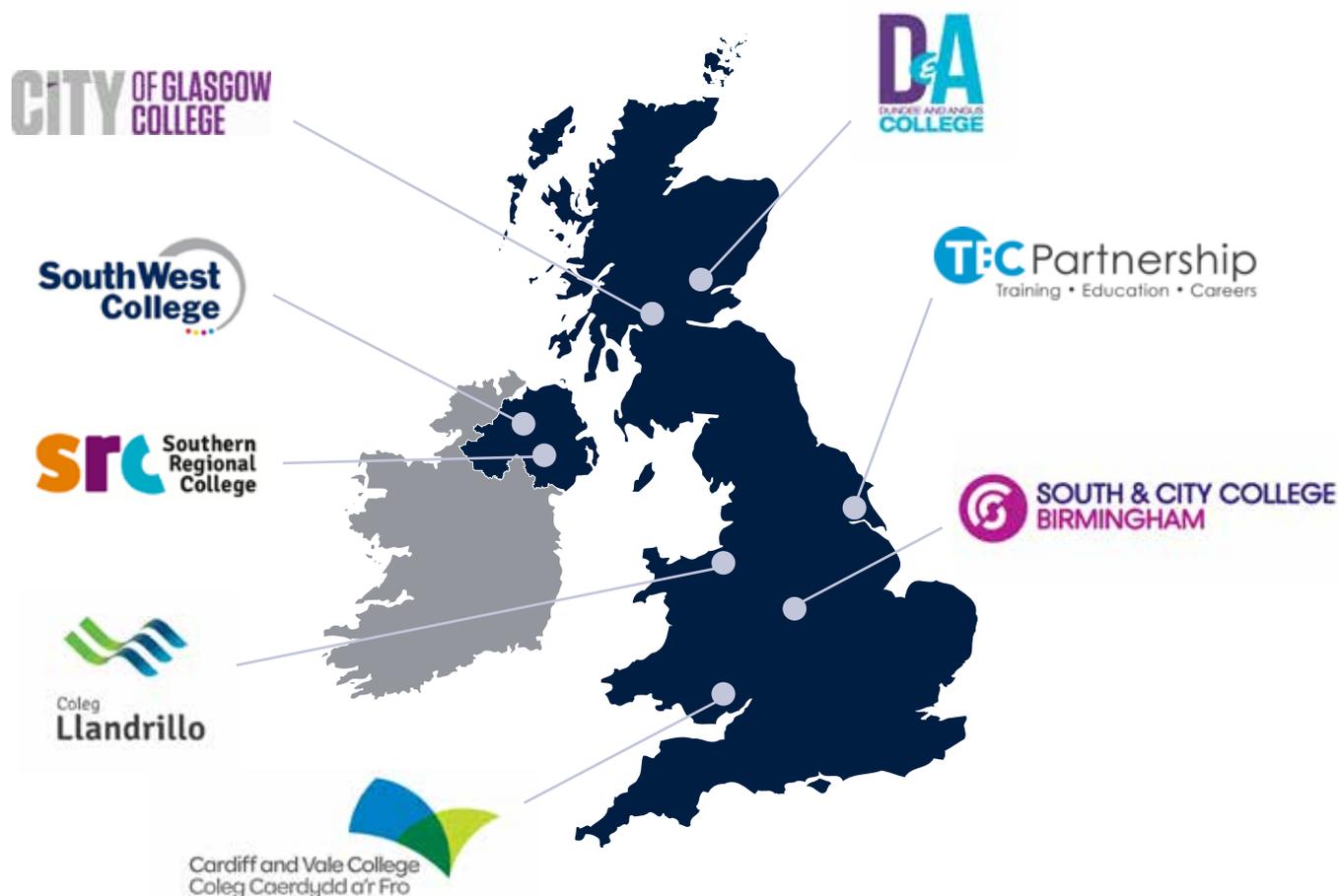
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# FOREWORD

Effective governance is essential to the impact and success of colleges across the UK. College Development Network is therefore delighted to provide a foreword to the report of this major study examining the processes and practices of college governing.

This project has been timely, innovative and insightful. The governing of our colleges usually takes place away from public observation but with committed and energised members of governing boards aiming to make the best decisions for students, college staff and the many stakeholders who depend upon the success of the college. Being away from direct public observation can make the processes and practices of governing seem overly remote. The image of governance of any organisation, whether

a corporate business, a local sports club, or a college, can suffer from invisibility. This project, the first of its kind to consider the processes and practices of governing in colleges, goes a long way to make governing visible and, in so doing, provides some very valuable insights which can help us to understand and strengthen the governing of colleges.



Governors (board members) have been termed 'hidden givers'.<sup>1</sup> This study has uniquely used video to capture the experiences and performance of governors in eight colleges across the UK, opening up the practices of governing and illuminating the contribution of the chair, principal, college senior staff, board secretary/clerk, and board members. It is a testament to the generosity of the participating college boards that they have welcomed the researchers into the boardroom and engaged with them so fully.

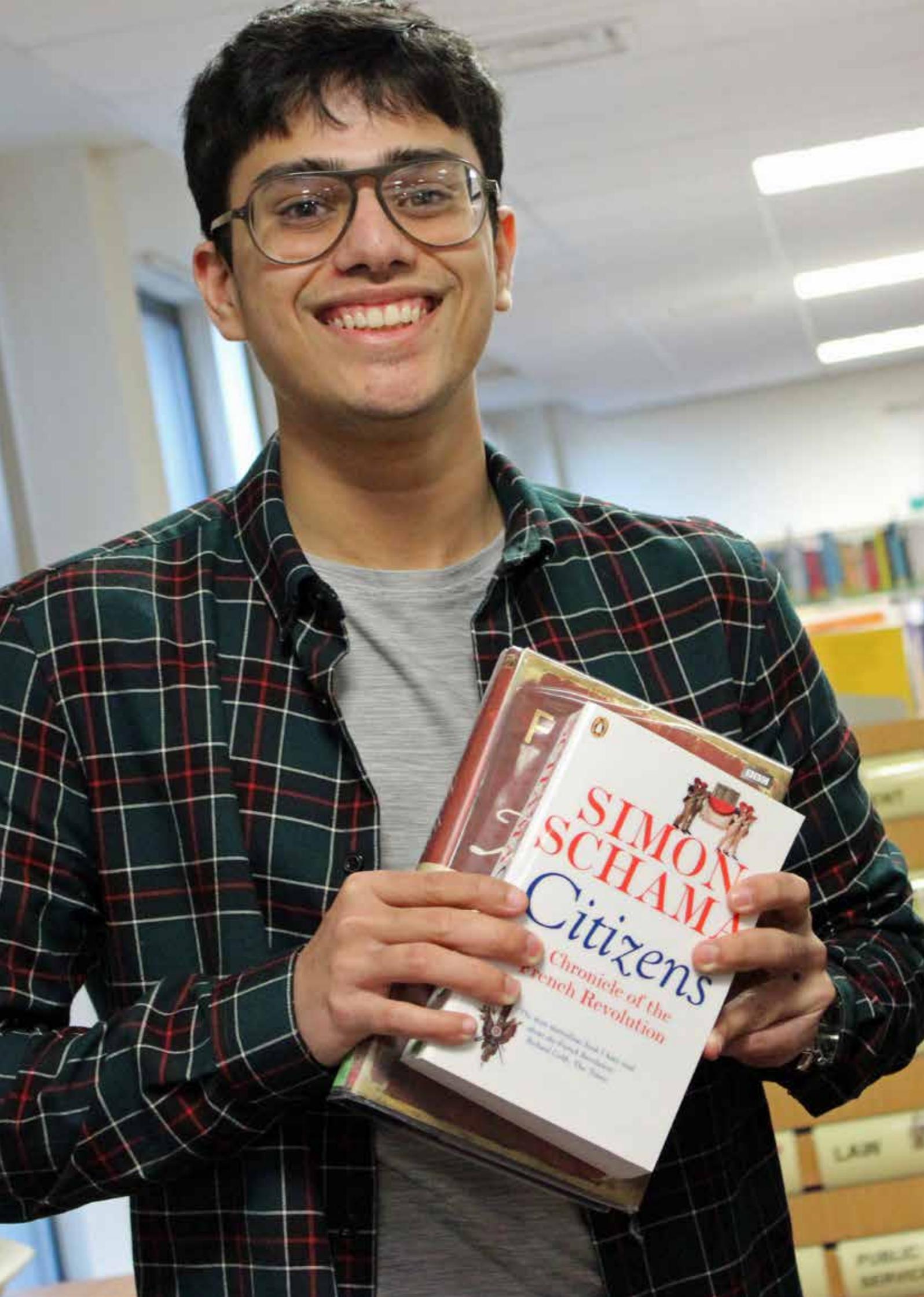
The study has already achieved considerable impact at individual, institutional, agency and governmental levels. I hope this project report will be engaged with by all who are associated with the governing of colleges. But of course, the findings are not just relevant to colleges. I therefore commend this study to anyone with an interest in the work of governing boards in education and the wider community.

Jim Metcalfe,  
Chief Executive, College Development Network



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<sup>1</sup> James, C., Brammer, S., Connolly, M., Fertig, M., James, J. & Jones, J. (2010). *The 'hidden givers': A study of school governing bodies in England*. Reading: CfBT Education Trust.



SIMON SCHAMA

Citizens

Chronicle of the French Revolution

The story of the French Revolution, from the storming of the Bastille to the execution of Louis XVI, and the rise of Napoleon Bonaparte.

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# SECTION A: INTRODUCTION

## 1. BOARDS IN ACTION

The Further Education (FE) sector<sup>2</sup> is vital to the economic and social wellbeing of the UK, providing high-level technical skills and ‘second chances’ for adult learners. FE has a key strategic role to play in relation to individual advancement, reduction of social inequalities, and economic security. In the current context of social, economic and political uncertainty, the success of the FE sector in improving productivity and addressing the skills gap in UK labour markets is vital if the UK is to sustain and advance its economic position.

But further education faces a number of problems, including the complex and fragmented nature of the sector, complicated by shifting relationships with governments, employers and labour markets (BIS, 2016). This has created confusion, encouraged short-termism, and given rise to a lack of clear aims and measurable outcomes. The absence of shared understanding of the strategic place of FE is compounded by a pervasive denigration of technical education in a system in which academic learning has traditionally been valorised. Despite its size, FE occupies a ‘liminal and contradictory’ space (Avis, 2009, p. 633) and the sector is not well understood. In comparison with schools and higher education, it has been the subject of relatively little academic research, limiting the scope and capacity of the sector to develop a strong evidence base.

In addition, devolution has given rise to a rapidly shifting, and increasingly divergent, policy context across the devolved countries of the UK. Common, however, are shifts towards rationalisation and merger alongside changes to institutional autonomy and funding mechanisms. In a difficult financial climate, such processes can be expected to foster fundamental change, and at an increasing pace, which has

considerable implications for leadership and governance of colleges, demanding greater analysis and understanding of the role of the governing board.

Governance is a contested term. In the context of this research we define it as ‘the means and actions by which a collective entity decides matters of policy and strategy’ (Kaplan, 2004, p. 23). In policy documents this is most commonly equated with the function of the governing board. It is widely assumed by policy-makers that an effective board provides the necessary direction to ensure that the organisation meets its strategic aims and objectives. Governance is therefore seen as a key means for improving the performance of colleges in delivering employment-ready skills and a necessary condition for the success of many of the policy changes currently being implemented.

‘Good’ governance, however, has been called a ‘rare and unnatural act’ (Taylor et al., 1996) and, in both the for-profit and not-for-profit sectors, has been subject to much criticism and censure with many examples of mismanagement attributed to the failure of governing bodies to effectively oversee organisations or provide appropriate strategic direction. Many of the failures of governance can be put down to a lack of understanding, by organisations and boards themselves, of what governance is or the practices that attend it (Hill et al., 2016). Codes of Good Governance are based on normative assumptions that do not address questions of what boards *really do* to achieve these aims, and much research has focused on structures and procedural matters with little known about the processes and practices of governing or relationships between governance, leadership and organisational aims/outcomes.

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<sup>2</sup> FE is a contested term. We have used it here as an umbrella term to cover colleges which offer post-compulsory education in the UK.

In acknowledging this deficit, Cadbury (2000, p. 12) says,

**“the most useful field for further research would be into what goes on in boards ... The more that research can concentrate on *boards in action*, on process rather than structure, the greater the chance that research findings will be operationally relevant and acted upon.”**

If effective governance is seen as key to securing improvements in FE, then it is imperative that the processes and practices of governing by which this might occur are better understood. This makes the research undertaken here both highly significant and timely.

The starting point for our research was therefore Cadbury’s injunction that research should focus on ‘boards in action’, on process rather than structure, to see for ourselves what boards *actually* do.

## What we did...

The aim of our research was<sup>3</sup>:

**“To examine how governing boards in further education colleges across the UK contribute to achieving the strategic aims of colleges in meeting the needs of learners, employers and labour markets.”**

In carrying out this research we have been privileged in being granted unprecedented access to the governing boards of eight colleges across the four countries of the UK. Over the period of the research, from April 2018 to September 2021, we have worked in partnership with

these colleges and we have developed close working relationships with them. We went in to boardrooms with our video and/or audio equipment for a year (January to December, 2019). We observed and video/audio recorded over 90 hours of board meetings. We observed 50 hours of committee meetings (see Appendix B). We attended strategy days. We interviewed key people in colleges, national organisations and government. We read all the governing body papers for each board meeting and much else besides. And when the pandemic struck in 2020, we returned to our participant colleges and observed online board meetings.

From the outset, we wanted to involve all the participating colleges and key policy-players in setting the parameters for the research and reviewing our findings. So, we set up what we called the ‘Impact Group’. Each college nominated one member of the board to join this group and we also invited representatives from key organisations such as the Association of Colleges (AoC), the College Development Network, Colleges Wales, Colleges Scotland, the Department for Education, and the Chartered Governance Institute. For the first two years of the project the group met in London. But, when the pandemic hit, we moved the forum online and began holding monthly webinars, expanding the group to encompass the many more who could be accommodated in the online setting. We would like to thank the Impact Group for their time and expertise, which have assisted us greatly.

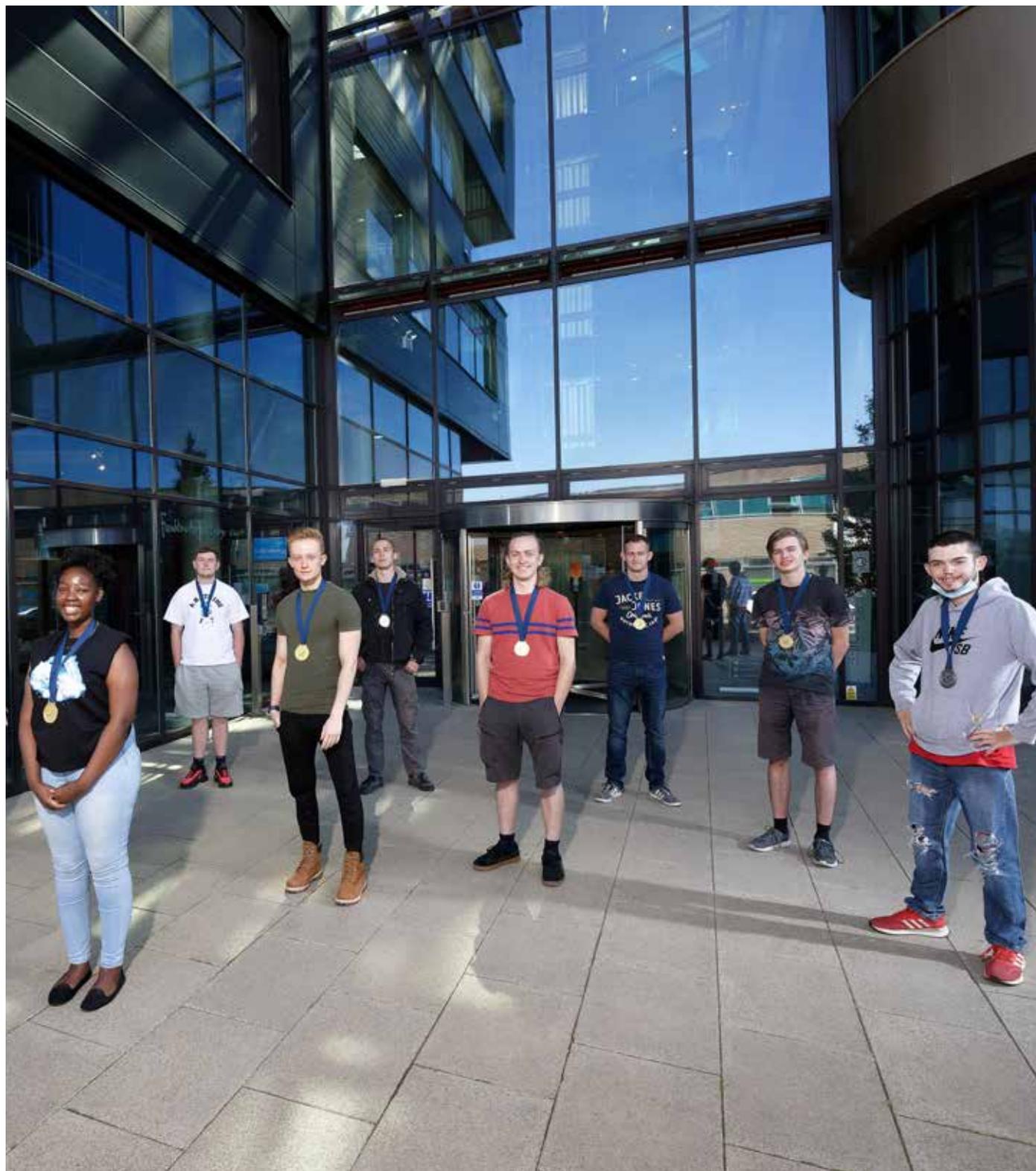
Findings from our research are set out in a range of project briefings, academic journals and on the project website, [fe-governing.stir.ac.uk](https://fe-governing.stir.ac.uk). Here we provide an overview of these findings.

As researchers, we come from very different backgrounds but we all agreed that what was important was understanding social interactions in the boardroom. We wanted to watch the processes through which the board meeting

<sup>3</sup> The objectives of the research are shown in Appendix A.

unfolded in real time, not rely on retrospective accounts of participants. As we began our analysis, a number of key themes emerged that we thought, and the Impact Group told us, were important. The role of the board in developing strategy; the pre-eminence of risk management and determinants of risk culture; practices of accountability; how the board approaches issues of equality and diversity and how this relates to the way the learner is perceived; the role of the

governance professional; relationships between board and management; the role of the student governor; and how online board meetings impact on the work of the board. In this report, we present our findings on these issues. No doubt there is much else we could have focused on and we will continue our analysis beyond the official end of the project at the end of September, 2021.





## SECTION A: INTRODUCTION

### 2. THE POLICY CONTEXTS ACROSS THE FOUR UK COUNTRIES

Over the last 30 years, colleges<sup>4</sup> across the UK have faced a changing policy landscape. Successive governments, incorporation, devolution, and nationally critical issues such as Brexit and the corona virus pandemic have all had a significant influence. Much of this has focused on skills, teaching and learning, leadership, and workforce development, with little or no consideration of governance. There are footnotes and mentions, but very little policy development aimed directly at the function and operation of boards. That is, until very recently, when governance has started to become prominent in policy. Leadership and strategy development at board level have been placed alongside accountability and the reframing of funding structures as key features of policy development. Reports such as the *Independent Review of College Financial Oversight* (Ney, 2019), *The College of the Future report* (Independent Commission for the College of the Future 2020), and the *Skills for Jobs: Lifelong learning for opportunity and growth* white paper (Department for Education, 2021) all have a previously neglected focus on governance. This recent shift in focus recognises the potential importance of governing, but also seeks to change the compliance and regulatory frameworks in which colleges and their boards operate. Such substantive changes could bring about some of the most fundamental regulatory changes to colleges across the UK since incorporation in 1992 (Further and Higher Education Act 1992).

Since then, however, policy has diverged across the UK. A key driver for this has been devolution and the relinquishing of centralised Westminster control in 1998. Despite similar goals and structures of compliance, colleges

are now operating in very different country education systems and policy contexts. The way in which colleges are constituted in law, the inspection and regulation frameworks they need to adhere to, and the dominant devolved political discourses of each home country have had a significant impact on governance.

#### Legal Constitution of Colleges

In England there are currently 238 colleges providing courses for 2.2 million students. Scotland has 26 colleges (with 270,000 students); Wales has 13 (with 122,000 students) and Northern Ireland six (with 80,000 students).<sup>5</sup> This not only demonstrates the difference in size of each sector but also relative geographic densities of colleges within each country. The relative sizes of the college sectors within each country and the extent to which policy encourages collaboration (typically based on regionalisation of colleges) or competition, through promoting a quasi-business model, influences how colleges as organisations exist in relation to one another.

Table 1 sets out the classifications of colleges across the four countries of the UK following the Further and Higher Education Act (1992) that brought about incorporation, and the various acts of devolution (Government of Wales Act 1998; Scotland Act 1998; Northern Ireland Act 1998). The Office for National Statistics has reclassified colleges in all four countries of the UK on several occasions, resulting in the different legal personalities that are shown in the second column of Table 1. Although seemingly subtle, the classifications dictate what each college can do and how they can operate. As an example, whilst colleges in Scotland can operate and

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<sup>4</sup> Across the UK, colleges are variously referred to as further education (FE) colleges, colleges of further and higher education, or simply colleges.

<sup>5</sup> This includes colleges identified as sixth form, arts-based, specialist and land-based.

generate a financial surplus, any profit beyond the declared running costs of the organisation must be placed in arms-length trusts, which arguably inhibits commercial opportunities; whereas in England, colleges can operate as a business, and, indeed, many do. This in turn has knock-on implications for governors and governance as the legal personalities of colleges require different accountability regimes and legislation. This may point to a shift in the balance of skills requirements within the board, where commerce and business may form a fundamental part of the accountability and strategising profile and remit. Whilst the experiences of governors across the UK are broadly similar in relation to the practices of

governing, the conditions and contexts in which governors undertake their roles are subtly different. For example, Table 1 shows remuneration practices across all four countries of the UK: neither governors nor chairs in England and Wales receive payment for their time, whilst, in Northern Ireland, both chair and board members receive payment. In Scotland, where chairs of regional colleges are ministerially appointed, only the chair receives a salary for their work. Whilst the practices of governing may have fundamentally remained the same, the impetus and motivation for undertaking such work for payment may be different. The payment of governors in England and Wales is under consideration.



**Table 1: Legal personality and regulatory frameworks of colleges in the four countries of the UK**

Country	Legal Personality of Institution	Status of Board Members	Public Body or accounted for as 'private'	Regulatory Regime
<b>England</b>	<p>Further education corporations (which can operate a number of 'colleges') are <b>exempt charities</b></p> <p>Exempt from annual accounting to the Charity Commission for England and Wales</p> <p>Principal Regulator: Secretary of State for Education</p> <p>Primary legislation: Further and Higher Education Act 1992</p>	<p>Governors are <b>trustees</b> of a charity</p> <p>Charity legislation and the expectations of trustees* apply</p> <p>*Prohibits remuneration, except in specific, approved circumstances</p>	<p><b>Private</b> – designated as Not for Profit Institutions Serving Households (NPISH)</p> <p>N.B. 2010 ONS classification 'Public' for colleges across the UK</p> <p>Amendment: Office for National Statistics designation from April 2012: 'Private'</p> <p>Source: AoC Note (January 2019)</p>	<p>Education and Skills Funding Agency</p> <p>FE Commissioner</p> <p>OfSTED inspections (institutional and themed)</p> <p>Quality Assurance Agency</p> <p>Office for Students</p> <p>Charity Commission</p> <p>Code of Good Governance for English Colleges (AoC, 2015, updated 2019)</p>
<b>Northern Ireland</b>	<p>Each college is defined as an executive <b>non-departmental public body</b></p> <p>Primary legislation: Further Education (Northern Ireland) Order 1997</p>	<p>Non-executive governors (board members) appointed under the Further Education (Northern Ireland) Order 1997 (charity status not agrees with Northern Ireland Charity Commission)</p> <p>Northern Ireland Board members remuneration policy and scheme in place</p>	<p><b>Public</b> (i.e., classified within the central government sector) [Financial Memorandum between the Department for the Economy and FE Colleges – 2018]</p>	<p>Department for the Economy</p> <p>Northern Ireland Audit Office</p> <p>Northern Ireland Department of Finance</p> <p>Further Education Code of Governance [Northern Ireland FE Colleges] (2016)</p>
<b>Scotland</b>	<p>Colleges as institutions are defined as <b>charities</b></p> <p>Guidance from OSCR (Scottish charity regulator) applies</p> <p>Principal regulator: Scottish Ministers</p> <p>Primary Legislation: Further and Higher Education (Scotland) Act 1992</p> <p>Further and Higher Education (Scotland) Act 2005</p> <p>Post-16 Education (Scotland) Act 2013 (introduced regionalisation of colleges)</p>	<p>College board members are <b>trustees</b> of a charity</p> <p>Remuneration policy and scheme in place</p> <p>Currently only Regional College Chairs are remunerated</p> <p>Legislation to be introduced to enable Assigned College Chairs to also be remunerated (expected 2021)</p>	<p><b>Public</b></p> <p>Source: Scottish Government Good College Governance Task Group (2016)</p>	<p>Scottish Funding Council</p> <p>Skills Development Scotland</p> <p>Audit Scotland</p> <p>Education Scotland</p> <p>Scottish Public Finance Manual (SPFM)</p> <p>Externally facilitated governance reviews</p> <p>Code of Good Governance in Scotland's Colleges</p> <p>Good Governance Steering Group (Guardian of the Code)</p> <p>OSCR (Charity regulator)</p>
<b>Wales</b>	<p>Further education corporations are <b>exempt charities</b></p> <p>Principal Regulator: Welsh Ministers</p> <p>Primary legislation: Further and Higher Education Act 1992</p>	<p>Governors are <b>trustees</b> of a charity</p> <p>Charity legislation and the expectations of trustees* apply</p> <p>*Prohibits remuneration, except in specific, approved circumstances</p>	<p><b>Private</b> – Not for Profit Institutions Serving Households</p> <p>In 2014, the Welsh colleges returned to NPISH status following the Further and Higher Education (Governance and Information) (Wales) Act 2014</p>	<p>Estyn Inspections</p> <p>Funding from Welsh Government</p> <p>Higher Education Funding Council for Wales</p> <p>Provider Assurance and Governance Service (Welsh Government)</p>



Thus, while the same broad purposes of vocational preparation, employment-facing activities, and support for employers are shared throughout the UK's colleges, the context for college governing differs. These differences include:

- **Funding conditions**, which include differing approaches to planning course provision, varying degrees of institutional flexibility, and further and higher education funding streams (integrated or separate) and how money is awarded to colleges on the basis of differing agreements (such as successful attainment and outcomes focused, mandatory qualifications and resits or HE and FE split, as examples).
- **Creation and use of a financial surplus**, whereby colleges in England and Wales can achieve a financial surplus for future investment, versus the requirement in Scotland and Northern Ireland to place any surplus into a trust for dispersal according to criteria beyond the specific interests of the college.
- **External inspections and jeopardy**, whereby in England and Wales, an external and systematic inspection regime advises national government on defined standards of college performance, versus a more nuanced and thematic approach to external review of college performance in Scotland and Northern Ireland.

- **The use of an intervention methodology** (England's colleges only), whereby the FE Commissioner's office for England applies powers of college intervention in cases of insolvency and/or poor quality of education and training indicators to secure improvement and recovery. Elsewhere in the UK, 'intervention' by government agencies is moderated by closer on-going college monitoring practices which, over time, work with colleges to overcome difficulties.
- **Regional focus or competition** for students and funding, whereby three of the four countries (Scotland, Northern Ireland, Wales) have structured college provision on a regional basis, which encourages collaboration, whereas colleges in England (despite recent voluntary encouragement to regionalise) are essentially competitive in their drive to maximise institutional performance.
- **Payment of governors/chair**, where in England and Wales college governors are volunteers, and any remuneration is by exception with agreement of the Charity Commission; whereas, in Scotland, chairs of colleges (other than assigned colleges) are remunerated and all external members of Northern Ireland college boards are remunerated.
- **Accountability of college governing boards** to the state varies detail in each nation but, in essence, there is accountability to the relevant minister of state via government agencies/departments. All four countries have codes of good college governance to shape the practices and processes of governing colleges and against which college boards are expected to self-assess. With the exception of Northern Ireland, college governors are also trustees, as governing boards are established as charities. Therefore, in these cases there is also accountability to the relevant charity regulator.

- **Appointment of governors and chair** in England and Wales is undertaken by the college governing board itself as the 'appointing authority'; in the cases of Scotland and Northern Ireland, the government is the appointing authority and, as such, also establishes annual appraisal arrangements for chairs and, through chairs, to board members. In England and Wales, the appraisal process for board members (including the chair) is a matter for individual college governing boards.

In summary, the overview provided above demonstrates that, whilst superficially, it might seem that 'governing a college' is a common process across the UK's colleges, and the respective codes of good college governance are prime evidence of a commonality of approach, there are significant differences of context and detail created by each of the respective devolved countries which may influence governing practice and processes.





## SECTION B: KEY TASKS FOR BOARDS

### 3. HOW BOARDS ENGAGE IN STRATEGY WORK

Codes of good governance for colleges of further education in the UK have an expectation that governing boards will be involved in setting the strategic direction of the organisation, and this extends beyond a monitoring function. However, knowledge of board involvement in strategy is limited. Very few empirical studies have penetrated the 'black box' of the boardroom and observed in real time the complex board/management interactions that amount to boards 'doing' strategy. This was the gap that our research, uniquely, was able to fill.

We define strategy as the processes and practices through which knowledge concerning the future direction of the organisation emerges (Watson and Ireland, 2020). Indeed, it is sometimes said that strategy is not something an organisation has but something it does (Chia and Mackay, 2007). In this light, strategy is viewed as an ongoing and unfolding process punctuated by strategising episodes (Burgelman et al., 2018). But boards face a number of barriers in carrying out their strategy role. Crucially, much research around boards doing strategy recognises a tension between the monitoring (or control) function of the board and its collaborative (or service) role (Judge and Talaulicar, 2017). More pragmatically, the amount of material that needs to be covered in a single board meeting can often be considerable. Across the four countries, we found weighty board papers accompanying lengthy board meetings. The chairs and clerks/secretaries to governing bodies testify to the challenge of getting through all of this material in a timely manner, whilst giving sufficient time for discussion, debate and challenge. Across the eight colleges we observed many presentations of strategy papers by management and some discussion and questioning of these by the board, but we saw little direct involvement of boards in formulating strategy during formal board meetings. All boards did, however, engage in strategy sessions or strategy away days.

We first give a brief account of these strategy away days before going on to consider a case study of strategising in one of our participant colleges which sheds light on processes and practices of strategising.

#### 3.1 Strategy 'away days'

Governing body strategy meetings or away days were an important feature of governance practice in all the colleges we observed as part of the project. Such events provide concentrated blocks of time, away from board meeting agendas and cycles of governor business, where more in-depth work, sustained thinking and reflection amongst governors can take place. During fieldwork we had the opportunity to attend meetings across all of our participant colleges that were described as strategy meetings/away days. The events varied in length from an afternoon to two-and-a-half days. Attendees at these events typically included a mixture of governors and members of the college senior leadership and management team. In some cases there were additional speakers from external organisations, invited to give some perspective on a particular issue or on the wider policy context.

There was diversity in terms of how these events were arranged. Most colleges opted to use college sites, venues and catering facilities for these meetings. One college chose to continue a long-standing tradition of hosting the event away from the college, at a hotel in another city. There were different rationales for these decisions. The difficult financial context was called upon to justify decisions to remain in-house. However, the importance of rewarding unpaid volunteer governors, and of providing the space and opportunities for relationships to develop between and amongst governors and college leadership staff, underpinned the decision to leave the college site. Such decisions speak

to the various intentions, aims and priorities colleges have for these events and their different positionings in local, regional and national public and policy discourses and traditions.

We refer to both governing board 'away days' and 'strategy meetings' in order to reflect the language used across the colleges to describe these events. This different choice of language appeared to reflect differences in the perceived purposes the events may have. In all colleges, the events were positioned as a rare and crucial opportunity amidst busy annual cycles of business, to do a range of important things. Away days served a number of functions such as providing opportunities to understand the changing college environment and the wider socio-political context, building relationships, and consideration of organisational values, but developing strategy was a key purpose. Typically, these events enabled board members and management to explore ideas through group work. Such opportunities were widely welcomed by all participants and seen as uniquely valuable. Of their annual two-day retreat, one Chair told us,

**“The luxury that we can have by spending that time together, the senior leadership team and the governors, all get to know each other, they get to know about each other’s hobbies and interests in life and that sort of thing. And it all helps to build the relationship, and hopefully on the back of it, there’s a level of respect for each other’s roles and circumstances ... Yeah, we do try and spend a little bit of, you know, blue sky thinking on it, even if it can be difficult to deliver on some things, but yeah, we definitely dream of the possibles, yeah. ”**

Our observations suggest, however, that this is not a 'luxury' but a vital part of governing, facilitating a temporary breaking down of identities between board and management necessary for purposeful collaboration, as we show in the case study set out below.

### **3.2 Strategising in board meetings: A case study**

While strategy events and away days provide the space needed for an in-depth examination of college strategy, they are necessarily infrequent events. This limits the role of the board in ongoing processes of strategy development. However, in one of our colleges, Dundee and Angus, we started our data gathering just as the College was embarking on the development of a five-year 'Future strategy'. We were able to follow this process over a period of more than a year during which time we observed planning events, video-recorded board meetings, analysed texts pertaining to the initiative, and spoke to key personnel. By considering events over a series of episodes, we were able to build a picture showing how the micro-level practices of strategising in the boardroom built incrementally towards organisational level strategy. Relatedly, we were able to show how these practices enabled the board to negotiate the tensions between control and service.

The process started off with a planning event at which participants were divided into small groups to consider: 'Looking forward, how will the College look and feel like in 2025 through the eyes of (1) our students?; (2) our staff?; (3) our partners; and (4) our wider stakeholders?' Feedback was collated and presented in a paper at the following board meeting which drew out three central themes underpinning strategy going forward. During four subsequent board meetings, successive iterations of 'Future Strategy' were presented by management to the board for discussion and on two occasions the board meeting broke up into smaller groups to consider specific aspects of its development. This groupwork, which lasted around 30

minutes, proved to be a key practice enabling board and management to collaborate. Groupwork, as a practice of strategising, was designed by the chair to encourage, as she put it, 'diversity of thought' and ensure that the voices of all board members could be heard. The chair also used groupwork to secure 'buy-in and commitment to' the strategy.

What we found when we looked at the way participants related to each other was that interactions were very different in the intimate space of groupwork compared with the more formal space of the main meeting. Discussion in groupwork was much more intense and engaged than occurred in the formal meeting. In analysing the language used, we saw a blurring of identities, as indicated in the use of indexicals, words like 'we' and 'you'. Whereas in the formal spaces of the board meeting, 'we' was used by management in an exclusive way to mean senior management, and 'you' referred to the board, this changed in groupwork such that 'we' was used in a much more inclusive way to mean board and management together. The practices of the formal board meeting, presentation of papers followed by questions from the board, are predicated upon a distinct separation of identities of board and management and it is this that is interrupted through groupwork.

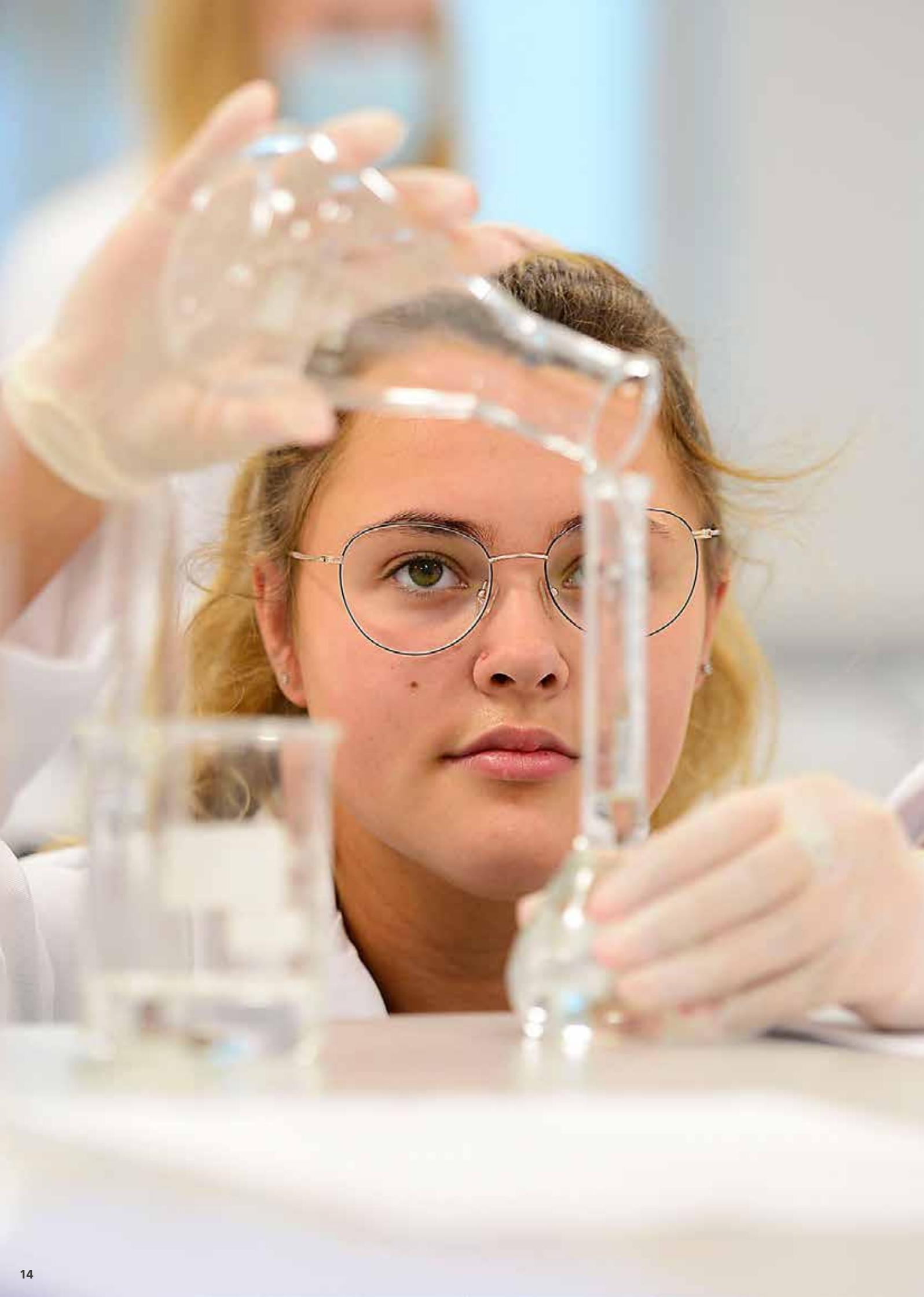
The findings offer support for Hendry et al.'s (2010) distinction between procedural and interactive strategising. Procedural strategising 'relies on formal administrative activities' in which boards 'review, approve and monitor strategy' (Hendry et al., 2010, p. 38). Interactive strategising, conversely, involves 'face-to-face' interaction and negotiation between senior management and the board, which requires 'open communication'. Whereas procedural strategising is the norm for board meetings, interactive strategising is more likely to occur in less formal contexts, such as away days and 'strategy workshops'. In this case study, the practices associated with the formal board meetings can be characterised as 'procedural' –

presentation of a paper by senior management followed by the chair inviting comments or questions. On such occasions the board 'ask' was to 'provide advice' and 'approval' for decisions.

This does not mean that other practices of the board which depend on distance for their enactment, such as scrutiny, did not occur in the group context; or, conversely, that interactivity was never achieved in the formal elements of the board meeting. Rather, as practice, groupwork tended to promote interactive strategising, while the formal board meeting supported the practices associated with procedural strategising. Like Hendry et al. (2010), we do not claim that one is 'better' than the other; each has its place: boards must work alongside management and they must stand apart. Through modulating distance, boards are able to negotiate the tension between control and service. This is a nuanced task for the chair and requires both an appreciation of the ebb and flow of events, and an understanding of the ambiguous nature of the board 'ask'. These were clearly evidenced here, contributing towards an understanding of how boards 'add value' to the organisation.

### Key points

- Governing bodies benefit from engaging closely in strategy work. This is facilitated by events such as strategy days or away days.
- Strategy is an ongoing and unfolding process; the micro-level practices of strategising in the boardroom build incrementally towards organisational level strategy.
- Even short periods of groupwork in formal board meetings enable ongoing involvement of the board in strategy development.
- Boards are able to navigate the tensions between their roles in control and service through modulating distance. This is also facilitated through groupwork.



## SECTION B: KEY TASKS FOR BOARDS

### 4. STRATEGIC RISK MANAGEMENT AND THE ROLE OF THE BOARD

#### 4.1 Oversight of risk and setting the risk culture of the organisation

The calculation and management of risk has become a key task for colleges across the UK following a number of well-publicised failures for which lack of governance oversight has been blamed. Guidance and principles for risk management to be followed by government organisations in the UK are set out in HM Treasury's *Orange Book: Management of risk principles and concepts* (HM Government, 2020). *The Orange Book* defines a principal risk as 'a risk or combination of risks that can seriously affect the performance or reputation of the organisation' (p. 9). It sets out a key role for boards as being to 'determine and continuously assess the nature and extent of the principal risks that the organisation is exposed to and is willing to take to achieve its objectives – its risk appetite – and ensure that planning and decision-making reflects this assessment' (p. 9). The board is thus fundamentally concerned with *oversight of risk* and *setting the 'risk culture'* of the organisation. The *Orange Book* was explicitly referred to in the risk management policy/guidance by two of our colleges and informed the policy and thinking of others.

In addition to guidance provided by the *Orange book*, colleges in the UK are also expected to abide by their respective codes of good governance which vary in the extent to which they prescribe the role of the board in respect to risk management. The Scottish code (Good Governance Steering Group, 2016) sets out the responsibilities of boards in rather broad terms in relation to balancing risk and opportunity and setting the risk appetite of the body. By contrast, the almost identically worded English (AoC, 2019) and Welsh codes (Colleges Wales, 2016) make numerous references to risk as part of internal control

measures and scrutiny of risk is required in relation to new ventures. The Northern Ireland guidance (Department for the Economy, 2016, 2019) requires boards to demonstrate risk management expertise and includes a competence framework.

#### 4.2 Oversight of risk: How do boards engage in risk management?

Risk management policies and procedures varied across the colleges. Six colleges used a form of strategic risk management based on the now widespread traffic lighting system. In its most common and basic manifestation the risk register presents each identified risk as a calculation based on a 5x5 matrix of severity of impact versus likelihood of the event. This gives rise to a risk score which is then colour coded, Red (high risk, 15–25), Amber (medium risk, 6–12), Green (low risk, 1–5). This initial calculation, or RAG-rating, produces the 'inherent risk', which is then subject to various mitigations to give a lower, 'residual' risk. In two of our colleges the risk score was formally allocated a financial value, either as a discrete amount or as percentage of turnover.

Although this was the basic form, some colleges adopted more sophisticated procedures. For example, in one college, the Risk Management Policy included definitions of risk appetite and risk tolerance and set risk tolerance levels, on a scale of 1 (low tolerance) to 6 (high), for seven key categories: Reputation, Compliance, Financial, Student experience, Major Development activities, Environment and Social responsibility, People and Culture, and Business continuity. While the limit of acceptable risk score for Reputation was 1, for Major Developments, it was 4, reflecting greater willingness to accept risk in pursuit of benefits.

Although codes of good governance speak of the need to balance risk and opportunity, on all the RAG-rated risk registers, the focus was on failure. Risks were almost universally written in the form, 'Failure to ...'. While there was reference to the need to accept risk in board meetings ('risk appetite'), this was not reflected in the language of the strategic risk register. The only example we found where risks were not defined in terms of threatened failure was in one of the colleges which did not produce a risk register based on RAG-rating, and in this case the term 'opportunity' did make an appearance.

In colleges adopting the RAG-rating approach the risk register was a colourful affair and a powerful means of conceptualising risk. One college used commercial software to produce these charts, giving a very professional gloss. The more sophisticated the presentation, the more persuasive it is in ensuring buy-in through presenting risk management as a highly rational business holding out the promise of control and management of the future. This was reflected in comments from some of our participants. As one chair said to us:

**“[We] identify and capture and quantify the risks ... it's robust, it's comprehensive and it works and it's also simple. If you don't have that kind of discipline and those tools in place, yeah, risk is a nightmare. But the first thing you do is just tidy up the risk and get it all captured in front of you.” (Chair)**

Although stated in rather uncompromising terms, this was not an unrepresentative view. This indicates the way in which specialised areas are understood by non-experts (Jordan et al., 2018) and suggests that the seductive nature of risk management may in itself give rise to risks. Certainly, a more cynical view was expressed by one governance professional who told us,

**“The slight concern I have is of the 'risk industry' and that actually some of us spend our lives producing information for it rather than actually doing the stuff that mitigates the risk.” (Governance Professional)**

Indeed, faith in risk management may be misplaced. One college suffered a serious cyber attack despite risk oversight. And risk of global pandemic only made an appearance on risk registers in 2020 (though one college did refer to 'corona virus pandemic' in its business continuity plan some time prior to this). This raises questions about the purpose of risk management and whether risk management 'works'. Some research suggests that risk management is really only effective at times of 'low perceived environmental uncertainty', i.e., when risk can be more easily predicted (Braumann et al., 2020, p. 15). Which, in reality, may be never!

While RAG-rating clearly sets out risk management in very rational terms, it does not take account of the *relational* nature of risks. For example, in one college, nine 'significant risks' were identified, clustered into two groupings – risks to Financial health and Reputational risk. Treatments of the financial risk included voluntary redundancy and not replacing staff who left. However, there was no discussion of how this might impact adversely on reputational risk, which in turn could result in reduced student recruitment and/or attainment. The appearance of rationality must therefore be balanced with a consideration of the relational nature of risks. This has implications for the allocation of responsibility for risk to committees, as was common practice in our participant colleges, and points up the importance of risk oversight by the main board.

Strategic risk management undoubtedly influences the way colleges understand the nature of risks. There was a tendency for risks

to be perceived as objectively real. However, all risks are socially constructed. As Ewald (1991) says, 'Nothing is a risk in itself: there is no risk in reality. But on the other hand, anything can be a risk; it all depends on how one analyses the danger, considers the event' (p. 199). A risk becomes objectively real once it is inscribed on the risk register. This inscription functions to create the relational element connecting the object to a putative harm. Clearly, this is not a neutral act. How risk is carved up determines accountabilities (Hilgartner, 1992).

RAG-rating turned out to be a very potent technology, and indeed, on several occasions it was used as a verb, as in '*can we get that RAG-ged please?*' Like all technologies, its usefulness lies in converting a major effort into a minor one – but like all technologies, this has a powerful shaping effect on the conceptualisation of risk and risk management. In this case, as technology, RAG-rating encourages discussion to focus on colour rather than the substance of the risk. We witnessed many discussions in which this occurred with the aim of risk management being to change a colour from red to amber or amber to green. However, it was sometimes acknowledged that this was not necessarily a good thing. For example, IT security was frequently rated red by governing boards, yet to reduce this to green was considered to 'smack of complacency'. This indicates that risk management is also a 'political' or 'strategic' device, and part of the management of external impressions.

### **4.3 Setting the risk culture: 'Tone at the top'**

Common to governance codes is the requirement that the board be concerned with setting the risk culture of the organisation (commonly referred to as the 'tone at the top'). Risk culture is a rather ill-defined notion but may be said to encompass (Lipton et al., 2019):

- commitment to risk oversight of the organisation,
- ethical/moral concerns,

- accountability/compliance with external requirements.

#### *Commitment to risk oversight*

Setting the tone at the top involves the competent performance of risk management. We saw in our observations how risk was collectively performed as a rational endeavour, by the board and management together. Risk management is designed to mitigate risk and hence bring 'comfort'. While the aim of risk management was to provide reassurance to the board, this always had to be balanced against the danger of being complacent.

#### *Ethical/moral concerns*

How risks are carved up is never neutral hence risk concerns ethical judgements. Colleges adopted different ways of doing this. We saw in one college, for example, where they were reorganising the risk register, how the construction of the risk category 'People' triggered a discussion around staff as objects of risk from the college, which resulted in a new risk being identified that focused on failure to provide an environment supporting the wellbeing of staff and students. However, staff may also be seen as risks to the organisation which justifies increased surveillance.

#### *Accountability/compliance with external requirements*

Tone at the top was also enacted through compliance with external requirements and accountability. In one college we saw how this compliance was enacted by the allocation of risk ratings (red, amber, green) to the 100+ statements of good governance contained within their respective code of good governance. In this way, through the practices of risk management, the governing body itself becomes an object of risk. Another college board had constructed a risk matrix of its own activities in which one risk, 'Failure to follow procedures to ensure good governance', was rated red and remained so even after mitigation.

## Key points

- Practices of risk management encourage a focus on failure. This impacts on the balance between risk and opportunity.
- Faith in risk management may be overstated. In other words, risk management may be risky.
- Risk is relational – mitigation of one risk may impact on other risks. This has implications for the allocation of risks to committees.
- Risk is socially constructed – how risk is carved up has practical and ethical implications.
- RAG-rating is a potent technology that alters the way risks are perceived.



## SECTION B: KEY TASKS FOR BOARDS

### 5. ACCOUNTABILITY: PRESCRIPTIONS, PRACTICES AND THE NEED FOR NEW THINKING

Arrangements and frameworks for college governing differ in important respects between the four countries of the UK, but they also have a great deal in common. Our review of key declarations about governing and the achievement of good governing showed a high level of similarity with regard to expectations around both *strategy* and *accountability*. This chapter focuses mainly on the second of these.

Prescriptions for what college governing should encompass, how it should proceed and indeed the characteristics and qualities thought necessary in governors themselves, come in three main forms:

- General government or ministerial guidance (e.g., Scottish Government, 2014; Northern Ireland Department for the Economy, 2019).
- Diagnostic reviews, sometimes motivated by specific failures (e.g., Greatbatch and Tate, 2018; Humphreys, 2011; Ney, 2019; Scottish Government, 2016).
- Codes of practice, especially from bodies representing colleges themselves (e.g., AoC, 2019).

A good example of the first can be seen in Ministerial guidance on the process of governing board appointments:

**“Strong governance of the sector matters. We entrust those who govern with ensuring that colleges are well led and managed so that they meet their objectives, deliver positive outcomes and provide good value for taxpayers who fund the services. Just as they hold college managers to account for their actions, they too must be accountable for their stewardship of this important public service.” (Mike Russell MSP, former Cabinet Secretary for Education and Lifelong Learning, cited in Scottish Government, 2014. p. 4)**

Although it pertains to Scotland, this statement would be equally at home in Wales, Northern Ireland or England. Importantly, two senses of accountability for governors here are (firstly) *holding college managers to account*; and (secondly) *being accountable for stewardship*. The two meanings are sometimes implied in a single statement, such as that in the Association of Colleges’ *Code of Good Governance for English Colleges* (AoC, 2019), where it is one of nine ‘core values and expectations’ of governing boards:

**“Demonstrating accountability to students, parents, staff, partners, employers, funders, trustees and other stakeholders, including publishing accurate and timely information on performance.” (AoC, 2019, pp. 7–8)**

Prescriptions often include terms like 'monitoring', 'scrutiny' and 'challenge', and go on to suggest that a balance must be found between these sorts of tasks and another, concerned more with 'support' and 'stewardship'. Several offer a diagnosis that 'challenge' is lacking or underpowered, especially in those cases where governing boards 'fail'. The proposed preventive measures of remedies for this include attending to both 'structural' matters (such as recruiting governors with the right skills and qualities; committee remits and frequency of meetings) and cultural matters (such as the style of chairing, the relationship between chair and CEO).

## 5.1 How is accountability changing?

As with the term *strategy*, *accountability* can mean a range of things. A potentially helpful distinction is that between *public* and *private* accountability:

**"... public accountability can be seen as a range of systems by which organisations or people are held to account in the public sphere – through election (representative democracy), through dialogue (participative democracy, networks), through the courts and through audit. As such it is distinctive from the private accounts of private organisations (with consumers and with shareholders)." (West et al., 2011, pp. 41–42)**

However, having drawn this distinction West and colleagues immediately add that it now means less than it once did. This simple point is crucial because it signals a sense in which 'the world has moved on'. Taking *governance* to refer to the way in which the state sets the terms within which public institutions can function, the *rise of governance* in the UK denotes a long-term and radical shift in how public institutions can operate (e.g., Rhodes, 1996;

Locatelli, 2019; Wilkins, 2016; Watson, 2019). This is a move away from governments being providers or direct commissioners of provision of public services. The *rise of governance* includes the replacement of post-war social democratic arrangements and assumptions, with mechanisms of choice and market competition, reducing the role of democratic accountability through local government. The effects include repositioning the public as individual consumers whilst promoting and enabling new combinations of public and private interests, especially in education (Ranson, 2008). Wilkins and Gobby (2020, p. 314) argue that this signals a change in dominant ideas about responsibility, so that

**"... matters of public interest including duties of care and responsibility for others and to the self ... are purposely reimagined under governance as matters of private interest and individual responsibility ... Governance therefore signals the abrogation of state responsibility and its reluctance to protect individuals and organizations against some of the worst excesses of unregulated markets."**

As outlined in Chapter 4, a major segment of governing board time and energy is devoted to the identification, assessment and management of risks. Though writing mainly about schools rather than colleges, Wilkins argues that accountability and governance have become largely one and the same thing, because governing boards are increasingly engaged in viewing all actions and decisions as risks that need to be managed, and in doing so take on responsibility for outcomes:

**“Accountability demands compliance, which it achieves by subsuming the activities of governors within formal calculative regimes, or ... ‘technologies of performance’” (Wilkins, 2016, pp. 133–134).**

Shifts like these are more than mere background for a governing board, because they set up what we call the board’s *room for manoeuvre*, shaping the range of options and the meanings, for individual governors and boards, of what it is to be accountable.

## **5.2 Accountability in practice: Lateral, inward-facing, and outward-facing**

There were many and varied examples in our data of what we term *lateral accountability*. This refers to different governors or different elements of the governing board’s structure being accountable to each other within a concept of shared collective responsibility. It is achieved both ‘structurally’ and ‘culturally’: structurally, through such things as the terms of reference, reporting lines between committees, membership of committees and the timings of meetings; culturally, in the climate or ‘tone from the top’ (see Section 4.3) set by the chair, or the extent to which governors have built trust and feel able to support, question or disagree with each other.

In the various prescriptions mentioned earlier, the idea of holding CEOs and senior teams to account is prominent. We call this *inward-facing accountability*. However, our data on governing board practices suggests that, although this does happen, it is quite rare: whilst there are many occasions where leaders present detailed accounts of the work of the college to the governing board, in most governing boards and most of the time, these accounts are *received* rather than being questioned or debated. A high proportion of such occasions

involved the presentation of positive accounts of college achievements, and whilst witnessing these could be deemed a form of accountability, the ensuing exchanges were generally wholly congratulatory. It is without doubt an important and valuable role for governing boards to be kept informed of such things. At the same time, this seems a very small part of what is meant by ‘challenge’ or ‘scrutiny’ in the prescriptions. We acknowledge that most of the ‘holding to account’ may happen in other ways, and outside of governing board meetings, and may simply be less observable. If so, this begs the question of whether the governing board has ‘ownership’ of it in a collective sense.

Our data show us that a second form of accountability, visible in the prescriptions but less prominent in them than inward-facing accountability, is more prevalent in practice. Here, governing boards are themselves positioned as ‘of the college’, and must contribute to processes required by funders, government departments and agencies, quality assessment and assurance regimes, organisations with various accreditation interests and awarding bodies, and others. We call this *outward-facing accountability*. Here, governing boards respond to external ‘performative’ demands, and this directs much of their time and energy, casting a strong influence on such things as which committees are set up, how often they meet, and what they focus upon. This form of accountability also has a powerful effect on how the basic conceptual building-blocks of college business are understood: which definitions of learning, achievement and progression prevail and how they are operationalised, monitored or measured (James and Biesta, 2007). As key outward-facing representatives of the institution, governing boards respond to these external demands and agendas with and through senior leaders. In a competitive environment, instituted by the shifts to ‘governance’ indicated above, such processes position governors as representing and defending the college and its reputation.

These two dimensions (*inward-* and *outward-facing accountability*) require rather different arrangements and relationships in order to be realised and to be effective. Outward-facing accountability requires strong governor identification with the college and perhaps with the senior executive team: loyal governorship is that which positively and generously supports the institution to succeed in an environment in which it is constantly measured and compared to other providers. It is also likely to demand increasingly specialised skills and expertise amongst governors to match increasingly specialised demands (cf. Wilkins, 2017).

Yet whilst it may require similar levels of energy and commitment, the achievement of inward-facing accountability begins from a different conceptual starting-point, which sees the governing board and the senior executive as separable entities. It may also require a different sense of criticality and independence. Although governors are heavily reliant upon senior executives for the information they can use, they must have the confidence, experience and inclination to question and challenge plans, decisions and performance. They must be prepared, should it be necessary, to engage in robust confrontation. As indicated in some of the prescriptions based on diagnoses of board 'failure', is it precisely this inward-facing accountability that has been found wanting in some UK college governing boards.

We suggest that this distinction is pivotal in understanding the nature of current college governance. A strong division of labour – across a committee structures, between individual governors, and in both the allocation of tasks and in specialist skills driving governor appointments - is an efficient (arguably, necessary) governing board response to frequent, high-volume external demands. At the same time, where governor activity and responsibilities are highly fragmented, inward-facing accountability will be undermined and possibly least effective because it must rely on shared understanding, collective responsibility and on a detailed and well-articulated sense of strategy.

Thus, there may well be a paradox or an 'inverse law' of sorts here, such that the better attuned the governing board is for meeting external performative demands, the less well equipped it will be for engagement in rigorous internal scrutiny of the senior executive.

### 5.3 Conclusion

Our analysis suggests there is a mismatch between the 'prescriptions' which incorporate widely held, straightforward notions of accountability, and – on the other hand – what we have seen and analysed in governing board practices. This gap may be due to a kind of 'conceptual lag', where the ideas of accountability that are widely held belong to an earlier period in which the main expectations placed upon college governors were different. We suggest that, across all four countries, governing boards might use the distinctions we have drawn to reflect upon the skills and characteristics of their members, and to consider whether (for example) their attention to outward-facing accountability is overshadowing inward-facing accountability. We also suggest that governor commitment and retention are likely to be enhanced by updating the guidance to reflect different forms of accountability in which they are likely to find themselves involved.

Our analysis of accountability has a particular resonance in England, where recent government-commissioned work on college governance has highlighted ambiguity of purpose (Greatbatch and Tate, 2018; Ney, 2019), highly variable levels of transparency, and an 'overall profile of fragility of financial standing of colleges [which] remains alarming' (Ney, 2019, p. 7). Many of the recommendations of the Ney report are visible in the subsequent White Paper (DfE, 2021) and seem likely to lead to a more direct relationship between state agents and individual colleges. For some, this heralds a 'renaissance' of the sector (Belgutay, 2020). We suggest that the proposed upgraded guidance (Ney, 2019) should incorporate greater attention to different forms of accountability and the tensions that can arise between them.

## Key points

- Official governance guidelines set out prescriptive claims about 'accountability', e.g., for governing boards to hold college managers to account and to be accountable for stewardship. Sometimes these distinct forms of accountability are conflated.
- Three different forms of accountability exist in the 2020s:
  - *Inward-facing* – holding CEOs and senior teams to account.
  - *Outward-facing* – collective responses to demands made by funders, government departments and agencies, quality assessment and assurance regimes, organisations with various accreditation interests and awarding bodies, etc.
  - *Lateral* – where different governors or different elements of the governing board structure are accountable to each other within a concept of shared collective responsibility.
- The distinction and relationship between these forms of accountability is important. If official expectations of what college governing boards are supposed to do seek more 'inward-facing' accountability, this might not be realistic, given how conceptually different the other two have to be.
- Understandings of accountability thus need to be reappraised, both by national bodies and government departments charged with managing FE, and by FE Colleges themselves.



## SECTION B: KEY TASKS FOR BOARDS

### 6. COLLEGE GOVERNING: ADDRESSING EQUALITY AND DIVERSITY

#### 6.1 Introduction

**“If you don’t want to improve things for your community, go and do something else. This is about community cohesion, social mobility and providing prosperous communities ... for all our community to benefit, not just the few but it is actually about making sure everybody has a decent chance to progress and move forward. And if we’re not about that, then what is the point of us? What is the point of the college?” (CEO)**

The above quote, from the CEO of one of our participant colleges, expresses powerfully the emphasis on the mission and purpose of colleges in their role of serving local communities and equalising chances for all. Such a mission has a long history, reiterated most recently in the work of the UK Independent Commission on the College of the Future (2020, pp. 13, 25), which positions colleges as:

**“anchor institutions ... Colleges are a vital public asset sitting at the heart of communities right across the four countries of the UK ... They are one of very few institutions that are open to all parts of the community, for people of all ages, whatever their circumstances, abilities and aspirations. The potential for greatly expanding this reach is immense.”**

But governors of colleges across the UK must balance this mission with a focus on contributing to the achievement of national, regional and local economic needs, as well as an overwhelming concern to ensure their college is a successful and sustainable institution. Equalising chances for the community and economic goals can work together, but for governors we found that these goals are often in tension.

#### 6.2 Context

Further education colleges across all four countries of the UK are subject to equality legislation: in England, Wales and Scotland, the 2010 Equality Act, and in Northern Ireland, a number of different anti-discrimination laws. This legislation identifies nine characteristics that are protected from discrimination by law: age, disability, gender reassignment, marriage and civil partnership, race, religion or belief, sex, and sexual orientation. In addition to this legislation, as bodies in the public sector, colleges are bound by a public sector equality duty.<sup>6</sup> They are required to ensure that students receive equitable access to and provision of services. They are also expected to consciously work to eliminate discrimination, harassment and violence; advance equality of opportunity; and foster good relationships by tackling prejudice and promoting understanding.

Governing bodies play a key role in working to embed equality and diversity in college mission, strategy and culture. They are responsible for ensuring that the college has equality, diversity and inclusion policies in place, for reviewing evidence on equality and diversity and they are encouraged to address diversity amongst membership of the governing body itself. Information for governors with regard to

<sup>6</sup> England and Wales: Public Sector Equality Duty 2011; Northern Ireland: Equality Commission for Northern Ireland (ECNI) 2010: statutory guidance Section 75 of the Northern Ireland Act 1998: A Guide for Public Authorities; Scotland: Equality Act 2010 (Specific Duties) (Scotland) Regulations 2012 and Amendment Regulations 2016.

equality and diversity is included as part of guides to good governance for colleges in the four countries of the UK, as well as a number of reports which address equality and diversity specifically. These include how governors work with colleges to address equality and diversity, as well as documents that focus on diversity in the membership of the governing body itself.

### **6.3 Addressing equality and diversity in colleges**

Within colleges, equality and diversity are addressed in an extensive range of documentation. Some of the documents are clearly driven by and respond to statutory duties. This was most obvious in the case of Northern Ireland, where both participant colleges used a template provided by the Equality Commission for Northern Ireland to produce their reports on equality and diversity.<sup>7</sup> All eight colleges in the project had an equality and diversity policy. All colleges also had a document which reported on progress with regard to their equality and diversity strategy. In addition, we found a range of documents that address specific issues relevant to colleges' work on equality and diversity, relating to both students and staff. But these documents varied in their reference to governors and their role, and there was quite limited mention of governors. Documents that address issues of equality and diversity found in colleges in the project included:

- Gender action plan
- Gender pay gap policy
- Transgender equality statement
- Disability statement and action plan
- Policy for looked after young people/ students who have experienced the care system
- Dignity at work and behaviours policies
- Student bullying and harassment policy

We also found that individual colleges appeared to take up particular aspects of diversity. One of the Northern Ireland colleges participating in the study had a strong focus on disability, with an extensive range of activities to raise awareness and promote the participation of students and staff in college life. Both of our colleges in Scotland appeared to direct considerable energy towards gender equality in relation to students and staff. In Wales and Northern Ireland, there were additional important diversity characteristics – Welsh-speaking promotion and status in Wales, and religious community background (Protestant/ Roman Catholic) in Northern Ireland.

It was clear in examining college documents that governors were kept informed about equality and diversity work. The documentation formed part of the formal processes of governing and was submitted to the governing body for approval. However, beyond this, the evidence we gathered did not show that governors were specifically or actively engaged with questions of equality and diversity in their colleges, and we consider this further below.

### **6.4 Governor engagement with equality and diversity**

In the documentation outlined above we found occasional mention of governors. The Equality Strategy in one of the Wales colleges stressed that: 'The published annual report to Governors will highlight activities carried out to promote inclusion and champion equality and diversity practice' (Equality Strategy 2019–24). Another college in Wales included governors as well as senior managers in their strategic plan to promote knowledge and understanding of equality and diversity through a compulsory online training unit (Strategic Equality Plan 2020–2024). In one Northern Ireland College, their strong focus on disability included an on-going target to ensure the participation of members with a disability on the governing

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<sup>7</sup> See <https://www.equalityni.org/S75duties>

body (Disability Action Plan 2013–2018; Disability Action Plan 2019–2024).

It is perhaps to be expected that there is limited visibility of governors in college policy and strategy documents. However, in the governance space of board meetings and committees, the position and importance of equality and diversity as part of the work of governing might be more discernible. We gathered observation data of governing body meetings over the course of one year in all eight colleges. Our sense from the observation data is that issues of equality and diversity in formal governance meetings are predominantly managed as a monitoring exercise. We observed:

- Signing off on equality and diversity reports, often included in the signing off of a large set of reports as part of the annual cycle of business.
- Brief commentary on issues of equality and diversity, such as achievement gaps, as part of the reporting of student outcomes data.
- Limited opportunity for discussion or more detailed consideration.
- Little challenge or questioning about issues of equality and diversity during governing board meetings.
- Very little discussion in board meetings concerning the promotion of a culture of equality and diversity within the college.

In crowded meeting agendas, meaningful and in-depth engagement with issues concerning equality and diversity was simply squeezed out.

## 6.5 Equality and diversity in the membership of the governing body

While governors have a central role to play in developing the equality mission and strategy of colleges and ensuring compliance with equality law, a final significant aspect of equality and

diversity that we considered involves diversity in the backgrounds of governors themselves. At the beginning of the 2020s, diversity on governing bodies across the UK remains patchy and is seen as a major challenge, with long-term and continuing concerns about the unrepresentative numerical bias toward older, white men.

The arrangements for governor appointments differ across the four UK countries. The appointing authority for college governors (including selection of the chair) in England and Wales is the board itself. The appointing authority for college governors (including selection of chairs of regional colleges) in Scotland and Northern Ireland is ministerial, i.e., at government level. All external board members of colleges in Northern Ireland (including the chair) receive remuneration; chairs of regional colleges in Scotland are remunerated. There is a proposal for all chairs of colleges in Scotland to be remunerated, which is awaiting approval by Scottish ministers.<sup>8</sup> Board members (including chairs) of colleges in England and Wales are not remunerated. Where appointment is at government level, this clearly makes diversity on the governing body more difficult for colleges to influence.

Information on board membership is very uneven across the four countries and varied considerably in the colleges in the study. At individual country level, England is the only country which publishes reports specifically on college governor diversity (AoC and ETF, 2015a, 2015b). In Northern Ireland, college governors are integrated into reports on all those appointed to public office, so that it is impossible to make any meaningful judgements as to the backgrounds of governors in colleges (see NISRA, 2020). In Scotland, data are only collected on gender (collected by Colleges Scotland), and no reports on governor diversity are published in Wales.

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<sup>8</sup> In Scotland, most colleges are designated 'regional colleges', but a small number (Lanarkshire, Glasgow and Highlands & Islands) are multi-college regions, composed of a number of colleges. Such colleges are called 'assigned' colleges. Assigned colleges have their own board of governors but they are accountable to regional college boards.

This is reflected in the practices of individual colleges in the project. Only one of the participant colleges made available the detailed questionnaire they used to find out the backgrounds of the members of their governing body, which covered all the protected characteristics in the Equality Act, the findings of which were then reported to governors. This college (one of the English colleges taking part) had the most diverse governing body of the eight colleges in the project. In Scotland, both colleges reported on the gender diversity of the governing body in their Equality Mainstreaming Reports, but not on other characteristics. This was the case even though one of the Scottish colleges stated that the college had been monitoring recruitment across all protected characteristics since 2011. While colleges gathered and published more detailed data on staff and student characteristics, there was considerable sensitivity around the issue in relation to governors.

We did find evidence that colleges were keen to encourage more diversity on their governing body through, for example, statements in their recruitment adverts. One of the Scottish

colleges made significant efforts to recruit more women onto the board and succeeded to the extent that during the period of observation female membership increased to around fifty percent. One highly pro-active example of an initiative to address diversity in the governing body was provided by one of the participant Welsh colleges, which had established a separate community committee. As well as creating stronger links to community groups and businesses, the board enabled people from a greater diversity of backgrounds to gain experience of governing-type work. The committee had more women and more ethnic minority members than the college's main governing body and was a means of preparing them for potential future invitation to join the full governing board. The initiative was championed by a member of the senior management team and was a good example of how active senior management involvement can help to achieve change. A future next step for colleges is to consider what contribution a diverse governing board makes to the successful and equitable working of the college.

### Key points

- Equality and diversity are key to the realisation of one of the further education sector's core aims: to fulfil its civic mission by serving the college community and create an inclusive college environment. We found extensive evidence of colleges' work to achieve equality and diversity.
- There was less evidence of active engagement amongst governors in the equality and diversity work of the college.
- Data on the composition of governing bodies is patchy, both at national level in each of the countries of the UK, and in each college, so that a full analysis and understanding of diversity on governing bodies and progress towards greater diversity is made very difficult.
- Individual colleges appear to take an interest in particular aspects of equality and diversity. This may be connected to national and country-specific policy imperatives, the context and community in which the college is located, and/or particular individuals in colleges who champion for example disability or gender equality.





# SECTION C: KEY ROLES AND RELATIONSHIPS

## 7. THE ROLE OF THE GOVERNANCE PROFESSIONAL

The role of the governance professional in further education is a rather taken-for-granted element of governing whose contribution has been largely neglected in published literature. This is surprising, given the recent focus, particularly in English FE colleges, on the importance of the role in promoting the governing board's performance (Chalk, 2020). Guidance for post-holders is mostly dictated by legislation, with the expectation of the role embodied in Articles and Instruments of Governance. In codes of good governance for colleges in operation in the four countries of the UK, detailed descriptions of the role are lacking, despite the governance professional being presented as occupying a central position in facilitating effective governance. Perhaps as a result of this, we observed considerable variation in practices in participating colleges and across the four countries of the UK.

### 7.1 Expectations of the role

The governance professional is required to advise the governing board on the operation of its powers, procedural matters, and the conduct and practice of its governing business agenda. The wording varies in the codes of good governance, but the main aspects of the role can be summarised as follows:

- Works with the principal/CEO and chair of the college governing board to shape the processes and practice of governing, i.e., acting as the principal organiser of the governing arrangements.
- Has the responsibility to limit (restrict) the college governing board to matters within its statutory powers and responsibilities.
- Has a working oversight of and involvement in all aspects of governing activity of the college as an institution.

McNulty and Stewart (2015) suggest that the role has three facets: the 'humble clerk'; the chair's support; and the advocate for the collective conscience of the company. Together, these assumptions reveal that the governance professional occupies a pivotal position, both in facilitating the board in upholding adherence to the statutory responsibilities of the governing board, but more importantly, perhaps, in stewarding the processes and practices of governing by 'walking the lines and working the spaces that connect executive and non-executive directors, so developing the governance space in ways that enable board effectiveness' (McNulty and Stewart, 2015, p. 513). The governance professional, according to McNulty and Stewart, thus occupies a central position as a mediator between the board and management. Our research builds on and extends these ideas, drawing out key themes that characterise the role of the governance professional.

### 7.2 Visibility of the governance professional

Although governance professionals in all our participant colleges were expected to enact a very similar role, the 'presence' of the governance professional in governing board meetings in England, Scotland and Wales was more evident than in the two Northern Ireland colleges. In the Northern Ireland colleges, the governance professional performed more of a backstage role, preparing for the governing board meeting and advising governors on board processes and governing regulations. During board meetings the governance professional assumed more of an administrative role, thereby visibly presenting as the 'humble clerk'.

In none of the participating colleges was the governance professional role full-time, and this meant that the governance professional held a dual role within the organisation. Title and status

within individual colleges also varied, for example, 'clerk' in England and Wales, and 'secretary' in Scotland and Northern Ireland. Alternative titles, such as 'governance officer' (Wales), 'head of governance' and 'director of governance', were also used. The status of the governance professional seemed to contribute greatly to how the role was enacted in boardroom practices and arguably could be related to the seniority of the other role performed in the organisation.

### 7.3 Governance administration, advice and guidance

In all colleges, we observed how the governance professional advised on board behaviour, eased board tension, coached governors and senior staff, and connected with stakeholders and external advisers. Such practices clearly indicated that the remit of the role was much wider than that of governance administration, and, as one governance professional told us:

**“It’s that part of the role that makes you valued as a governance officer as opposed to a distinct clerk or an administrator, because you’re able to actually broker solutions as well.”**

We also observed how the governance professional’s involvement in the sub-committee administration process contributed to their ability to support and inform the board in the main board meetings:

**“Broadly speaking the role is to support the board of management in all its governance functions and all of its committees ... in doing that you’re supporting not only the process but also the individuals who occupy positions on the board and in its committees.”**

### 7.4 People and relationships

The nature of the governance professional role includes negotiating, mediating, transacting, consulting, and resolving issues in relation to the governance framework. This necessitates the establishing of good working relationships with all governors, including chairs of committees, the chair of the governing board, the principal/CEO, various senior staff, professional specialist advisers, such as auditors and legal officers, and relevant stakeholders. In doing this, however, they also must maintain the core values of 'independence' and 'distance'. This puts the governance professional in a tricky position, where they work closely with the senior executive, but must always represent the interests of the board, as this governance professional indicated:

**“I think it’s part of the secretary to the board’s role to make sure that the scales are removed from the eyes of the board in that respect. Watch out for, that paper’s too long, the reason it’s too long though is because it’s disguising some of the key elements within it, all that kind of thing. You can become quite tuned to how all that works and that can sometimes place the secretary to the board in a difficult position because you’re managing that relationship while at the same time you have a very specific relationship to the executive and the principal of the college for whom you work and that pays your salary, let’s be honest.”**

We observed several occasions when the governance professional often conferred quietly with the chair and/or the CEO during the meetings, to 'keep the business on track'. The closeness of these relationships was important to maintaining the neutral and independent approach that the role demands, as this governance professional illustrates:

**“I think you have an interesting role to play because you are able to have a close dialogue with the CEO, you’re able to have close dialogue with the Chair, and one of the important parts of the role in my opinion is that you’re able to take an objective viewpoint on things that may be emotive to others.”**

The dual role of most of the governance professionals in this study places them in a privileged position but it also presents a dilemma at times in having to decide whether to use their knowledge/influence to bolster the chair or the principal/CEO. This was particularly evident in our observations of board meetings when the governance professional was responsible for preparing and reporting on key operational documentation, such as the Strategic Risk Register and Annual Report. However, where challenges were made by board members, the governance professional was able to draw on the knowledge accruing to this privileged position to mediate the discussion, thereby enacting both roles at the same time.

The governance professional therefore occupies a complex and ambiguous position, being ‘one step removed’ from both the operational management of the college and the processes of governance, while also being perceived by others to be ‘a strong and clear owner of the board structure’. This ambiguity was acknowledged by several governance professionals, one of whom said that:

**“there is always that slight friction around the margins of where does the strategic and governance element of it stop, and where does the executive and operational side of it begin?”**

## 7.5 Enactments of the governance professional role

Our analyses revealed how the governance professional engages in mediation practices to act as ‘smoothing agent’ (Swabey, 2017) and ‘boundary spanner’ (McKenzie, 2019). We also observed that the governance professional works as a ‘translator’ (Ireland, 2019; Law, 1992) to embody, and thus shape, college governing processes and practices.

### *The smoothing agent*

We observed how governance professionals enacted the role of sounding board, tension signaller (to the chair), and conflict reducer during board meetings. They also pre-empt these disruptions by acting as coach and mentor behind the scenes, as this governance professional describes:

**“I will coach chairs, I will coach members on the best way forward because we have had examples of new members that have come in and have been a bit verbose in meetings and not really getting it, if you know what I mean ... There’s a degree of coaching and training that goes on, on an individual basis as well ... discuss with him [new governor] what his concerns are and just try and ease his tensions, if you like, in terms of the way he’s feeling.”**

Similarly, our analyses revealed that the governance professional is an active player in conflict resolution which can arise from the healthy tensions of governance. However subtle these practices may seem, they allow governance professional to facilitate and maintain a board’s ability to function. In acting as smoothing agent, governance professionals also occupy a privileged position, because they are the one person in the

boardroom who works to support the board as a whole, and, as an honest broker, is trusted by all board members.

### *Boundary spanner*

McKenzie (2019, p. 406) describes how the company secretary acts as 'boundary spanner', operating between the organisational space and the governance space, to 'steer the processes of the board'. Our analyses indicate that governance professionals manoeuvre governing by enacting the role of boundary spanner. By influencing the chair of the governing board and/or the principal/CEO of the college, as well as other board members, they actively engage in shaping college governing processes and practices by providing the scaffolding to allow the board members to participate in the space between governing and organisational management. Although these practices are subtle, the governing professional's role as an intermediary is hugely influential.

### *Translator*

Law (1992, p. 5) refers to translation as a process which 'generates ordering effects' in organisations. Governance professionals in this study were highly effective in drawing on multiple sensemaking cues to respond to unexpected or potentially contradictory contributions from governors; they juggled the social relationships between governors and senior staff, and the chair and principal/CEO, to translate this into action by acting for and between these governance actors, as well as those actors beyond the board room. As the central point through which knowledge from each of these actors flowed, the governance professionals enacted a process through which they mediated the messiness within and beyond the boundaries of the parallel worlds of college operations and governance, translating them into a positive force by producing conduits

between them (Ireland, 2019). The governance professional, as smoothing agent and boundary spanner, thus translates – *generates ordering effects* – that enable colleges to realise their strategic aims. (Hill, Garner and Ireland, 2021).

## **7.6 Implications for practice**

In contrast to Chalk's (2020, p. 11) survey of governance professionals, which revealed that 'a significant number of governance professionals believe that the board is not making full use of their skills, knowledge and experience', our analysis reveals that the unique knowledge and skills of the governance professionals were highly valued, and that other board members, particularly the chair and principal/CEO, greatly appreciated and relied on them in performing their own roles.

Although the everyday practices of the governance professional may not be visible, this does not mean that the governance professional does not have influence in shaping the organisation. In moving between the organisational space and the governance space, the governance professional modifies and shapes the organisation through processes of boundary-spanning, translation and sensemaking enabling it to meet its strategic aims.

Our analysis reveals that the governance professional should be therefore be considered as mediating governing deliberations and decision-making in colleges. The complex and multi-layered practices revealed in these observations support the often taken-for-granted importance of this 'smoothing' agent, revealing the role of translator to be both privileged and partly hidden. This reveals the fundamental importance of the role, as well as the complex challenges that are concealed behind the mixture of dexterity and anchor point that is necessary in performing the role.

## Key points

- Acting as 'smoothing agent', the governance professional is an active player within conflict resolution which can arise from the healthy tension of governance.
- The governance professional role operates as a competent boundary spanner by providing the scaffolding to allow the board members to participate in the space between governing and organisational management.
- The translator role of the college governance professional contributes to facilitating and developing strong social relationships between governors and other significant actors, in and around the board room.
- Governance professionals are highly effective in drawing on multiple sensemaking cues to respond to unexpected or potentially contradictory contributions from governors.
- In acting as a conduit between the organisational space and the governance space, and in conveying the knowledge/information across the space between, the governance professional modifies and shapes it through processes of translation and sensemaking to enact the strategic aims of the organisation.





# SECTION C: KEY ROLES AND RELATIONSHIPS

## 8. THE ROLE OF THE STUDENT GOVERNOR

The presence of a student governor on the governing body is a legislated requirement across the four countries of the UK and is regarded as a key component of effective governance (AoC, 2019; Colleges Scotland, 2016; Colleges Wales, 2016; Department for the Economy, 2016). Guidance relating to the role is, however, ambiguous, and very little research has been carried out which would assist boards in supporting student governors and in developing the role. Here we present a summary of our findings around expectations and enactments of the role of the student governor, including a 'mini case study' of a college where we felt exemplary practice was being carried out. We conclude with some implications for governing boards to consider in seeking to promote meaningful engagement with student governors (Ireland, et al., in press).

### 8.1 Expectations of the role

In our analysis of the aspirations for the role of student governor, we explored national legislation, articles and instruments of governance, codes of good governance, college strategy documents, and governing board papers. In England, Scotland and Wales, it is legislated that at least two members of the student body, who have been 'nominated' (England, Scotland, and Wales) and 'elected' (England and Wales) by their fellow students should be appointed as governors (Instruments and Articles of Governance (2008) Further and Higher Education Act 1992; Post-16 Education (Scotland) Act 2013; Further and Higher Education (Governance and Information) (Wales) Act 2014 Articles and Instruments of Governance). In Northern Ireland, the legislation states that 'one shall be elected by students of the institution from among such students' (The Further Education (Northern Ireland) Order 1997 Instruments and Articles of Governance).

While recognising their importance, none of the UK codes is very expansive in relation to the role of the student governor. Only in Scotland and Northern Ireland (Colleges Scotland, 2016; Department for the Economy, 2019) is there explicit reference to student governors as being full board members:

**“Staff and student board members are full board members and bring essential and unique, skills, knowledge and experience to the board.”  
(Colleges Scotland, 2016)**

The Northern Ireland guidance goes further, explicitly recognising that the student governor does not represent the student body, something which we found was not widely appreciated by board members, including student governors themselves:

**“The student member is elected by the student population of the college however *they are not on the governing body to represent the views of the student body.* Their role is to bring the learner perspective to the decision making process in the college. Like any other governor, they must make decisions based on the best interests of the college.”  
(Department for the Economy, 2019; emphasis added)**

In addition, codes of good governance and other policy documents, link the role to such concepts as 'student experience', 'student voice' and 'learner engagement'. There is therefore a conflation of ideas around the student governor and student voice which lends ambiguity to

the role, especially around the area of student representation. Indeed, it was not uncommon for the student governor to be referred to as the 'student rep'. This creates a certain confusion: should the role be understood as one of full involvement, where the student governors' knowledge and skills allow them to contribute in the same way as any other governor; or as one in which the elected student governor acts as a mouthpiece only for student voice? This is important, since student governors, as full members of the board, are expected to act in the best interest of the college, not necessarily the students, accepting cabinet responsibility for board decisions (LSIS, 2009). Moreover, if the student governor role is only associated with student voice, there is the danger that they are positioned solely as a 'consumer', rather than a 'change agent' or 'co-collaborator ... with the potential for transformation' (Dunne, 2011, p. 4). This ambiguity permeated our observations of board meetings.

## 8.2 Engagement with the role

Student governors were present at most of the 48 board meetings we observed and participated by providing reports of student council activities and feedback from the student representative system. However, they were rarely called upon to participate beyond this, and not usually on issues unrelated to teaching and learning. Though this was the norm, there was variation. At one college, the student governors never made an appearance. At another, the student governors attended only their first meeting, and, although they were introduced to the board on that occasion, they otherwise did not engage in any way. At one college, however, student governors were full and active members of the board and engaged in discussions around all aspects of college life, including the development of strategy.

While some board members attributed a lack of engagement by student governors to individual capabilities ('a bad year'), others suggested that it is the role itself that is flawed:

**“I think there’s a tendency for the student members especially to be strictly lip service, and I think that there should be far better ways of getting the learner voice to the board than through the student rep.”**  
(Governance Professional)

**“I think most boards would say the same, that the board room isn’t really the vehicle that is best served by a student member, oddly enough.”**  
(Chair)

In our observations though, we frequently characterised engagement of student governors as tokenistic, with the student governor's report being passed over without comment by the other governors. Lack of meaningful engagement could therefore be attributed to individuals or the role, but we frequently saw that it was boards themselves that did little to engage meaningfully with the student governor.

In some of our colleges, however, the student governors were active members of the governing body and were routinely encouraged to contribute to debate and discussion. In addition, we also observed instances where the student governor engaged in strategy away-days and contributed strongly to steering strategic planning by considering the proposed strategy from the perspective of the student experience. In these colleges, the student governors were valued for the knowledge and insight they brought to the board through their contributions.

Our impression, therefore, from talking to board members and student governors, was overall that the role was not well understood and that there was a tendency towards tokenism, though this was certainly not always the case. This suggests that the role is problematic and not being used in a way that benefits the board, the student governor, or the college.

### 8.3 Supporting the Student governor role – a case study

We were particularly struck, therefore, by the efforts of one college to develop the role further. In this case we saw active involvement of the student governors in the work of the college, including in the development of strategy.

We were able to trace the contributions of the student governors to observe how these directly influenced future policy, allowing the senior executive to maintain a central focus on learner engagement and student voice throughout the process of strategising. We therefore decided to undertake a 'mini case study' to examine this further and to provide guidance for other colleges to follow.

The Chair at this college had, as a deliberate policy, developed the role of the student governor within a wider framework of student engagement across the college. We conducted an interview with the student governor at this college to explore her experiences of engaging in board activities.

When asked how she was perceived by other board members, the student governor described being worried at first that she would not be taken seriously as a member herself; however, she was surprised at how quickly this perception shifted, as she felt immediately that her contribution was highly valued by the board and that her position was very well respected. When asked to describe how this sense of value was facilitated, she described how the support of various individuals was integral to her success as a student governor. For example, she told us how the student development officer facilitated a working relationship that allowed the student association to have a very close relationship with the senior executive team. It was also extremely important to her that the principal/CEO was approachable and open to meeting the student association representatives – she mentioned talking to other student governors and being shocked to discover that they had never met face-to-face with the principal/CEO outwith

board meetings. It was also very important to her that she felt able to approach the chair with any concerns she might have.

What was notable in this college was the involvement of the student governors in board meetings which was not limited to the report of student activities but went much further. We observed all board meetings over the course of a year (four in total). During the time that we were undertaking our observations, the board at this college was actively engaged in developing a new 5-year strategy for the college and this was discussed at every board meeting. On two occasions, the board broke into smaller groups to discuss particular aspects of the future strategy and the student governors were clearly very engaged in this and were able to influence the outcomes (Watson and Ireland, 2020).

Equally, it was clear that the Board placed great value on the student governors. In addition, the strength of these relationships promoted greater engagement by board members in student-run events, supporting a culture of student engagement across the college.

### 8.4 Implications for practice

While all of our partner colleges situated the quality of the learner experience as being central to board processes, we observed different levels of engagement with student governors that could contribute to this. In the case study, the effectiveness of the student governor role can be attributed to close and meaningful engagement by all governors – particularly the chair – and the senior executive with the student governors and the wider student body. In addition, this close engagement, with all board members, also contributed to promoting a strong sense of belonging for the student governors, enhancing their experience of contributing to governing practices, including the development of strategy. Providing student governors with adequate space in board proceedings, such as allowing routinely scheduled items on the agenda, is a necessary but not sufficient means for promoting more

meaningful engagement; the board must also engage. Notably, in those colleges where student updates were included as a regular board agenda item, the attendance and engagement of the student governors was much more visible. One crucial difference in Scottish colleges is that the student governor role is undertaken as a sabbatical over a two-year period. This is regarded as one way in which the student governors can be supported to engage more meaningfully in governing practices. In addition, they are supported by a designated member of staff, who trains and guides them in their role, both as student governor and as student president. Our research suggests that adopting these strategies facilitates the development of the role.

Within the mandate to include student governors in governing practices, the challenge for boards is to strive to support them to contribute meaningfully. Here we have shown that, despite doubts expressed in the value of involving students in college governing, student governors can be supported to participate meaningfully in governing practices, and in turn this enables governing boards to maintain a focus on the interests of the students. Our research indicates that supporting student governors to participate as experts, rather than simply paying lip service to the mandate to include them, can help to promote this ethos.

### Key points

- In some cases, expectations of the student governor role are not well understood – this may be due in part to the language that is used in legislation, policy and guidance.
- Practices between colleges vary greatly in terms of how the student governor engages with the governing board and in how they are regarded by other board members and the senior executive team.
- There is an inherent tension in the role – whether it should be one of an advisor, or one of representation of the student voice.
- Where the role is valued by the senior executive and the board, this facilitates the means whereby learner experience can influence strategising.
- Putting strategies in place to develop the student governor role, such as longer sabbaticals, facilitates more meaningful engagement in governing processes and practices.





Beth Louisa

## SECTION C: KEY ROLES AND RELATIONSHIPS

### 9. THE CHAIR: POWER DYNAMICS IN THE BOARDROOM

The four college governance codes express the role of the chair in slightly different ways, but in essence the chair is responsible for the leadership of the governing body and its overall effectiveness (Hill and James, 2017). Chair expectations include: facilitating the meeting, fostering relationships, enabling open communication, and setting the boardroom culture. Consequently, a good deal of board effectiveness research focuses on the chair and chair behaviour or 'style' (Watson et al., 2020). For example, Leblanc (2003) produced a typology of ten 'director types', all beginning with the letter C and neatly including five functional and five dysfunctional types. Leblanc characterised effective boards as being chaired by 'Conductors' (work towards consensus, manage dissent, act as a 'hub') and dysfunctional boards by 'Caretakers' ('under-controlling', lacking leadership); in a study of not-for-profit boards Bezemer et al. (2018) observed three main chair 'behaviours': giving personal views; facilitating; and providing information, of which facilitating predominated. While no doubt useful in giving broad characterisations, such findings reduce the complexity of the role and ignore both the context of the board meeting, and the importance of relationships and power dynamics at play in the boardroom, aspects that emerged as key in our study.

#### 9.1 Importance of context

The college context materially affects the role of the chair, altering the balance between challenge and support. As one participant told us:

**“... having been a Chair of two colleges and also being a foot soldier as a member of the board elsewhere is actually it's highly contextual ... if they're chairing successfully I think they need to be presenting a different persona to different meetings or at different stages of the college's development. If you're in failure or if you're in a dire strait or if there's emergency action needed it needs to be more directive, and actually more challenging of the Executive but if it's actually another stage it needs to be more reflective in terms of taking time in order to allow the ideas to develop so I think the contextual element shouldn't be neglected.”**

The importance of context was very evident at the start of the pandemic. Chairs said they had taken on an increased role supporting the principal/CEO, especially behind the scenes, i.e., outside the formal board; board members too said that they saw this as a time when the executive needed to be supported by the board. This 'behind-the-scenes support' was also evident at one college which faced a crisis due to cyber attack; and another where a sudden change in policy threatened the viability of the college.

These comments by chairs highlight the important and often hidden role the chair plays outwith board meetings and hence the importance of chair/principal relationships in the governance of the college. However, we also saw that this could introduce a tension in the relationship related to the often imprecise boundary between operational and strategic matters. One principal told us:

**“So [the chair] can cross the line and be operational ... And sometimes you hear that [the chair’s] meeting people and you think ‘what are you meeting them for?’”**

## 9.2 Policy context

Context also includes the wider policy environment in which the college is operating. This differed in the four countries of the UK. In relation to this, it should be noted that in Scotland (regional colleges only) and Northern Ireland, college chairs are recruited, selected and appointed as ‘public appointments’ and this includes an annual remuneration (around £25k per year) and annual appraisal (by civil servants). It is interesting to consider the implications of this in terms of the motivation for the post, relationships with management, particularly the principal/CEO, and the influence on accountabilities, actual and perceived (Forrest et al., 2021; see Chapter 5, Section 5.3).

## 9.3 Power dynamics and relationships

The boardroom is a space within which power flows. Although there is undeniably hierarchy and control in the boardroom, the flow of power is, as Foucault (1980) suggests, productive rather than merely repressive. The flow of power is related to wider social and policy discourses and finds its expression through the social interactions and the material practices of the governing board. Clearly, the chair occupies a key position in this. Materially, where the chair sits, and who sits next to them, positions the chair with respect to the board. In our research we were particularly struck by the relationships between, on the one hand the chair and the principal/CEO, and on the other the chair and the governance professional. Frequently, we observed these three figures sitting in a row forming what is sometimes referred to as ‘the triumvirate’ (Chalk, 2020). The triumvirate, constituted in and through the power dynamics

of the meeting, was marked by shifting contests, alliances and identities, all of which contributed to the ‘culture’ and set the ‘tone’ of the board meeting (see Chapter 4, Section 4.3). Thus, the responsibilities of the chair, as laid out in codes of good governance, are better characterised as the jointly produced actions of the triumvirate.

When we remarked on the seating arrangements of the chair, principal and governance professional at a meeting of our Impact Group, members agreed with our observation but argued that it was ‘natural’. As one governance professional said, ‘we just naturally fall into that seated area and I’d never thought of it before’. Another agreed, ‘invariably it would be me on the left of the Chair or whatever, or the CEO on the other side and the Chair in the middle.’ The reasons for this were largely presented as pragmatic: the need to advise the chair on points of procedure or to be at hand with documents to be signed. One Impact Group member did, however, allude to power dynamics in the triumvirate, saying:

**“If you’re in a room with the Chair often you’re, as the governance professional in the room you may well be, and I hate to use the expression, but with one hand up the back of the Chair ...”**

The metaphor of ventriloquism this implies positions the governance professional in a pivotal role (see Section 7.1).

The triumvirate signals hierarchy and places the chair/principal/governance professional in a privileged position. This was often signalled through the private exchange of information – or in some cases a shared joke – between the chair and the principal. Incidentally, this is entirely disrupted in the online setting, so it is interesting to consider the effect of this removal of hierarchy from the meeting (see Chapter 10).

Although this arrangement was common, it was not universal. In other colleges we saw different arrangements and different relationships – perhaps signalled by the different positions adopted by the chair and principal. In one case, for example, we saw a much more detached relationship – literally and metaphorically – between the chair and the principal. In this case, the relationship could be described as ‘respectful but distanced’. This physical separation precluded any kind of private conversation but it also set up a clear distinction between the chair and the senior executive which was echoed in the prevailing tone of the board which was marked by greater formality and scrutiny of the executive.

The dizzying power dynamics of the triumvirate is further complicated as a result of the principal being both a member of the executive and a member of the board. One principal told us:

**“My position on the Board of Management, the principal’s position is quite a strange one, because you’re there as part of the Board but you’re also part of what the Board is managing. So it’s a bit odd. And [the Chair] said, this was a while ago, a couple of years ago, [the Chair] said to me, ‘should you not challenge your people more on the Board?’, and I said, ‘Well I tend to challenge them when we’re not at the Board and when we are at the Board then it’s your job to challenge them’.”**

We also observed linguistic positioning. For example, on one occasion, in a discussion of risk management, the chair said to the board, ‘We need to know your risk appetite’. In the use of ‘we’, the chair very clearly aligns with the senior executive, while the board is ‘you’. The use of indexicals (we and you) is a way of expressing identity. ‘We’ can be used in an

inclusive and an exclusive way, and we observed in this, and many other contexts, how identities between board and management shifted and indeed enabled boards to navigate many of the complexities and ambiguities that attend the board ‘ask’ (Watson and Ireland, 2020). What are the implications for the function of the board if the chair identifies with the executive?

One governance professional told us:

**“There are issues and problems that arise when the Principal and the chair become too close and speak with one voice and inevitably will have a relationship outwith the operation of the board. I think an awareness of that goes a long way towards recognising some of the pitfalls that might occur and sometimes of course the secretary of the board is compromised because you’re trying to independently support the chair while at the same time maintain a relationship with the Principal, so it’s almost as if there’s a triangle there and I think you need to be aware of your responsibility to maintain a great, a considerable amount of independence ...”**

**“Because too often in the past I think governance failures have emerged as a consequence of relationships like that becoming either too close or failing without proper effort being taken to ensure a degree of separation or a degree of collaboration, whichever is required to fix those failing relationships.”**

The relationship between the chair, the principal and the governance professional is therefore a delicate balance. Research on boards sometimes refers to 'information asymmetry' between board and management, with the assumption that this 'asymmetry', a euphemism for the withholding of information, may lead to the board becoming a 'passive management tool' (Watson et al., 2020). One chair remarked that the withholding of information was in, 'the very nature of a hierarchical structure and it's also the very nature

of human beings', but went on to say that the role of the chair was to facilitate the board in arriving at all the information they needed to make decisions. The chair must therefore be close enough to know when management is withholding information and distant enough to act on this knowledge for the benefit of the board. In this respect, the chair embodies the essential ambiguity of governing – the need to sit alongside management and to stand apart.

### Key points

- The wider context, including the policy context, influences the role of the chair, particularly in relation to the balance between challenge and support.
- The chair role extends beyond the boardroom but this can lead to a blurring between operational and strategic matters.
- The policy context differs in the four countries of the UK, with chairs in Scotland and Northern Ireland being appointed by ministers and remunerated. This may impact on accountabilities (actual and perceived).
- In many cases the principal/CEO, chair and governance professional sit together forming the 'triumvirate' as the hub through which power flows in the boardroom. The relationships between these three figures is pivotal in ensuring effective governing.
- The relationship between chair and principal/CEO is a delicate balance: while both must form a close working relationship, some distance is required to ensure a measure of objectivity. An imbalance in this relationship may lead to governance failure.
- The chair role embodies the essential ambiguity of governing: the need to sit alongside management and to stand apart from it.





## SECTION D: COVID-19

### 10. ONLINE BOARD MEETINGS AND COVID-19: HOW BOARD MEETINGS WENT ONLINE

The response to the COVID-19 pandemic in 2020 necessitated changes in the working practices of many organisations so that online meetings suddenly became the norm. Governing board meetings were no exception. However, little is known about the impact of online meetings on the work of boards. In this chapter we report on observations of in-person and online board meetings in our participant colleges which aimed to address the question: in what ways do governing board meetings differ in online and in-person contexts? From this we consider what this tells us about what boards do, and the role of the board in the life of the organisation.

The pandemic struck after we had completed our observation of board meetings, but we took the decision to return to our colleges to collect additional data related to online board meetings on the grounds that this arrangement could become long-term. Although in-person board meetings we had observed did sometimes include participants beamed in from remote places, such participants were typically outnumbered and, in our experience, often rather marginalised. The move to online meetings marked a new phenomenon.

A survey of UK further education college governing boards undertaken by a member of our research team, Professor Ron Hill, for the Association of Colleges and College Development Network (AoC and CDN, 2020) during the pandemic reported that, though participants felt that board meetings were effective, there was a sense that something was missing. Our own participants also reported this. One told us:

**“I don’t have the same experience working from home. Usually I will either be moving from a different room in the house or will already be in the study where I usually do conference calls from. It doesn’t feel like an occasion to look forward to anymore, it feels more like a chore and the need to just get the business done.”**

Board members also reported that online meetings are tiring. Research has confirmed this and ‘Zoom fatigue’ has entered the vocabulary. Nadler (2020, p. 2) defines Zoom fatigue as ‘a pan-descriptor for the symptoms people experience after prolonged technology use ... [I]nteractions that do not tire people when conducted in FtF [face to face] contexts now deplete people when these same interactions occur virtually’.

Online meetings may therefore be efficient and ‘get the business done’, but they are tiring and may occasion a loss of pleasure in which governing becomes a chore. If the business of the governing body, as defined by the agenda, can be carried out in the online meeting, and yet participants still feel that ‘something is missing’, then what is this something? And is it important, essential even, to governing?

In conducting the analysis, we drew on a framework advanced by Dale and Burrell (2007) to examine the power relations inherent in organisational spaces. These authors distinguish between three interrelated processes: enchantment, emplacement and enactment. Enchantments concern the symbolic aspects of space; emplacement considers how actors

are positioned within spaces; and enactment concerns the lived experiences of members in organisational spaces.

We also returned to our research participants as we developed this analysis and asked them to email us their experiences of in-person and online meetings. A small number of participants did so, and we engaged in a conversation with them that provided many insights that corroborated and enriched our own impressions.

## 10.1 Enchantment



Enchantment in the online space

The enchantment of the face-to-face board meeting is closely bound up with the physical environment and this includes the location of the boardroom and the way in which it is entered. In a sense, the passage through the building enables participants to assume the identity of governor. A deputy chair told us:

**“Once parked, I usually rush to the Campus whilst trying to locate my security pass in my bag and dodging other pedestrians always walking way too slowly for my liking. The closer I get to the building, my thoughts regularly turn to the famous scene in Rocky and I have to prepare mentally and physically for the sprint up the stairs. Much to the amusement of on-looking students.” (Deputy Chair)**

One board member said,

**“Previously I felt a sense of place when I went to Board meetings which helped me to connect to my role as a Board Member, in a sense it was like putting on my ‘college uniform’ and switching my brain onto college business as I entered the building, made my way through the foyer and up to the Boardroom. I looked forward to the meetings and seeing my colleagues.” (Board Member)**

By contrast, enchantment in the online space seemed related to the medium itself. We observed one exchange between the chair of a board and a board member which illustrates this. At the board meeting one of the governors was lit by a warm, incandescent light, which lent a soft glow. The chair remarked:

**Chair: I’m wondering if you’ve got Cecil B DeMille in there?**

**Governor: Well, I’ve only got a light in front of me. I think that’s what makes the difference. They say you should try and have a light in front of you, rather than behind or to the side, so that’s all it is.**

**Chair: Yeah, it’s almost like, ‘I’m ready for my close-up, Mr DeMille’.**

## 10.2 Emplacement



Emplacement in the face-to-face meeting

Emplacement concerns the physical layout of the boardroom and the way in which this influences the conduct of the meeting and the behaviour and interactions of meeting participants. Typically, the room is dominated by the boardroom table around which meeting participants gather. The seating arrangements influence the conduct of the meeting. Typically, we noticed that the chair, CEO and clerk/secretary sat in a row forming 'the triumvirate' (Chalk, 2020), as the locus of power and influence in the board meeting. At the in-person meeting the time spent before the meeting formally starts is a time during which board members and management can move freely and talk informally and privately. Refreshments are provided. This varied from tea/coffee, biscuits and water, to a full meal. Once the meeting has started, however, participants tend to remain in place and hence their interactions are limited.

By contrast, in the online meeting participants just appear. The time before the meeting officially starts can be awkward and does not allow of the kind of informal, private conversations between board members and management. One board member told us,

**“We miss out on the opportunity to get a little bit of ‘inside information’ that so often comes from the informal discussion before or after the meeting with student members and staff when, in-person, it’s possible to ask ‘so, how are staff/students feeling about xx just now?’ A look on their face or a few words can give some authentic insights that are not so easily obtained online when everyone at the meeting hears the question and answer.  
(Board Member)**



Emplacement in the online space

The arrangement of participants on the screen changes and is not under the control of participants; there is no sense in which any one sits next to anyone else. Participants may choose to be seen or may switch off their cameras: presence/absence takes on a different meaning in the online space. Although the technology usually performed adequately, we observed a number of technical and human difficulties: people forget to switch their microphones on, images periodically freeze, or break up, voices are echoey. The 'hands up' function is often ignored. At the end of the meeting all participants abruptly disappear.

### 10.3 Enactments



Enactment in the face-to-face meeting

Enactment concerns the way the space is experienced and the kinds of interactions that are supported within it. One aspect of this that we noted, which is related also to emplacement, was how board members' informal interactions could give rise to important moments in the board meeting. For example, at one in-person board meeting we attended the Principal was talking about a public service provider which had not fulfilled its contractual obligations. At the opposite end of the table, a board member began to whisper to her neighbour. She was familiar with the service provider and relayed a story to her neighbour about her own dealings with the organisation. The other member whispered that he had also heard about these issues and that they have been going on for a long time. Having gained consensus in this private whispered conversation, the board member contributed to the board discussion by interjecting and confiding her inside knowledge to the wider board. She suggested that the executive team might 'go higher' to resolve the issue. This action was duly recorded for the minute. In this way, a process that started as a whisper became translated into governing practice in the form of guidance and advice.

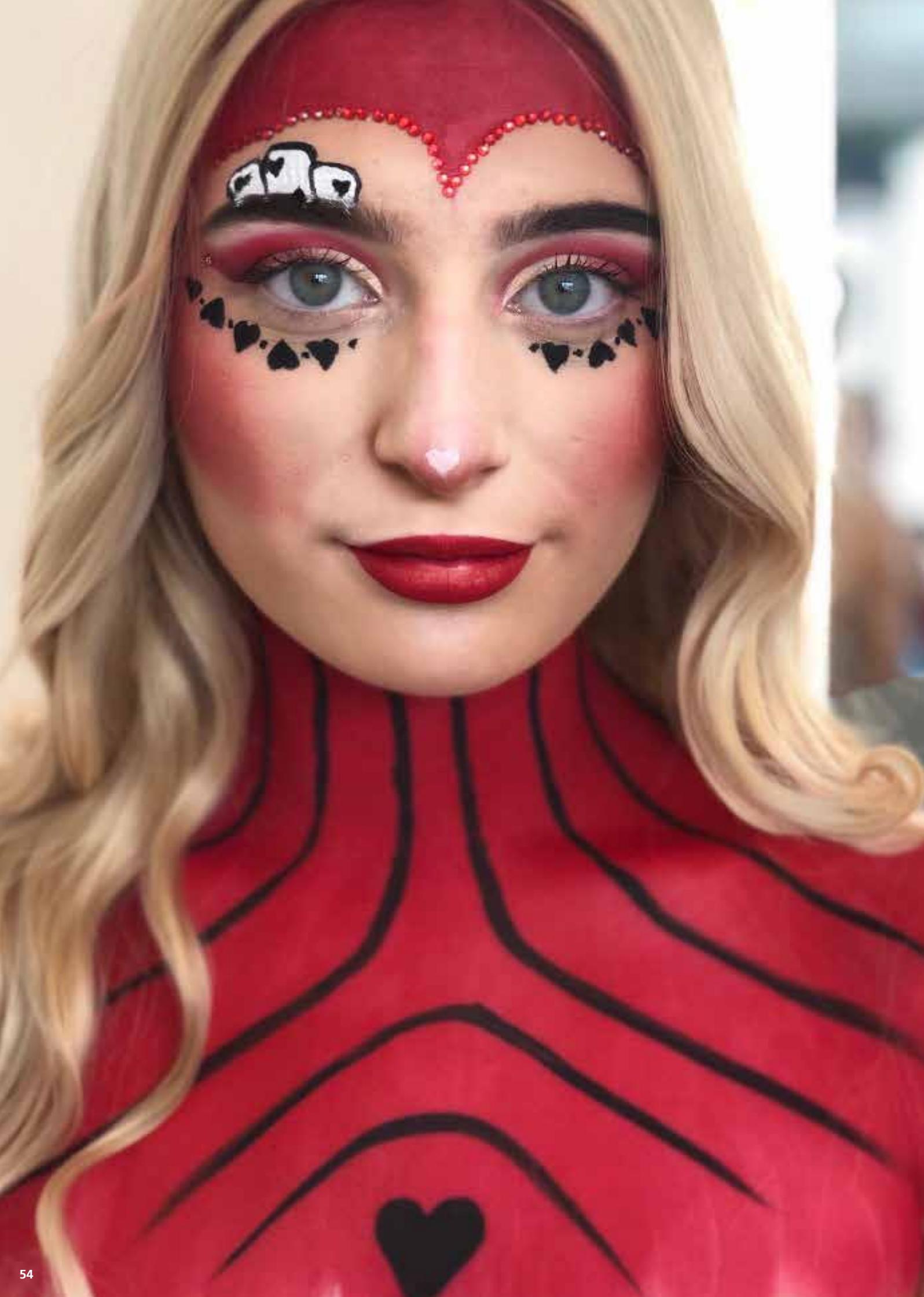
Such private interactions are less well supported in the online board meeting. The element of private interaction is replaced by 'chat'. Often, this is in the form of comments such as: 'completely agree ... what a team effort!!'; 'super to be involved in all these things'; 'good strategy'. Chat comments are often animated with emojis that smile, clap, wink, and cheer. These manifestations replace the subtle, often hidden, practices of gesture, eye contact and emotion. So, although there is the impression that the online meetings have the same rhythm this is often misleading, what is presented mimics the in-person meeting but does not substitute for it.

### 10.4 Why is this important?

Through the appearance of 'transparency', online platforms promise fidelity, reproducing what is assumed to be essential for the governing board meeting. In such an instrumental view of the meeting, 'participants' arrival and leave-taking are purely incidental and instantaneous' (Friesen, 2014, p. 22). The place of the in-person meeting, the gathering within it, and the journey to and from it (however long or short), are ignored. Our analysis indicates however, that this something that is missing is not insignificant: the affordances of the boardroom, the embodied practices, the identifications made possible. All this suggests that it is place that constitutes the governing body, gathering and sustaining those within it. The online meeting robs us of these feelings of being contained and sustained by place. Instead, we labour collectively to reproduce a sense of place, but this is a fragile veneer, a simulacrum all too readily punctured by the intrusions of the other world from which we have been momentarily projected (perhaps it is this unequal task that produces Zoom fatigue). And this is what is at stake if we move headlong into online meetings once the emergency is over.

## Key points

- Board members say that something is missing in the online board meeting, and express this in terms of companionship, but this is balanced with the advantages of not having to travel and an acceptance that the work gets done.
- At the in-person board meeting there is a sense of 'place' and 'social gathering' which provides purpose. This is missing in the online context.
- In the online meeting the capacity of the boardroom table to organise participants is replaced by an uncertain algorithm which disperses rather than gathers together those present.
- Board practices are enacted within the power relations embodied in the semiotic resources of socialising. These resources are materially different in the in-person and the online setting and support different enactments of governing.



## SECTION D: IMPACT

### 11. THE IMPACT OF THE PROJECT

From the outset of the project, impact has been central to our thinking and our 'impact pathway' recognised the need to anticipate likely impacts as well as being sufficiently flexible to take advantage of opportunities as the project progressed. A key strategy for delivering impact was to designate one of the project team, Professor Ron Hill, as our 'Impact Tzar', with overall responsibility for impact. The second key decision was the formation of the 'Impact Group', made up of representatives from our participant colleges and from key organisations related to college governance and organisational governance generally across the UK. The purposes of the Impact Group were:

- To act as a focus group with whom to share preliminary findings of research in order to gauge plausibility/validity and relevance for end-users.
- To extend and enhance our own networks, enabling us to identify and engage with a range of relevant stakeholders.
- To act as knowledge brokers, bringing together academia and practice.

This group, which met on 10 occasions during the three-year project, has guided the development of our research and, more than this, the insights from Impact Group members have provided a source of additional data. As such, the group has formed a key part of the methodology of the project as it has unfolded.

Clearly, impact is ongoing and, as we mark the end of the project, we are confident that we are merely at the beginning of the impact journey. In the longer term we envisage that:

- Management and boards in colleges will derive benefits from knowledge about the effective functioning of boards which will inform recruitment, induction, development and performance review of board membership.

- The project will build capacity, contributing to technical and personal skill development through the delivery of training for board members, governance professionals and senior college staff.
- Policy-makers in government and regulatory organisations will derive benefits which will contribute to policy and regulation around governance and inform codes of good governance.

Above all we hope that all those engaged in the project will derive benefits from enduring connections contributing to enhanced communication and understanding between different communities of practice.

That is for the future. What can we say now?

#### 11.1 Impact of the project to date

##### *Knowledge exchange*

The project can claim to have achieved significant knowledge exchange during the time of the study primarily through three mechanisms:

- Working with the eight colleges over the lifetime of the project, culminating in a presentation of overall research themes.
- Regular engagement with the Impact Group and, through this membership, to relevant groups, agencies and bodies.
- Circulation of project briefings to relevant groups, agencies and bodies.

The testimonials set out below give support to the extent to which knowledge exchange has been a core part of the project during the study period. We will look for further opportunities for knowledge exchange at the conclusion of the study through seminars, conference papers, workshops, etc.

## *Policy Impact*

Within the period of the research study, 2018/21, the emerging evidence, themes, and interpretations have been shared regularly and widely. The project has already achieved 'reach' to participating college governing boards, college national college agencies and bodies, and other participating individuals who are in a position to influence policy thinking. Testimonials (below) give a flavour of impact at the individual, college, agency and policy making levels.

## *Reach*

We have continued to engage with the Impact Group sharing findings/analyses to determine plausibility/feasibility and ongoing relevance for end users. During the first and second years of the project we met annually, face-to-face, to explore progress on the project. During the final year of the project, which coincided with the Covid-19 pandemic, we held a series of online webinars with the impact group. This was greatly facilitated by the rapid increase in expertise in use of online platforms by all members of the research team and Impact Group members. During this time, and because we had moved from a face-to-face to an online environment, we were able to extend the Impact Group and many more people became involved from a wider range of organisations. The webinars involved short presentations from the research team organised around each of the research objectives, followed by small group discussion. Latterly, we began to include inputs from the Impact Group itself. We are now exploring means to make this unique, UK-wide forum, a permanent feature with a life of its own.

## *Testimonials*

We have received a number of testimonials from partner colleges and representatives of key organisations. Three examples from the received collection of testimonials are presented below:

**A.** *As an adviser on policy on FE governance (England), the study has been useful in providing me with insights into practice*

*on the ground. This has helped add to my understanding of the sector in England and, as a point of comparison, the sector in the rest of the UK. More widely, impact reports have been shared with colleagues. They have been helpful in adding to our body of knowledge and contributing to thinking on policy matters. (JG) [Department for Education, England]*

**B.** *We at TEC Partnership were happy to be part of the research considering the processes and practices of governing colleges. I found the initial engagement and the filming of our board to be interesting and my interactions with Jodie helped me. I met with Jodie before the board meetings and we would discuss the board papers and what I thought the board might do on different subjects. This helped me clarify my thinking and ensured that I thought about significant papers and expected outcomes. It allowed me to see whether there had been as much discussion as I expected and whether this was a problem or not. I still do this exercise and it helps.*

*I have also found the impact meetings have challenged my thinking. It has reminded me how much goes on outside the board room but has also allowed me to benefit from experts in the sector and I have picked up some ideas along the way. I have not always agreed with the findings but they have provoked debate and reflection which is always of benefit. For example from the accountability session my take aways were a board needs insight, oversight and foresight and accountability is inward, outward and lateral. This helps us as a board when we are discussing papers or issues and allows us to keep improving. Thanks for allowing us to be a part of this research and I would not hesitate to encourage any other chairs to get involved in any future research. (ES) [Chair of College Governing Board, England]*

C. *Governance has long been the secret garden of further education. For decades, governance within individual colleges reflected the wide range of reasons why each college had come into being in the first place. The 1992 reforms sought to free up college governance and establish a common, more commercially modelled format. It didn't. Problems over governance have become so severe that they have led to government-imposed reviews and policing structures (England), official reviews and inquiries followed by new government policies (Wales and Northern Ireland) and official reviews and primary legislation (Scotland). Yet the universal impact of these actions and interactions remains patchy and mixed.*

*This ESRC study has for the first time across the four UK countries opened up that secret garden to professional and peer-driven scrutiny and analysis. By establishing key base measures across the very broad range of college provision and directly involving both executives and governors with experience of the sector, the study has combined this academic rigour with practice learned in the field. The emergence of findings that suggest common understandings and behaviours whatever the legislative and structural matrix colleges are working within, helps to shine some light on key features of colleges and their relationship to skills, training, business and their communities which could offer vital assistance to practitioners and policymakers alike. It will also help improve the balance of the relationship between corporate governance and professional executive delivery which can help ensure that colleges work for and with their communities and their learners, rather than simply existing amongst them.*

*This study has also opened up a rich seam of interest on how other relationships which are critical to good provision - with schools, with businesses, with key government stakeholders - can be understood better and improved, as well as promoting interest in the relationships with other professions and parts of education provision, and related questions of staff reward, quality of provision, and relevance of college courses.*

*It is a very useful first research step in an area much lacking such study and merits examination and expansion into new areas of study. (IM) [Former Chair of College Governing Board, Scotland].*

## 11.2 What remains to be done?

We aim to:

- Encourage utilisation of our findings by continuing to build networks, maintaining media communication beyond the life of the project, and by the dissemination of research outputs tailored for a range of end user audiences.
- Mobilise Impact Group networks to disseminate findings of the research and to publicise and support events/seminars.
- Work with key organisations concerned with policy and practice to enhance the contribution of boards to the life of the college, supporting the inclusive values which drive colleges in the achievement of their core purpose

**If you would like to be involved in any of this, do let us know.**



## SECTION E: CONCLUSIONS AND RECOMMENDATIONS

### 12. CONCLUSIONS AND RECOMMENDATIONS: HOW DO BOARDS ENABLE COLLEGES TO REALISE THEIR STRATEGIC AIMS?

During the course of this study we witnessed the commitment of boards and management to meeting the needs of both students and industry, and we came away with an enhanced appreciation of the difficulties that pervade this remit, and a renewed sense of admiration for the work colleges do. Of interest, however, was the fact that, while board tasks may be very similar in all colleges (attention to strategy, and necessity for accountability, for example), the 'kind of organisation' that emerged through this process was highly variable, and, though this was influenced by the policy context, it was not dictated by it. For example, across the UK we saw colleges rooted in their local community and colleges with an eye to global positioning; empire-building and consolidation; tradition and innovation. What boards are required to do, therefore, is largely governed by legislation and covered by codes of good governance, but how they go about it, and what emerges as a result of this, may be very different.

We have organised this report in terms of tasks undertaken by boards and roles of key participants. No doubt there is much else we could have focused on. However, the particular aspects selected have enabled us to meet our objectives (Appendix A) and to arrive at general conclusions about the 'nature' of board work. Taken together, these themes reveal the complexity of the work of boards, something that is all but ignored in the normative constructions of governing presented by codes of good governance and other general prescriptions. Indeed, all of the tasks undertaken by boards and reported on here are suffused with tensions and ambiguities. We have seen how engagement in strategising involves a tension between control and service; how practices and technologies of risk management may themselves create risks; how accountabilities

are multiple and at times conflicting; and how the twin missions of equalising chances and achieving economic goals may be in tension. We saw too how the roles played by particular board members are beset by ambiguity: the governance professional walks a tightrope between board and management; the student governor, if seen only as the mouthpiece for others, has their own voice effectively silenced; and the chair must both sit alongside and stand apart from management. Boards therefore have a contradictory remit and must manage the poles of these various paradoxes to function effectively. Crucially, in our research we show how this may be accomplished.

One of our objectives was to examine disjuncts between aspirations and enactments of governing and, during our observations, we saw ways in which board practices do not always meet the normative expectations of codes of good governance. One of these key expectations is that boards should 'challenge' management. This is an assumption that is itself rarely subjected to challenge, and when it is absent is regarded as a deficit. Although we did see moments when boards subjected management to questioning, this was not the overwhelming impression of governing board meetings that we came away with, nor did this seem to be the most important function of the board. Instead, we saw a much more subtle manifestation of governing practices enacted through the relationships and interactions of board members. This revealed that boards do more than engage in instrumental actions, boards are motivated by *values*, and this leads us towards a novel understanding of the role of the board.

The distinction between instrumental and value rationalities is an important theme in the work of German philosopher Max Weber<sup>9</sup>: instrumental

rationality is about means and ends, drawing up costs and benefits; value rationality is about deeply held convictions relating to intrinsic values. While Weber held these to be mutually incompatible, it appears that boards are routinely expected to enact both in delivering 'good governance'. Indeed, Friedland (2013, p.16) says that, as organisational researchers, 'one of our tasks is to co-implicate instrumental and value rationalities'. Our research has examined the instrumental and the value-laden, and we have seen at first hand the ambiguities created and the ways in which boards skilfully negotiate these conflicting demands.

We see this tension emergent in the most apparently instrumental aspects of governing – accountability, strategy and risk management – and precisely at the point where the value-laden makes its appearance: accountability is inward-facing, outward-facing and lateral; strategy development is a contest between control and service; risk management involves an essentially ethical determination. We have seen how chairs of boards and the governance professional in particular engage in smoothing, boundary-spanning and translation in managing these tensions. Friedland (2013) argues that oscillation between the instrumental and the value-laden, enacted through practices of organisation, gives rise to 'institutional substance' as 'an absent presence necessary to institutional life'. Although it cannot be pointed to, institutional substance is, in effect, the essence of the institution.

**“An institutional substance ... requires not only the repeated calling out of its name – a discursive renewal of commitment and belief, a pretence that an unknowable substance functions like a knowable object – but also enactment through routinized practical conventions.” (Friedland, 2013, p. 20)**

This, in effect, outlines the role of the board. Here, we witnessed at first hand how boards and management through the processes and practices of governing give rise to 'institutional substance', thereby making the college the *kind of organisation* it is. The passion that drives colleges is the mission to meet the needs of its diverse student community in the service of wider society. The purpose of the governing body is to give rise to the institutional substance through which the college meets its strategic aims. Our research shed light on how this is achieved.

Serendipitously, the significance of the metaphor of the governing *body* was revealed through the unexpected additional analysis we carried out when board meetings went online as a result of the pandemic. By contrasting online and in-person contexts for board meetings we saw the importance of *place*, and how a sense of containment and identity fostered by the boardroom, and particularly the boardroom table, brought together and sustained the board. Set against the mantra of 'social distancing' that has become so much a part of our lives, this research revealed to us the importance of 'social gathering'. Throughout the research what we saw pointed us to the importance of understanding the *sociomateriality* of governing processes and practices. By this we mean the social, linguistic and material practices entered into by board and management. But the insights we gained from observing online board meetings went beyond this, leading us to suggest that it might not be too far-fetched to speak of the '*sociocorporeality*' of board work (Watson, et al., in press). In this reflexive and reciprocal relationship, place constitutes the board and the board constitutes the organisation.

## Recommendations

We conclude with a number of recommendations for boards. Some offer overarching guidance, others are specific to the topics covered in this report.

<sup>9</sup> Weber in *Economy and society*, 2019, originally published 1949.

## Key tasks and roles:

- Boards should work in ways that encourage closeness and distance between board members and management. This may require a more integrated approach, than the occasional 'away day'.
- Chairs and the governance professional boards need to appreciate the differences, and overlaps, between inward-facing, outward-facing and lateral accountabilities.
- Boards should critically examine the practices and technologies they employ in carrying out their tasks which goes beyond current approaches to self-evaluation. Thus, for example, periodic review of practices and processes around risk management, considered as an ethical activity, may be beneficial.
- Colleges could make greater use of their governing bodies to act as critical friends and hold them up to scrutiny in their work to address a full range of equality and diversity issues.
- Colleges could usefully consider in what ways a diverse governing board can contribute to the successful and equitable working of the college.
- Boards should foster ongoing and sustained engagement with the student body. This may be assisted by giving greater support to the student governors, e.g., through appointing a staff member to work alongside the student governors. Longer periods of appointment, such as occurs in Scotland, may be warranted.

## Overall

- Board and management need to be aware of the ambiguity and complexity of the work of the governing body and seek to embrace/exploit this rather than manage it away.
- Through their practices boards should give attention to creating the 'governing body'. This is about fostering identity. The importance of 'social gathering' should not be lost in the move to online board meetings.
- Boards need to explicitly orientate to the values and 'passion' which give rise to institutional substance as the foundation of the organisation.





## AFTERWORD

In the Palazzo Pubblico in Siena, the Sala dei Nove, the room where Siena's rulers (dei Nove, 'the nine') met, there is a series of frescoes depicting the *Allegories and Effects of Good and Bad Government*, painted by Ambrogio Lorenzetti in the 14th Century. This is a work of art that undoubtedly speaks to us today. Drawing on German philosopher Hans-George Gadamer, who argued that we recontextualise art for our own times, Drechsler (2001, p. 8) writes, 'if we look seriously at, and engage with, Lorenzetti's fresco ... it becomes alive at that moment, and on a level that is neither merely aesthetic nor purely intellectual or historical'. In the *Allegory of Good Government*, Lorenzetti personifies the state in the form of the Good Ruler surrounded by the virtues. Alongside, indeed placed above, the secular or temporal virtues of justice, fortitude, temperance and prudence, are the religious virtues of faith, hope and charity. Together, these virtues will bring about the 'preservation of harmony and peace', as the effect of good government (de Graaf and Asperen, 2016, p. 413). De Graaf and Asperen

(2016) argue, however, that of these virtues the allegory depicts charity, love for one's fellow, as the most important, and they go on to say that, although the title of the series is good and bad government,

**“Lorenzetti’s story is mainly about the governors and their virtues ... Good governance is governance by good governors, and good governors are governors guided by charity.” (Graaf and Asperen, 2016, p. 414; emphasis in original)**

Lorenzetti reminds us that good governance is driven by passion. It transcends the instrumental and concerns values, the social gathering and complex positioning of all those engaged in the life of the college. We hope, as we have shed light on the processes and practices that constitute college governing, that we have done justice to this complexity.



## ACKNOWLEDGEMENTS AND THANKS

We are indebted to all those who have participated in this ground-breaking project. There are too many to list individually. Many people have given their time and their contributions have given us great insight into the vital work of colleges and the role of the governing body in enabling colleges to realise their strategic aims. Above all, we acknowledge the management and boards of the participating

colleges and the members of the Impact Group who have steered us along the way. Their generosity and openness in allowing us into the boardroom has been truly humbling. One of our participants has called the governing body the 'secret garden of colleges'. While we like the idea of this, we hope that this garden is not so secret any longer!





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## APPENDIX A. OBJECTIVES OF THE RESEARCH

1. Reveal the practices that constitute 'boards in action'.
2. Explore the processes that underpin the construction of 'strategic aims', 'outcomes' and 'quality of provision'.
3. Investigate the ways in which boards conceptualise and are positioned within complex policy/external contexts, including relationships with employers, labour markets and governments.
4. Consider the ways in which Instruments and Articles of Governance impact on processes and practices of governing boards.
5. Consider sources of accountability (including inspection regimes) and how these influence processes and practices of governing boards.
6. Examine relations between governing boards and senior management.
7. Reveal disjuncts between aspirations and enactments of governing.
8. Consider how strategic decision-making addresses issues of quality of provision, including provision that is equitable, promotes social mobility, and addresses questions of inequality and social justice.

## APPENDIX B. SUMMARY OF DATA COLLECTED

### Governor meetings observed during 2019

Country	College	Board Meetings	Total time observed	Committee Meetings	Total time observed	Strategy Sessions	Total time observed
England	South & City College	7	11 hrs	5	4 hrs, 24 mins	1	2 days
England	TEC Partnership	5	7 hrs, 17 mins	2	3 hrs, 53 mins	1	2 days
Northern Ireland	Southern Regional College	4	9 hrs, 24 mins	0	0	0	0
Northern Ireland	South West College	6	12 hrs, 8 mins	0	0	0	0
Scotland	City of Glasgow College	6	13 hrs, 46 mins	11	22 hrs, 43 mins	2	2 days
Scotland	Dundee & Angus College	4	9 hrs	4	6 hrs, 32 mins	2	3 hrs, 10 mins
Wales	Cardiff and Vale College	13	23 hrs, 38 mins	4	7 hrs, 3 mins	1	3hrs
Wales	Grwp Llandrillo Menai	3	5 hrs, 42 mins	3	6 hrs, 16 mins	0	0

## Interviews in Colleges

Country	College	Number of Interviews	Who?	Total Time
England	South & City College	3	Chair of Governors Clerk Principal/CEO	3 hrs, 40 mins
England	TEC Partnership	3	Chair of Governors Clerk Principal/CEO	2 hrs
Northern Ireland	Southern Regional College	3	Chair of Governing Body Secretary to Governing Body Principal/CEO	2 hrs, 54 mins
Northern Ireland	South West College	3	Chair of Governing Body Secretary to Governing Body Principal/CEO	2 hrs, 2 mins
Scotland	City of Glasgow College	3	Chair of Board of Management Secretary to Board of Management Principal/CEO	3 hrs, 27 mins
Scotland	Dundee & Angus College	5	Chair of Board of Management Secretary to Board of Management Principal/CEO Members of the Admin Team Student Governor	3 hrs, 48 mins
Wales	Cardiff and Vale College	3 (+5 short unrecorded)	Chair of Governors Clerk Principal/CEO	2 hrs, 38 mins (+ 2hrs, 20 mins unrecorded)
Wales	Grwp Llandrillo Menai	3	Chair of Governors Clerk Principal/CEO	5 hrs, 42 mins

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