

RESEARCH AND DEVELOPMENT SERIES

**The Role and Influence of the Secretary in UK Higher
Education Governing Bodies**

Final Summary Report

David Llewellyn

Harper Adams University College

**Leadership
Foundation**
for Higher Education

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Acknowledgements

This study was made possible by funding from the Leadership Foundation for Higher Education, whose support is gratefully acknowledged. I am also grateful to Professor Annie Pye of the University of Exeter and Professor Jeroen Huisman and Dr Rajani Naidoo of the University of Bath for their advice and support during the research programme.

Special thanks are due to the universities and colleges, and their staff, who contributed their time, and their views on higher education governance, to the project.

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First published in February 2009
Leadership Foundation for Higher Education

Published by the Leadership Foundation
for Higher Education

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ISBN 978-1-906627-03-4

Designed & produced by Abbey DPM

Printed in the United Kingdom

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1. EXECUTIVE SUMMARY

The report has five main sections, each of which is summarised below.

INTRODUCTION

This chapter considers recent developments in higher education governance and the focus on this aspect of institutional leadership in a wide range of countries and settings as a result of the growth in dependence on 'soft law' methods of accountability. Although there has been considerable debate about governance, and some concern that the debate alone could render problematic a system that appears, in general, to be working well, it is argued that there are issues that require further exploration if we are to fully understand how the governance environment operates and how it can be improved.

In the UK, with some notable exceptions, much of our earlier research has focused on the policy environment and changes in the structure of higher education governance, particularly since the introduction of company governance reforms in the early 1990s. This body of work admirably addresses the stresses and strains in the concept of shared governance and the distribution of top-level decision-making between the academic community and institutional managers that have emerged over this period, yet it tells only part of the story. In other settings, and in other countries, governance research has moved on to look more closely at how governing bodies operate and who influences the processes that enable them to function effectively. Recent higher education research, in particular from the USA and Australia, has adopted new approaches to investigate, amongst other areas, issues of interpersonal dynamics, roles, and common purpose and culture that contribute to the engagement of the governing body with the institution.

In this research project, the focus has been on a micro-process study of the work of the secretary to the governing body and, in particular, their working relationship with the head of institution and chair of the governing body. Although featured in earlier UK research, the secretary's role has been under-investigated, even though, anecdotally, it is regarded as vital to the smooth functioning of much that occurs in and around the higher education boardroom. The background to the role is explored later in the chapter, where it is concluded that three cross-cutting themes of role context, relationships and influencing could help shed light on some of the 'inner workings' of governance practice as displayed by the secretary in the course of their work.

LESSONS FROM THE LITERATURE, RESEARCH METHOD AND QUESTIONS

There is a considerable amount of literature in the field of organisational governance that has been little explored by earlier higher education commentators, but from which lessons for the sector might be drawn. Although we operate in a unique environment, which impacts upon the structure and many of the processes of our governance systems, issues of role context, relationships and influencing provide common ground with other organisations, including those in the private sector. The literature review therefore draws from a broad spectrum of governance-related research, to tackle aspects of relationship building, the exercise of power and influence, decision-making, agenda-setting and, more particularly, the position of the secretary in the midst of these elements of practice.

The review found that many studies considered the relationship between the chair of the governing body and the head of institution as the primary axis for the promotion of good governance practice. Others looked at the interactions between 'the governing body' and the head of institution, or the way in which the entire governing body works, or sometimes does not work, as a team. Very few studies looked deeply at the way in which those supporting the work of the governing body who are responsible for the management of governance processes, attend governing body meetings and exert a degree of influence, if only indirectly, on their activities and help shape institutional governance. The last section of the chapter draws upon the available research on the nature of the secretary's contribution and concludes that there could be a triadic relationship at play, involving the chair, head of institution and secretary, that might be worthy of further investigation. The literature review is summarised in the published report, but the full version may be found in the web-based version at

<http://www.lfhe.ac.uk/publications/research.html>. An explanation of the research approach, and the questions intended to be addressed by the research, may be found as an Appendix to both versions of the main report.

THE ROLE OF THE SECRETARY

The research project involved a national census of governing body secretaries using a web-based survey instrument. A life-cycle approach to the instrument design was adopted to capture key elements of the secretary's role and to gather information about institutional governance practices and the contribution of the secretary to them. This was an essential element of the study, aimed at addressing some of the issues of role and institutional context identified earlier in the report,

and to gain some appreciation of the background of those undertaking the role.

The results of interviews conducted with the chairs, heads of institutions and secretaries of nine higher education institutions provided further examples of how the secretary deals with key elements of practice, including agenda-setting, the preparation and presentation of material to the governing body, the provision of advice and support during governing body meetings and the management of conflicts of interest that can arise in the normal course of the governing body's work. What emerged was a complex set of responsibilities that had grown in importance, in parallel with the emphasis placed on institutional governance within the higher education system in recent years. Furthermore, it was apparent that the secretary had particular roles in managing the quality of information presented to the governing body and in safeguarding governance standards, both fundamental to good governance practice expected of higher education institutions. A full appraisal of the role is contained in the web-based version of the report whilst a summary appears in the published account.

WORKING RELATIONSHIPS AND THE INFLUENCE OF THE SECRETARY

The issue of interpersonal relationships was explored in the interview stage of the project, the results of which were combined again with an analysis of the survey results to provide a picture of how the triadic relationship between the 'key players', the chair, head of institution and secretary, works in practice. Such relationships are not always easy-going and provide the potential for conflicts of the nature identified earlier. Whilst such occurrences are comparatively rare, they can prove challenging to resolve and the secretary may have to deal with problems that have the potential to spill over to other aspects of governance or the wider institution. A degree of agility on the part of the secretary is also required to manage relationships as they change over time. The secretary may have a significant role, for example, in the appointment of the head of institution and the chair of the governing body, and will have to navigate these new relationships until a new equilibrium in the triad is achieved.

Some of these issues appear to arise because the sphere of influence of key players in the governance system may not be well understood or can be subject to challenge by one member of the triad. By analysing the views of surveyed secretaries and a small sample of interviewees on the perceived influence of triad members on key governance tasks, a pattern emerged that confirmed that all three had

distinct areas of influence but that there were potential areas of overlap, particularly between the head of institution and secretary. The bridging role between the governing body and the institution played by the secretary in terms of the management of governance and that of the head of institution in policy-making and strategy needs to be carefully considered and played out in finer detail than a simple role description will allow.

The priority given to governance as a contributor to institutional leadership can have a major bearing on the effectiveness of governance relationships and, for that matter, the respective roles of the key players in the governance system. A cluster analysis using the results of the national survey tested the 'condition' of governance systems and enabled a broad classification of governance type to be established, based on elements of governance practice. Although only providing a snapshot, the analysis resulted in three groups, each comprising institutions with different constitutional structures, with varying degrees of time input on governance, perceptions of activity levels by the governing body and views on external guidance and other processes thought to provide the framework for 'good governance'. The analysis pointed to different governance cultures, characterised by the clusters, with one cluster, in particular, that appeared to feature more interventionist heads of institutions and a less 'active' governing body.

DISCUSSION, CONCLUSIONS AND LESSONS FOR PRACTICE

The major findings of the study were that:

- The cross-cutting themes of role context, relationships and influence, investigated via a rare insight into the views of senior participants in higher education governance, are vital to developing our understanding of the people, social interactions and individual contributions that make our governance systems work.
- A multi-theoretical approach to researching these cross-cutting themes was needed and identified two new questions that have to be addressed: 'Who Governs Governance? – the tension between supporting and directing the business of governance' and 'Governance or Governing? – the tension between process and people', to help us understand the settings and dynamics of governance in action.
- There is a triadic network in operation between the secretary, chair and head of institution, and, through the relationships displayed in this network, the secretary can

have considerable influence over the institution's approach to governance.

- The secretary's key areas of influence are in the management of communications between the institution and the governing body, governor induction, the planning of meetings and the overall management, or even 'directing' of institutional governance.
- There can be significant tensions and overlap in responsibilities between members of the triad, sometimes leading to conflict, but more often resulting in sub-optimal working relationships. Critical operating roles held by the secretary, such as in the provision of advice required by the governing body, or the management of conflicts of interest, can be significant, and appear to vary, in frequency, by institution type.

Despite the extent of governance work undertaken outside the boardroom, and, to some extent, a lack of understanding of the breadth of the role within the institution, the secretary's contribution to institutional governance has grown in significance over the last decade. Developments in measures of external accountability and the 'codification' of governance, in common with other sectors, mean that the secretary may not only manage aspects of governance practice, but may now also be responsible for directing activities that contribute to effective governance. This may, indirectly, have contributed to overlapping interests and tensions in governing relationships witnessed during the study, where

the need for new approaches to governance may not be fully appreciated by other key players in the governance triad. Sector leadership programmes could usefully pay further attention to questions of how governing relationships need to be played out in practice, and the scope of this work could be extended beyond the axis of the chair and head of institution, principally to recognise the contribution made by the governing body secretary to an effective governing triad.

Achieving clarity in roles, areas of influence and expectations placed on the secretary, head of institution and the chair would appear to be a key issue that needs to be addressed by the governing body. Each institution will have a different approach, but, as the cluster analysis within this study has shown, some institutions may not see this as a priority, or may need more time to build effective governance relationships that enable this aim to be realised. In common with other studies on higher education governance, and those from the corporate sector, it was found that attention needs to be paid to informal mechanisms outside the boardroom, as much as the formal processes within it, and roles and responsibilities need to be periodically reviewed to ensure that they are fully understood by those concerned.

Finally, the study indicated that the focus of previous research needs to be extended to move the debate from governance *process to people*, from *structure to social interaction* and from *institution to individual* so that we might gain a broader understanding of governance practice and its role in supporting effective institutional governance.

2: INTRODUCTION

HIGHER EDUCATION GOVERNANCE: WHAT EXACTLY IS THE PROBLEM?

The role of the governing body in higher education governance has been under increasing scrutiny since major corporate governance¹ reforms began in the early 1990s². Since then, governance in higher education has undergone a significant transition, summarised in a recent OECD review³ that highlighted concerns about new measures of accountability; the need to ensure that governing bodies remain able to safeguard the values and integrity of higher education institutions in the light of increased political intervention; and the driving force of corporate and related public sector governance developments. The ‘ripple effect’ of large-scale corporate governance scandals such as those seen at Barings Bank, Enron, the Dutch retail group, Royal Ahold⁴, and pressure to adopt more business-like governance models have caused UK higher education, like other sectors in receipt of public funding⁵, to continue to consider the role, accountability and effectiveness of its governance systems. The recent crisis in the financial services sector may also, in due course, influence styles of governance in other sectors, reinforcing the need for ‘behavioural governance’⁶ to be better understood, not least in the relationships that make for effective governing in higher education.

The most recent governance guidance⁷ included a code of practice that brought with it, from company governance, the ‘comply or explain’ principle, under which institutions are expected to meet the standards set out in the code or make clear why they have not been applied. Other measures, such as guidance on institutional monitoring and the use of key performance indicators⁸, have since been provided to help institutions meet one of the requirements of the code. It seems likely that we will see, in the new reporting methods for accountability being introduced by the UK higher education funding agencies⁹, a continued focus on improving institutional governance. Dawson and Dunn¹⁰ argued that there has been a growing pervasiveness of codes of practice, or ‘soft law’, in the field of governance where, in a legal sense, and as seen in higher education, compliance is voluntary. They concluded that this was because contract and statutory

methods of regulation (‘hard law’) had been found to be too cumbersome and too slow to respond to shortcomings or rapid changes in social conditions. They added¹¹ that:

‘Obligations within the middle ground left by these two methods of involvement have fulfilled a social need despite not being legally binding. In the governance context, codes of practice provide a significant example. By signing up to a code a party advertises how it will act, which gives a benchmark against which stakeholders may judge its governance enabling publicity to be given, as appropriate, to successes and failures.’

We are not alone in these developments. A review of the tertiary sector in New Zealand¹² recommended the development of a national protocol and institutional codes of governance. In Australia, adoption of the National Governance Protocols was encouraged by using funding incentives¹³ and by 2005, all universities were found to be compliant, or near compliant where changes simply remained subject to legislative processes¹⁴. In the USA, the Sarbanes-Oxley provisions for corporate governance are steadily extending to the higher education sector¹⁵, and a number of institutions are reviewing their practices against this far-reaching legislation. The possibility of cross-national guidance on higher education governance has also been raised by the OECD¹⁶.

So, in the same way that we have seen the emergence of more self-regulated ‘new public management’ in this period¹⁷, it could be suggested that we are witnessing the development of more self-regulated ‘new public governance’ to match emerging approaches to company governance. But, these new methods can hardly be described as truly ‘self-regulated’, if compliance is likely to be closely monitored by regulatory agencies. Smith and Reeves¹⁸ argued that, ‘there is a great danger in over-emphasising state regulation in that it acts as an obstacle to individuals and institutions regulating themselves, consulting their own conscience and acting with integrity, even when it’s legally possible to avoid doing so’. Nevertheless, in the face of continued external regulation, compliance with the code, and an equal emphasis on the practice of governing to demonstrate effective self-

¹ Corporate governance is a term applied to governance systems across the private and public sectors. For clarity, later in this paper, a distinction is made between company and higher education governance systems.

² Cadbury, A. (1992)

³ van der Wende, M. (2006)

⁴ Mallin, C. A. (2004)

⁵ ICGGPS (2005); NCVO (2005)

⁶ Booth, W. (2008)

⁷ CUC (2004)

⁸ CUC (2006)

⁹ Hefce (2006); SFC (2006)

¹⁰ Dawson, I. and Dunn, A. (2006)

¹¹ Ibid, p35

¹² Edwards, M. (2003)

¹³ Baird, J. (2007)

¹⁴ Walters, C. (2006)

¹⁵ Michaelson, M. (2005)

¹⁶ Ásgeirsdóttir, B. (2006)

¹⁷ Farrell, C. M. (2005)

¹⁸ Smith, E. and Reeves, R. (2006), p17

regulation, may be important tasks expected of governing bodies for some time to come.

Despite the attention being paid to this issue, important questions remain to be answered about how we might provide the ideal climate for effective higher education governance. Some researchers believe it to be a phenomenon bound up in the history or legal constitution of the organisation ('structural' elements), whilst others suggest that it relies as much upon those involved in the delivery of governing, or what have been called 'doing' elements¹⁹. Both undoubtedly play a part, but we are unable to be more definite about their respective contributions because of the lack of empirical research in this field. Furthermore, in the UK, most recent, and largely non-empirical, research has focused on the constitutional structure and decision-making machinery expected of certain types of higher education institution, rather than considering the people, their working relationships and values that comprise the system of institutional governance. As a consequence we run the risk of using accepted institutional structures, legal constitutions and, latterly, compliance with external guidance as proxies for effective governance when, in reality, they may tell only part of the story.

Kezar and Eckel²⁰ supported the view that the debate should move on in their US-focused analysis of higher education governance literature. They noted that much attention had been paid to governance structures but that these studies tended to find that:

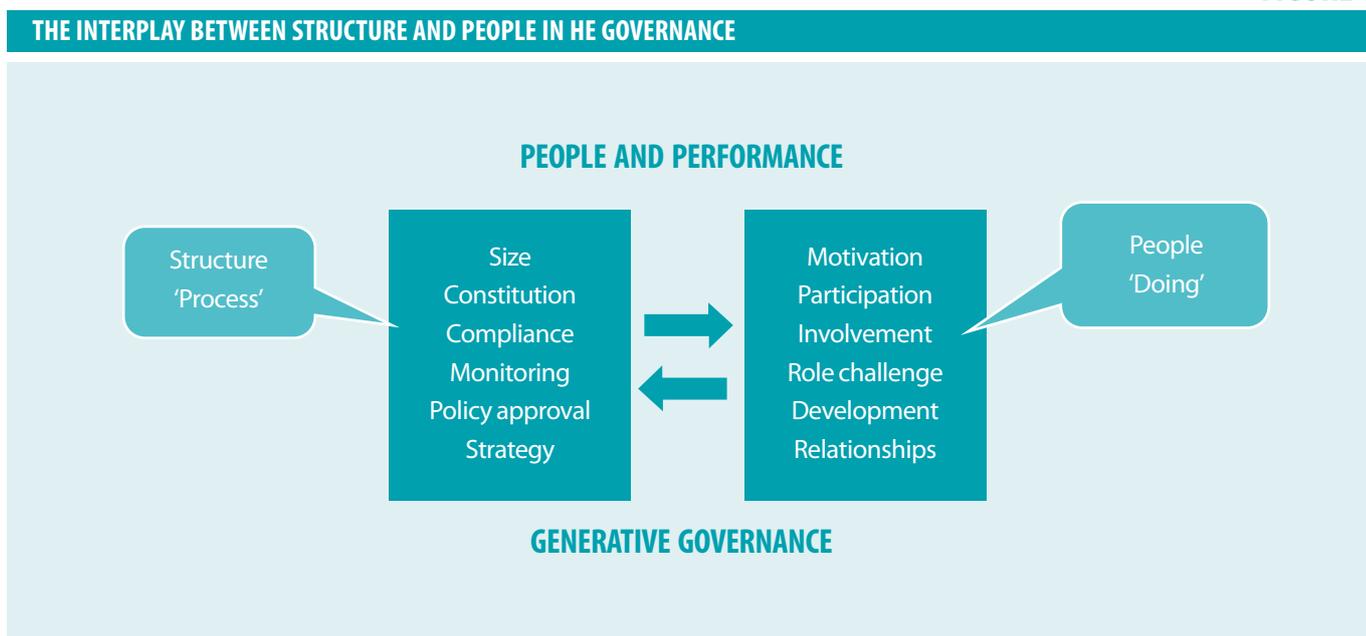
'People, interpersonal dynamics, and culture affect governance processes most, and can be related to efficiency, responsiveness and participation – the... three issues that many campuses currently struggle with.'

In their wide-ranging review they suggested that the more human dimension found in social and cultural theorising, amongst other approaches, was required to understand the interplay of governance processes – with a focus on the 'doing' of governing rather than the structure of governance. In short, we might benefit from knowing more about the 'doing' of governing at all levels, including the individuals engaged in governing, if we are to fully understand how higher education governance works, and what works for higher education governance.

This point is illustrated in Figure 1, where the interplay between structure and people can be broken down into a series of factors that contribute to institutional governance. In the UK higher education system, those factors on the left of the diagram have been researched and commented upon in some detail, while those on the right have not.

In other sectors, and within other areas of higher education, the notion that an improved understanding of the people within an organisation or system can make a positive contribution to performance appears to be well established²¹ It could be suggested that the application of this principle to higher education governance has yet to be

FIGURE 1



¹⁹ Pye, A. (2002)

²⁰ Kezar, A. and Eckel, P. D. (2004), p381

²¹ See, for example, Hutchinson, S., Purcell, J. and Kinnie, N. (2003)

fully developed. Within the wider world of governance, it is also proposed that there is much to be gained from engaging those who govern as contributors to leadership rather than simply as monitors of institutional health. In this instance, governing bodies could be expected to routinely contribute to the generation of new strategies, innovations or insights, rather than simply, 'examine the fiduciary past, through a variety of processes – from straightforward external audits to more complex processes like Total Quality Management' or even, 'the strategic past via dashboards, benchmarks and scorecards, as well as official progress reports', both aspects of which, 'come to the board compressed, aggregated and prefabricated'²². Chait et al call for boards, and those who work with them, to develop a more generative style of governance, whilst lamenting the fact that many do not work with management to create a story line for their institution, but simply listen while management relates the story.

If we are to develop higher education governance so that it truly contributes to, and is seen as part of, the institutional story line, we need to understand the approaches, attitudes and values of those who most actively shape the governance system, and the factors that contribute towards their style of governing. In such an approach, most major studies of governance, in higher education²³ and in other sectors²⁴, have concentrated on the roles of the head of institution and the chair. Whilst still a critical relationship, this focus has meant that those who handle the 'governance business'²⁵ of the institution, the day-to-day organisation of governance-related activities, have been, until recently, largely ignored. One such player is the secretary to the governing body.

It is clear that influential senior administrators have been in place long before the advent of modern governance arrangements. Gittleman²⁶ provided an example from a university in New England in the 1980s, noting that he, 'knew that if he were perceived as too powerful, a raging faculty could bring down the entire structure.....He remained a force with the trustees.....but kept a low profile among students and faculty. People rarely got his title right; and they never understood the authority he had in his hands'. In general, however, the secretary has been regarded, for the most part, as a 'backstage'²⁷ participant in higher education governance, contributing from behind the scenes, sometimes in governing body meetings even

without formally being a member of the governing body and able to use formal and informal mechanisms to exert influence in close working relationships with the head of institution and the chair. As a result, and despite the importance of the role, not all aspects of its influence might be immediately visible or, for that matter, well understood within the wider higher education community. This study therefore sought to determine a modern-day perspective of how the role and influence of the secretary impacts upon the conduct of governing. In addition it considered recent claims that the secretary makes an equally significant contribution to institutional governance to that of the chair and head of institution and attempted to test them via empirical observation.

The principal aims of the study were to:

- a) Test the hypothesis that research on higher education governance has, to date, underestimated the importance of the part played by the governing body secretary in the 'doing' of governing;
- b) Identify the nature of the current role of the governing body secretary in the practice of UK higher education governance, and to describe, in particular, the influences that may be exerted by the secretary on the work of the governing body;
- c) Develop a conceptual model and conduct empirical research to address the aims summarised above²⁸.

WHY LOOK AT GOVERNANCE THROUGH THE LENS OF THE SECRETARY?

The traditional view of the secretary has been that of the institution's most senior administrator, usually holding the post of registrar, university secretary or clerk to the governors in a unitary administration. The study by Bargh et al²⁹ used a number of observations from the 'registrar' and 'clerk' and, in so doing, distinguished between the positions typically seen at that time in pre-92 and post-92 governance systems. In most institutions the governing body secretary continues to be a senior administrator. Since the mid-1990s, however, considerable differences have emerged in the operating titles and other duties associated with the post, an issue noted in recent research on the terminology and roles within higher education management and administration³⁰. The registrar, secretary, university secretary or chief operating officer, with other variations across the sector, can be the head of a unitary administration or manage a specific set of functions within a

22 Chait, R. P., Ryan, W. P. and Taylor, B. E. (2005), p117

23 See, for example, Bargh, C., Scott, P. and Smith, D. (1996); Boston, R. (2000)

24 See, for example, Deem, R., Brehony, K. and Heath, S. (1995) (schools); Pettigrew, A. and McNulty, T. (1995) (companies)

25 Shattock, M. (2006), p22

26 Gittleman, S. (2004), p187-188

27 Mangham, I. and Overington, M. A. (1987); Pye, A. (2002)

28 See Appendix 1 on Research Questions and Methods for a description of the model

29 Bargh, C. et al. (1996)

30 Whitchurch, C. (2006)

flatter administrative structure. In post-92 institutions the secretary's role is often designated by the title of clerk to the governors or council. The type of structure, and background of the institution, can also lead to a more directorate-based nomenclature, where the duties of the secretary can be held, for example, by a director of administration, or director of corporate affairs, each of whom may (or may not) be the senior-most administrator. In other cases, the role is associated with a functional director other than the head of administration, such as a director of finance, or by a head of administration holding a 'vice' or 'pro' position to the head of institution. In yet others, the person undertaking governance work may not be the head of administration, but could still be a university secretary (typically, but not always, where a registrar is the head of administration), clerk to the governors or hold an assistant-level position within the institution.

Shattock³¹ maintained that a distinction in the role could be drawn from the constitutional structure of the institution. He suggested that pre-92 university secretaries were, in the main, responsible for the whole governance structure, including the academic senate or its equivalent. In the case of post-92 institutions he concluded that a company secretary approach had been followed, because of the more dominant nature of the governing body in this part of the sector, and that this had led to the secretary not being responsible for academic governance and a separation of the governing body's procedures from academic decision-making. Furthermore, he noted that the managerial responsibilities of secretaries in each type of structure differed, with a greater range in pre-92 institutions and a more restricted role, sometimes involving only governance and legal duties, in post-92 institutions. But a more complex pattern can be seen in both the pre- and post-92 parts of the sector, with a move, in some instances, towards establishing new positions, or at least redefining existing posts, to include a greater emphasis on governance. In some institutions this has led to the creation of an office or unit to handle governance and related legal or compliance-based work, while the 'nominal' role of secretary has remained with the senior administrator.

A review of job advertisements in the period May 2005 to May 2007³² identified a series of posts that included the role of secretary to the governing body (Table 1). There was no standard model of appointment, but the rise of governance as a functional area was reflected in new posts and new

structural arrangements for the management of governance work. It is not yet clear whether the allocation of additional resources to the handling of governance is being driven by a greater focus on institutional accountability, external regulation, a need to unburden some senior administrative staff from more routine compliance-based duties, or some combination of these factors. Nevertheless, the more complex, and evolving, nature of this position than had been recognised in earlier studies underlines that the way in which it is carried out differs widely, even within institutions of a particular legal constitution.

The secretary is expected to coordinate the activities of the governing body and manage a wide range of governance processes. These involve, inter alia, the selection of new governors, their induction, the organisation of governing body and related committee meetings, arrangements for follow-up action and communication between the governing body and the rest of the institution. But the role has many other facets. The secretary may be responsible for the provision of legal and procedural advice, a contributor of information required by the governing body, a counsel to the head of institution, chair, and others on the issues being addressed by the institution and the governing body and, on occasion, an independent voice that can keep the governing body from going astray. It is sometimes thought to be similar to the role of company secretary, recently noted as requiring the ability to negotiate, 'what can be a complex web of boardroom relationships'³³. But the additional responsibilities of managing academic governance, and/or acting as a member of a senior management team, can make the operating environment even more complicated.

It could be that an increasing awareness of the secretary's contribution to governance is simply a reflection of this increased complexity, coupled with the codification of the secretary's responsibilities and, in turn, the growth of those responsibilities because of the greater codification of other aspects of institutional governance. It seems fair to say that higher education governance has not been a tranquil environment in the last decade, but the evidence suggests that much of the disturbance has been created by external guidance that has required interpretation and implementation by the secretary, rather than by widespread difficulties within the boardrooms of higher education.

³¹ op cit, p22

³² Job advertisements were identified from *'The Guardian'*, *'The Times Higher Education Supplement'* and the website <http://www.jobs.ac.uk>, and further particulars were obtained from the relevant institutions.

³³ Hogg, C. (2008)

TABLE 1

A SELECTION OF JOB ADVERTISEMENTS FOR THE ROLE OF SECRETARY OF THE GOVERNING BODY: MAY 2005 TO JULY 2006

NO	ROLE TITLE	PRE-92	POST-92	HE COLLEGE	REPORTS TO	DIRECT ACCESS TO CHAIR?	GOVERNANCE UNIT?	NEW POST?
1	University Secretary	*			Registrar	*	*	
2	Secretary to Council & Academic Secretary	*			Principal	*	*	
3	Deputy University Secretary	*			Secretary/ Registrar			*
4	Registrar and Secretary	*			Vice-Chancellor			
5	University Secretary		*		Vice-Chancellor	*	*	*
6	Vice-Principal (Corporate Services)			*	Principal			*
7	University Secretary and Legal Adviser	*			Vice-Chancellor			*
8	Deputy Clerk to the Governors	*			Secretary			
9	University Secretary		*		Vice-Chancellor			
10	Director of the Secretariat		*		University Secretary			
11	University Secretary	*			Vice-Chancellor			*
12	Registrar	*			Vice-Chancellor			
13	Registrar and Chief Operating Officer	*			Vice-Chancellor	*		
14	Director of Governance and Planning	*			University Secretary		*	*
15	Chief Operating Officer	*			Vice-Chancellor	*		
16	Director of Resources	*			Director			

FIGURE 2

MAJOR DEVELOPMENTS IN UK COMPANY, PUBLIC SECTOR AND HIGHER EDUCATION GOVERNANCE GUIDANCE FROM 1992 TO 2008								
	1992	1993	1994	1995	1996	1997	1998	1999
HIGHER EDUCATION				SHEFC Guidance for Governors 1		HEFCW Guidance		
							SHEFC Guidance for Governors 2	
			Nolan 1	CUC Guide Ver: 1	Nolan 2	Nolan 4 Dearing Report	CUC Guide Ver: 2	CUC Board Guidance
COMPANY/PUBLIC SECTORS	Cadbury Report			Greenbury Report			Hampel Report	Turnbull Report
							Combined Code	
			Committee Public Accounts Report					

This is amply illustrated in Figure 2, which shows the extent to which the sector has been subject to external guidance since the early 1990s.

Nevertheless, despite the wealth of guidance, there are instances where a governing body has made errors, an issue covered in some detail, in the UK context, by Shattock's³⁴ most recent review. These problems are shared elsewhere, and lessons may be learned from other systems where governance issues have their roots in institutional politics and personalities. In the USA, for example, high-profile cases involving the appointment or removal of university presidents, intervention in the curriculum and financial misconduct have hit the headlines. Legon³⁵, reporting on crises in institutional governance in US universities, noted the reforms undertaken by the governing body of American University, in the face of proposed federal intervention, to address concerns arising from the activities of its former president. In one of these reforms the governing body had taken the controversial, and rare, step of hiring a secretary who would report directly to the board. Legon concluded that this approach was unlikely to be without its problems in

terms of co-ordinating the governing body's work, but noted that it sent, 'A clear and positive signal that it wishes to conduct its affairs as independently as possible'.

When encountering difficulties within the governance system, the secretary must effectively manage conflicting loyalties and interests to provide, 'a legal and ethical check upon the activities of the rest of the senior management of the institution'³⁶. The secretary's role therefore presents a somewhat unique balancing act, in which, in most UK institutions, there is a need to create a close working relationship with, and be accountable to, the head of institution, but also to be responsible to the governing body for the conduct of governance activities. The secretary must be able to act independently of other senior managers in relation to governing body duties, even if they are a member of the senior management team. The secretary may also be involved in the selection of both the chair and the head of institution, bringing further issues of relative influence into play. On occasion, it may even be necessary for the secretary to ensure that the head of institution acts in accordance with the wishes of the governing body.

³⁴ Shattock, M. (2006)
³⁵ Legon, R. D. (2006)
³⁶ Lockwood, G. (1996)

³⁷ Dearlove, J. (1998), p119
³⁸ Kennedy, K. J. (2003), p65

FIGURE 2 (CONTINUED)

MAJOR DEVELOPMENTS IN UK COMPANY, PUBLIC SECTOR AND HIGHER EDUCATION GOVERNANCE GUIDANCE FROM 1992 TO 2008								
2000	2001	2002	2003	2004	2005	2006	2007	2008
	Model CG Format, SCOP Network	HEFCE Audit Code	HEFCE 'Risk' in Accounts Direction	HEFCE Audit Code 2	HEFCE Risk Mgt Guide	HEFCE Accountability Framework		HEFCE Single Conversation
SHEFC Guidance for Governors 3					Institutional Sustainability Framework		SFC Governance & Management Matters	SFC Governance Guidance Benchmarking
CUC Efficiency Reviews	CUC Guide Ver: 3		Lambert Report	CUC Guide Ver: 4	LFHE Governor Development Programme	CUC KPI Guide	CUC Audit Guidance	CUC KPIs Update
			Higgs Report	OPM Study on Public Sector	ICGGPS Report		FRC Review of Combined Code	
			Smith Report		NCVO Report			
			Tyson Report					
			Audit Commission		Revised Turnbull Guidance			Combined Code 2008 Edition
			EC Action Plan	OECD Principles				

The secretary must therefore fulfil a role that, as Dearlove suggested of institutional leaders, 'has the confidence to work with academics in relations of mutual trust'. This view was supported by Kennedy³⁸, who noted that because governance processes can create conflict in any organisation, there is a need for relationship building between stakeholders to ensure that the outcomes of governance are in the interests of the institution and not just certain sectors within it. It was suggested that this could be facilitated by 'deliberative partnerships' between the 'academic heartland', 'new managers' and governing bodies to consider long-term strategic issues in their institutions, because no one part of the organisation had a monopoly on how best to set, or achieve, institutional objectives. Clark³⁹ called for a greater focus on the type of leadership that could successfully reconcile the opposing forces of institutional leaders keen to develop and 'position' the institution and those of the, 'professional groups that staff the operational departments and reflect strong disciplinary imperatives'. To these forces we might now add those of governing bodies who, charged with greater accountability and more open monitoring of the performance of their

institutions, also need to find a way to articulate their requirements and ensure that change takes place, whilst understanding the needs of the various constituencies within their institution. In this developing three-way engagement, the secretary could be a key link in forging and maintaining constructive governing relationships.

In conclusion, the problem with governance appears to be our lack of understanding about the way in which governance roles and relationships work. By turning the spotlight on the contribution of the secretary, the aim was to deliver an insight into role context, relationships and influencing that constitute three cross-cutting themes that underpin the world of governance practice, and, in particular, the formal and informal mechanisms at work between the secretary, chair and head of institution. Investigating governance from this stance, and using an empirical approach, were important elements in moving research in this field from *process* to *people*, from *structure* to *social interaction* and from *institution* to *individual*, to help us fully understand the environment in which modern higher education governance operates.

³⁹ Clark, B. (1995), p9-11

3: LESSONS FROM THE LITERATURE

The full literature review can be found in the extended version of this report at

<http://www.lfhe.ac.uk/publications/research.html>. The review covered elements of governance theory, relationship building, the exercise of power and influence, decision-making, agenda-setting and the position of the secretary, drawing upon examples from company and public sector governance as well as from the higher education sector. A number of major themes were identified.

In the first instance, it was clear that there had been a growth in the importance of governance and associated 'soft-law' accountability mechanisms across the private and public sectors, including the codification of higher education governance, over the last 10-15 years. These mechanisms have been used to improve standards, counter failures in governance and improve public trust in the operation of major institutions. They have also, however, resulted in an increasingly complex environment for higher education governance and are likely to have made governing bodies more reliant on the technical advice and support provided by the secretary, and on the secretary's role as an intermediary in governing relationships.

It emerged from the literature review that to promote effective governance, but more particularly effective governing, it is necessary to create a climate in which undue power and influence is moderated by the proactive management of multidimensional relationships, not only between the key players of the governing body, but also between the governing body and the rest of the institution. The ebb and flow of these relationships requires the exercise of 'will and skill'⁴⁰ by the secretary as well as the members of the governing body. In this study, however, it appeared that much of the practice would be seen around the boardroom and not simply within it, particularly where the secretary had a wider senior management role within the institution and needed to juggle the inevitable conflicts of interest that arise from dual responsibilities. The exercise of influence by the secretary outside the boardroom could, therefore, be expected to be a key factor in creating, managing and controlling governing relationships to help structure the governing body's decision-making.

The literature review also revealed, however, that there is little known about the practical realities of the operation of higher education governance and the role of key individuals within it. Available research emphasises the importance of forging effective relationships within and around the governing body, but these focus mostly on those between the head of institution and the governing body or its chair. A second strand of relationship research looks more broadly at the way in which governing bodies and executive teams interact. Both approaches suggest that there are positive and negative features in these relationships, and it is here that the 'bridging' role played by the secretary could be important in the management of institutional governance, even though this role does not, to date, feature strongly in higher education governance research. The review therefore went some way to supporting the hypothesis in Study Aim (a) that the role of the secretary may have been underestimated and required further consideration.

Finally, it appeared that a closer analysis of the theoretical influences on the framework of governance within which the secretary might be expected to work, and the way in which key relationships, influence and decision-making could impact upon the role, might help open up these elements of practice. A complex picture emerged. No single theoretical stance could adequately explain the particular features of governance and governing in higher education, or the role of the secretary within them. Aspects of the display of power in the managerial hegemony tradition seemed to be a feature of the education governance literature, for example in the way in which governing bodies were 'controlled' by the information provided (or not provided) to them, often by a strong head of institution. The growing importance placed on effective governance by UK higher education funding agencies has redressed, to some extent, the balance between the authority expected to be demonstrated by governing bodies and that of the executive. But the literature also pointed to the independent role of the secretary who, even as a member of the executive, is required to act as its adviser, on behalf of the governing body, and, sometimes, even as a moral conscience in the conduct of institutional business. It was therefore necessary to consider how the triadic relationship between the chair, head of institution and secretary operated to fully understand the wider implications of the role and influence of the secretary.

⁴⁰ Pettigrew, A. et al. (1995)

It was also necessary to look outside the single theoretical tradition and consider a pluralistic approach to underpin the empirical work necessary to address Study Aim (c). When looking at the influence displayed in the role, Cornforth's multi-paradigm paradox approach⁴¹, with its focus, in this instance, on ways in which a productive tension between controlling and partnering can be created and managed in the relationship between the governing body and the executive, appeared to be the most useful frame of reference. Cornforth suggested that single theoretical perspectives took little account of contextual factors, and, because the secretary's position was known to differ within the sector, the use of this approach meant that, at least, issues of context could be considered. In this way, the approach also allowed a 'practice-based' focus to be maintained for the later stages of the study, whilst enabling elements of multiple theoretical positions to shed light on the complex environment that the secretary must navigate.

Researchers have tried to capture this environment in the form of models, or numerical techniques that describe the effective board or governing body⁴². However, these approaches tend

to concentrate on issues of process, or the controls that boards must have on the actions of the chief executive officer or the wider executive. Models matching governance practice to process and outcomes are rare, and those including the secretary even more so, though studies that mention the contribution made by board staff in the US higher education sector are beginning to emerge⁴³. To address this problem, it was necessary to develop a new approach based on the three main lines of investigation used in this study: the context of the secretary's post, elements of the secretary's principal activities and key relationships and the relative influence displayed in those key relationships. The possible existence of a governing triad (the chair, head of institution and secretary), and differing roles within it, suggested that investigating this area could help combine thinking on 'what boards do' with that on 'who does what' and 'how they do things' to begin to shed light on issues concerning the people behind the process, and to address the problems identified in current thinking on governance research⁴⁴.

4: RESEARCH METHOD AND QUESTIONS

A summary of the approach taken by this study, which involved a national census of governing body secretaries and follow-up interviews with the secretary, chairman and head of institution in nine higher education institutions, is provided in Appendix 1.

⁴¹ Cornforth, C. (2005a)

⁴² See for example, Hilmer, F. G. and Tricker, R. I. (1994); Weir, C. and Laing, D. (2000); Cornforth, C. (2001)

⁴³ Kezar, A. (2006)

⁴⁴ Pye, A. and Pettigrew, A. (2005)

5: THE ROLE OF THE SECRETARY

The national census provided a considerable amount of data on the role of the secretary, a full report on which can be seen in the extended report at

<http://www.lfhe.ac.uk/publications/research.html>. For the purposes of this summary, several themes were identified.

CAREER BACKGROUND AND THE NATURE OF THE ROLE

There appeared to be a distinction in the career backgrounds of secretaries, in that pre-92 institutions tended to have more secretaries with a higher education background, there was a broadly even spread of those with a public sector background and those with a private sector background were more prevalent in post-92 institutions.

The role largely remained a generalist administrative activity and that there were very few secretaries formally qualified in the field of 'corporate governance'. The part played by professional qualifications also did not appear to be significant when compared to experience, and the ability to act as a safe pair of hands in the management of the governing body's work. Nonetheless, the 'expert' contribution of the secretary on corporate governance and matters of a legal nature was apparent in an analysis of advice provided to governing bodies in recent years.

An understanding of the academic environment was also particularly important (78% of interviewees, n=9), possibly because of the background of most governing body secretaries, but also because of the technical and procedural experience that this provided in lieu of any particular type of professional training:

"I was particularly involved in academic policy development and academic regulatory work and quality assurance... in my early career so those have obviously been directly helpful. It gives me an understanding, I think, of the nature and the heart of the institution and what it's about and that I think then lends credibility to advice I give to governors, particularly on issues around the boundary between the role of the board and the role of the senate, or the role of vice-chancellor versus the role of the board."

Post-92 Secretary

One interviewee noted that higher-level academic qualifications, as well as experience, could lend credibility to the role amongst academic colleagues and counter the perception of a comprehensive drift towards 'corporatism' and 'managerial values' in higher education:

"If you've got a group of administrators who have got similar qualifications as the academics hold, actually you've gone quite a long way to narrowing the so-called us and them gap because at least one has some sympathy and understanding of what they're doing... I think also it does... help the council to remember what they're doing - you know that we are an academic organisation, we're not a Plc."

Pre-92 Secretary

Other areas of work, such as the contribution of the secretary to the operation of the nominations process and governor induction, which provide 'early contact' with new governors, and responsibility for setting, or at least contributing to, the agenda for the governing body, all provide, to varying degrees, potential points of influence in governance processes. The range of influence extends to the areas managed by the secretary in wider institutional roles. The survey revealed a distinction between pre-92 institutions, where a greater proportion of secretaries manage the whole administration than in post-92 institutions, and post-92 HEIs, where a greater proportion of secretaries have no managerial responsibilities outside their governance role. The 'representative influence', where the governing body may rely upon the secretary as the 'expert' in the relevant field, may be limited in terms of management roles (particularly in some post-92 institutions) but could remain considerable in terms of committee work, and related decision-making, even in functional areas they do not directly manage. Furthermore, the ability of the secretary to work with, and influence, other senior administrative colleagues holding 'expert' roles who do not report to the secretary, may need to be a greater than the 'registrar' model of the governing body secretary suggests. Active participation in committee work, either as a secretary or adviser, may be one way in which that influence might be brought to bear.

There appears to be a lack of consistency around the reporting lines of the secretary, with 34% (n=109) of survey respondents suggesting that they either report to the governing body or the head of institution for their governance role, rather than

the chair, as suggested in Committee of University Chairs (CUC) guidance. The secretary, in such cases, might require a particular awareness of the political and ethical considerations arising from the act of balancing the role with other institutional duties, and the way in which the two functions may sometimes need to be separated. Appraisal arrangements also vary widely, with 29.7% (n=101) of respondents having no input from a member of the governing body. Again, the oversight of the secretary's activities suggested by the CUC may not always be seen in practice.

PREPARING INFORMATION AND AGENDA SETTING

Some of the most important aspects of the secretary's role include the preparation of the governing body's agenda and of supporting material on which decision-making is based⁴⁵. Participation in this element of governing body work appears to be limited to a few key individuals, notwithstanding the view that better performing boards have a hand in determining the agenda for their meetings⁴⁶. It was also here that the influence of the chair became more apparent. In 56.3% (n=103) of survey responses it was said that the chair decided which items appeared on the governing body agenda and 41.3% (n=104) had a hand in determining the order of business of governing body meetings. As might be expected, it was the chair who most often (55.7%, n=106) decided the timing of business at governing body meetings, but a significant number of secretaries (31.1%, n=106) also undertook this role. The head of institution decided which items appeared on the agenda in only 16.5% (n=103) of responses. In the same number of cases the head of institution briefed the chair on relative priorities for the meeting, though this task was most often carried out by the secretary (81.5%, n=104).

The picture is more complex when looking at the way in which papers are prepared for governing body meetings, and who actually presents this information in the meetings. Much depends upon the other functional responsibilities of the secretary. For example, the major role in preparing papers on strategic planning issues appeared to fall to the head of institution (40.8%, n=103), other staff with a planning brief (34.0%, n=103) or the secretaries themselves (18.4%, n=103), but the presentation of this work most often rested with the head of institution (71.3%, n=101). The head of institution was also predominant in dealing with academic developments. The contribution of heads of the finance function could be seen in the preparation of financial papers (73.3%, n=101) but their presentation was divided between people in this role

(53.5%, n=99), non-executive governing body members (20.2%, n=99) and heads of institutions (13.1%, n=99). Some of the more significant contributions of the secretary included reports on support service functions, though this was balanced by contributions from other staff; risk management and audit, where the task of paper preparation was shared with other staff and the presentation with non-executive governors (most likely the chair of the audit/risk committee); and in the preparation of summary reports of committee meetings, though, again, their presentation was split between the secretary and a non-executive governor (most likely the chair of the relevant committee). In work relating to corporate governance systems, the secretary took an overwhelming lead in both the preparation (89.4%, n=104) and presentation (81.2%, n=101) of information to the governing body.

The interviews provided further detail on agenda-setting practices which, again, varied widely from institution to institution. Much depended upon the relationship between the chair, the head of institution and the secretary, with elements of institutional custom and personal style determining how often each might get involved. In some, it was a formal process, with regular meetings between a wider set of key governors, usually the committee chairs, and the executive. Even so, the process was often (78% of interviewees) initiated by the secretary:

"We don't usually discuss agendas much in advance of the agenda being produced. He doesn't want to see the agenda pre the agenda if you like; the university's business is a juggernaut that moves along... There may be instances where there'll be a particular issue and he will ring me up or pop in, or email me these days, and say, 'Are we going to talk about X or Y or how should we handle that?', but generally it's down to me to produce the agenda."

Pre-92 Secretary

In some cases (44%), whilst it was left to the secretary to provide the necessary information, the business to be conducted was subject to review by the executive:

"In terms of which business we put to council where there's a choice, which things we engage them in, in discussions, and which things we put to them as clear recommendations, not expecting them to engage in much of a discussion – 'this is the executive's view, please agree' - then we'll talk about that on the senior management team because you can't have

⁴⁵ Petersen, G. J. and Short, P. M. (2001); Kezar, A. (2006); Nadler, D. A., Behan, B. A. and Nadler, M. B. (2006)

⁴⁶ Ingram, R. T. (2005)

council trying to micro-manage or second guess the executive... On the other hand you've got to get them sufficiently engaged in what's going on so it's an interesting job and you can tap their expertise, otherwise why are they sitting there?"

Pre-92 VC

The preparation of high-quality papers for the governing body was an issue of considerable importance to the majority of interviewees (89%, n=27), and was one over which certain participants had firm views:

"The secretary plays a huge role in a whole number of ways. First of all he tends to be responsible for the preparation of all the papers so if they come forward in a sensible, well-organised, proper executive summary, that's a huge plus, and if they come forward thirty pages filled with jargon and incomprehensible to lay people, it's an absolutely massive minus."

Pre-92 Chair

In order to deal with this matter, secretaries took a keen interest in the papers to be presented to the governing body, refining them where necessary to ensure that they were clear and appropriately structured:

"I'm not very likely to interfere very much with a paper unless I think it's wrong, or if I think the recommendations are unclear... We like to have a clear recommendation at the end of each paper, and I will change a recommendation but I would talk to the report writer if he is available. And so I'd change the recommendation without changing the tenor of the paper, I would change the recommendation, 'because this is what you meant to say'. Making sense of it, yes, not changing the direction of it. I think there is an expectation that if I'm not happy with a paper, I wouldn't just send it out..."

Post-92 Secretary

It was nonetheless evident from the analysis that the secretary's role concerned not only the quality of information presented to the governing body but also the safeguarding of governance standards. On occasion the secretary may be involved in handling conflicts of interest that can emanate from their own responsibilities, or from relationships within the governing body. It was apparent that conflicts of interest

were reasonably well spread across the sector. In fact, a conflict was reported by the secretaries of 56 institutions, nearly 51% of the total sample of survey participants. It was not possible to determine from the survey more precise details about all of the types of conflicts that had been encountered, and it may be that what one secretary perceived to be a conflict might not have been reported as such by another. The response rate therefore needs to be treated with care. Nevertheless, the extent of the reported levels indicates that there is an underlying need for secretaries to be able and prepared to use their influence to resolve difficult governance problems. On occasion this can depend upon the ability of the secretary to navigate a complex set of relationships, see what is going on and intervene, whilst at the same time remaining independent.

CONFLICTS AND DUAL ROLES

The wide-ranging nature of the secretary's duties, including, in many cases, involvement in the senior management team and in a range of formal and informal institutional decision-making arenas, means that somewhere along the line, the problem of how to manage relationships, and to balance potential conflicts generated by the different models adopted for the secretary's role, must arise. For those interviewees looking at this issue from the institutional angle, the senior manager/secretary model was often considered to be a 'unitary' system, where the roles of senior manager and secretary to the governing body were combined in the same person. However, this simple classification does not take account of the separation of responsibilities expected from the holders of such posts. By turning the spotlight on the secretary's relationships with the executive and the governing body, it may be more appropriate to regard such a structure as having a dual role.

The need to deal with this type of duality, particularly in working relationships, was identified by the majority of interviewed secretaries:

"I mean it's always a challenge, not because every time an issue comes up there are obvious conflicts of interest or whatever else but I think you get into the mindset almost of trying to step outside yourself whenever there is an issue coming up and saying, 'well okay, take off that hat, look at it from a council point of view'. I think you just get used to that approach of almost being schizophrenic and trying to look at it both ways."

Pre-92 Secretary

Preference for a 'dual role', where the secretary had other senior management responsibilities, or a 'single role', where the secretary dealt only with governance matters, was largely related to the system currently in place. Despite the issues with 'duality', interviewees with this structure could not see how a single-role approach would work because of the way in which the secretary was expected to be the person able to act as a link between the governing body and management:

"I'm the integrity chip if you like, able to identify issues that members of the management team are merrily progressing as part of their management roles, and identify the point at which some intervention of the board may be necessary in the decision-making process. So I think there's enormous value to the institution and to the board in having somebody who's a permanent employee and aware of what is happening across the university at corporate level, and engaged in daily discussions with the senior management team."

Post-92 Secretary

There were, however, a limited number of cases where the dual role had, at least, been questioned, either as part of succession planning for the secretary's post, a review by auditors or because of other governance work.

In those interviewed institutions with an external secretary (22%, n=9) the desire to maintain the independent role was particularly apparent. Sometimes this was born out of previous experience of an 'internal' post-holder where support for the governing body had not worked well, and there had been a wish, on the part of the governing body and the institution, to separate the secretary's duties from other senior management responsibilities. Once established, a single-role approach was thought to have particular strengths, particularly, but not only, amongst the chairs of governing bodies:

"I do actually quite like the simplicity of the accountability arrangements and the very specific nature of the task here, and it does not confuse many of the aspects of governance with executive responsibilities... Therefore the position of the secretary is pretty well protected, as it were, from potential pressures of being part of an executive machinery that actually intersects with the executive function of the vice-chancellor as chief executive."

Post-92 Chair

Some institutions have adopted a structure where the secretary's role, though identified in the statutes or governing instruments, is a nominal position held by a senior administrative member of staff, and another person is principally responsible for the work of the governing body. This approach, somewhere between the dual-role 'registrar' (in their multiple guises), and the external single role, introduces a further level of complexity into the single-role model, such that it could be reclassified as either single role (external) or single role (internal). The latter introduces the prospect of a further relationship between the 'working' secretary and the nominal secretary that needs to be navigated by both parties, and, for that matter, the chair and the head of institution. The secretary, in such cases, is not independent of the executive, but may also not be able to establish quite the same working relationship with the head of institution as in the dual-role approach. In one example, a 'nominal' secretary highlighted the need for a close relationship with the person engaged in the detailed day-to-day work of the governing body:

"... Often in more operational aspects of strategic matters, I would delegate the day-to-day communications. If it's agreeing agendas or organisational matters around organising induction programmes or those types of things, I will just enable [the person] to do that on [their] own. I mean, we talk a lot, we work together very closely so we have regular briefings; there's nothing really happening at that level that I'm not fully aware of and he wouldn't be going off and doing things that I wouldn't have asked him to do in a sense..."

Pre-92 Secretary

Despite this high level of co-operation and close working, there remained concern, in 44% (n=27) of interview cases, about the ability of the 'working' secretary to have direct access to the head of institution, an issue that might be considered by institutions seeking to establish governance units under the charge of a 'nominal' secretary:

"I... feel... that the secretary to the council ought to have a way to the vice-chancellor. I think that the vice-chancellor also ought to recognise that the council is the governing body, that this person serves that governing body... Now if those relationships are not working at the appropriate level, then there are great difficulties."

Pre-92 Chair

In summary, there was much from the analysis of the survey data and interview material that suggested that the role of the secretary was critical to institutional governance and may have grown in importance, in parallel with the place of governance within the HE system, in recent years. There were also indications, however, that the influence of the secretary was bound up with issues of working relationships with the chair and the head of institution, requiring further insight into the nature of those relationships and their impact on the effectiveness of governance arrangements.

6: WORKING RELATIONSHIPS AND THE INFLUENCE OF THE SECRETARY

This section of the report investigates the influence of the secretary when working alongside others in the delivery of governance and the management of governing. The results from the literature review pointed to the possibility of a 'triadic' relationship between the chair, head of institution and secretary, so this set of relationships provides a focus for the survey and interview analyses that are, again, combined to bring practice-based insights to the research.

Investigating the application of influence by direct means was unlikely to be possible without detailed longitudinal or observational studies, each of which had practical problems, such as observer effects in the setting of governing body meetings. Influence can also take many forms, making it difficult to capture aspects of hidden thought and meaning⁴⁷. An indirect approach was therefore employed, using survey and interview questions about the relative influence of the secretary, chair and head of institution, combined with other measures to gain a broader picture of the working relationship between these individuals and their potential areas of influence.

HOW DOES THE SECRETARY WORK WITH OTHER KEY INDIVIDUALS?

The survey asked secretaries to state, on average, how many hours per month they had contact on governing body business, including agenda preparation, with various categories of governing body members. The response rates varied significantly, with 'no responses' ranging from 15 participants in the case of chairs and heads of institutions to 47

and 45 participants respectively for vice-chairs and treasurers. In the latter case, this may simply be because the position is not seen in every institution, so the results should be treated with caution. Nevertheless they indicated some wide variations in practice that were thought worthy of further investigation. An analysis was conducted using the Kruskal-Wallis test, a non-parametric alternative to a one-way between-groups analysis of variance⁴⁸. Time spent by the secretary with a range of individuals was tested against the following categorical variables:

- Type of institution
- Size of institution
- Region in which the institution was based
- Age of the secretary
- When the secretary was appointed
- Immediate sector background (private, public, HE)
- Principal work background
- Professional qualifications held by the secretary.

Table 2 summarises the statistically significant results. The relatively high level of contact with the chair and treasurer in smaller (but not the smallest) institutions could be the result of work, at the time of the survey, on degree-awarding powers and university title being conducted by some institutions in this size category. There were, however, two well-established pre-92 institutions that fell into this group. The results for the 'Over-60' secretaries, showing a wider group of significant working relationships, were of particular interest, signalling a degree of relationship-building outside the chair and head of institution 'triad' that was relatively higher than in other age categories. Whether this was related to the institutional culture, or the 'wise counsel' of older secretaries, is unclear, but in spite of much-reported changes in managerial approach within the sector, time spent with staff and student members

TABLE 2

SUMMARY OF KRUSKAL-WALLIS TEST OF TIME SPENT BY THE SECRETARY WITH OTHER MEMBERS OF THE GOVERNING BODY

TIME SPENT WITH:	TYPE OF INSTITUTION	SIZE OF INSTITUTION	AGE OF SECRETARY	BACKGROUND OF SECRETARY	MEAN RANK	CHI SQUARE	DF	ASYMP. SIG**
Chair	Post-92	3,001-5,000		Private Sector	57.27	13.653	6	0.034
Treasurer or equivalent					55.81	118.083	6	0.006
Non-executive members		53.74			6.912	2	0.032	
Non-executive members		Over 60			54.88	6.551	2	0.038
Treasurer or equivalent					51.21	7.898	3	0.048
Elected staff members					66.44	12.877	3	0.005
Student members					66.44	9.412	3	0.024

(** significance level 0.05)

⁴⁷ Pettigrew, A. and McNulty, T. (1998); van der Walt, N. and Ingley, C. (2003)

⁴⁸ Levin, R. I. and Rubin, D. S. (1998)

may still have been seen by this group as an important factor in managing governing relationships within the wider institutional community.

A further series of survey questions tried to establish the contribution made by members of the governing body and the secretary to the work of the governing body. As a proxy measure, secretaries were asked to indicate the number of days various categories of people spent on these tasks. It was necessary to remove non-responses from the sample, and, again, these were significant in some categories. Whilst the non-participant figures for the chair (19), head of institution (21), secretary (20) and non-executive members (16) were fairly constant, those for the vice-chair (38) and treasurer (43) were much higher. Despite this, the data again reveal some interesting insights. Chief amongst these is the high level of days believed to be spent by the secretaries on governance work, and two main bands for the chair, peaking in the first instance at 21-25 days per annum and recurring with a second group of 'high-input' chairs in the 46-50 and >50 days categories. Heads of institutions had a slightly more fluctuating trend, with peaks at 11-15 days and in the 25-35 days range, and with similar levels to chairs in the 46-50 and >50 days categories. Of equal interest, however, was the proportion of 'high input' treasurers (i.e. above 30 days) even though the data returns for this category were lower than those of most other groups. This could indicate that despite smaller numbers, and, from the earlier 'time spent' analysis, a relative lack of contact with secretaries, they are an active group within governance systems

The mid point on each category of days, with the top category set at 52 days (the highest response given to this question), was used to compute a weighted average of the number of days spent on governance per year. The ranked results were

much as expected, except that the treasurers spent, at just under 20 days, more time, on average, than vice-chairs at just over 16 days per year (Table 3). Because these figures are averages, they may not sound familiar to some institutions, but they may at least help establish the general relativities of time spent on governance and the apparent similarity of time spent by the chair and head of institution on this field of work.

A k-means cluster analysis (see Appendix 1) suggested that there could be three 'groups' of institutions in which the time spent by various people on governance could be characterised by institution type. However, a closer inspection of the membership of the clusters revealed that each contained all types of higher education institution in different proportions (Table 4, opposite).

Cluster 1 was dominated by 'high input' secretaries and relatively 'low input' chairs and heads of institution and also had a high proportion of post-92 universities and higher education colleges. Cluster 2 appeared to contain those institutions where the input in all instances was relatively low and was dominated by pre-92 institutions. In Cluster 3 the input from the secretary, chair, head of institution and treasurer was high and pre- and post-92 universities formed the majority of the membership. Fully completed responses were used to produce the mean number of days spent on governance in each cluster group. Though based on a subset of data for each cluster it provided an illustration of the relativities between each group. For completeness, the distribution of interview sites in Table 4 shows a spread across each cluster group, with only a slight weighting away from Cluster 1.

Other survey questions were used to characterise the type of governance approach in each group. Four types of survey

TABLE 3

WEIGHTED AVERAGE DAYS SPENT ON GOVERNING BODY WORK PER YEAR	
CATEGORY	WEIGHTED AVERAGE DAYS PA
Secretary	40.11
Chair	23.84
Head of Institution	23.81
Treasurer or equivalent	19.73
Vice Chair	16.38
Non-executive member	12.10

TABLE 4

K-MEANS CLUSTER ANALYSIS OF TIME SPENT BY KEY PEOPLE ON GOVERNANCE

CLUSTER	PRE-92	POST-92	HECs	TOTAL HEIs	NUM. OF COMPLETE CASES	MEAN DAYS IN COMPLETE CASES	SD	INTERVIEW SITES
1	12 (26%)	21 (52.5%)	10 (42%)	43	18	56	8	2
2	16 (35%)	4 (10%)	8 (35%)	28	19	31	7	3
3	9 (19.5%)	12 (30%)	2 (8%)	23	23	82	12	3
Not in Cluster Group (no response to question set)	9 (19.5%)	3 (7.5%)	4 (17%)	16	-	-		1

question data were employed. Mean scores were prepared for questions relating to the understanding of the secretary's role, the view of the secretary about their governing body and the approach of other key players, and a number of statements about sector governance. Data on advice provided to the governing body and on the timing of effectiveness reviews was analysed by percentage responses for each cluster. A ratio-based summary of types of conflicts of interest (number of reported cases per number of institutions in the cluster) was calculated for each cluster group. Finally, a set of questions on the relative importance of a number of factors in the effectiveness of the governing body provided a set of rank orders by cluster group. The results (Tables 5 and 6 overleaf) suggested a variety of ways in which the original cluster findings could provide a broad classification of approaches to governance taken by secretaries.

Cluster 1 (where the input from the secretary was high but relatively low for other key players) reported a higher result than the other groups on the question of whether the development of governance in their institution was being driven by external accountability measures. These institutions tended to have a higher level of procedural advice-giving, and a lower level of provision of ethical advice than the other clusters. They also had a relatively high incidence of dealing with conflicts of interest in relation to governing body members and other institutional business. Just over 37% of the institutions were in the process of conducting a governance effectiveness review at the time of the survey.

Cluster 2 institutions (where the time input to governance was relatively low across the board) reported a comparatively low understanding of the secretary's role by the head of institution. This group felt that their governing bodies needed more

prompting by the secretary to deal with the development of governance practice and felt most strongly, though only marginally above Cluster 1, that governance was more complex to manage than it was ten years ago. The group was regularly engaged in providing procedural advice, but at a lower level than either Clusters 1 or 3, and had the highest level of provision of ethical advice in the 'once a year' category. In contrast, the group also recorded the highest level of 'no' responses to the question of whether the secretary had ever had to deal with a conflict of interest. In terms of governance effectiveness reviews, this was the group with the lowest proportion undertaking a review at the time of the survey, and the highest 'no response' rate to this question.

Cluster 3 (where all three key players appeared to be very active on governance matters) reported higher ratings for the understanding of the secretary's role than both other groups. A higher proportion of secretaries declared their institutions to be proactive on governance issues and aware of the importance of good governance practice. They consistently reported higher scores for questions concerning the importance of the governing body to academic strategy, public perception about the institution and the availability of sector governance guidance. They reported the lowest score for their assessment of the complexity of governance compared to ten years ago and (marginally under Cluster 2) in their view about external drivers for the development of institutional governance. The group had the most routine provision of legal and constitutional advice, relatively high levels of procedural and ethical advice but the highest reported level of conflicts of interest involving governing body members and other institutional business. The group also had the highest level of effectiveness reviews in progress at the time of the survey.

TABLE 5

CLUSTER CHARACTERISTICS FROM THE SURVEY QUESTION SET (A)								
SERIAL	SURVEY QUESTION SET	CLUSTER 1		CLUSTER 2		CLUSTER 3		
		MEAN	SD	MEAN	SD	MEAN	SD	
Q22	Understanding of the secretary's role and responsibilities by:							
1	Chair	4.48	0.86	4.39	0.69	4.78	0.42	
2	Head of Institution	4.51	0.96	4.11	1.07	4.57	0.73	
3	Other non-executive governing body members	4.00	0.85	3.82	0.77	4.43	0.59	
4	Staff members of the governing body	3.88	0.85	3.57	0.84	4.17	0.72	
5	Student members of the governing body	3.37	0.98	3.25	1.00	3.83	0.78	
6	Other members of the institution staff	2.63	1.07	2.68	0.86	3.30	1.06	
7	Other students in the institution	1.35	0.75	1.38	0.57	1.91	0.79	
Q23a	Do you consider your governing body to be:							
1	Proactive on HE governance issues	3.60	1.07	3.50	0.92	4.29	0.85	
2	Only responding to CUC guidance to reduce accountability burden	2.00	1.08	2.11	0.79	1.95	0.84	
3	Inactive on governance unless prompted by the secretary	2.24	0.97	2.36	1.19	1.59	0.96	
4	Lacking the time to develop improved governance practices	2.21	1.00	2.21	1.03	2.00	1.11	
5	Aware of the importance of good governance practices	4.00	1.04	4.19	0.62	4.64	0.58	
Q23b	How would you rate the approach (where 1 = laissez faire and 5 = interventionist) taken by your:							
1	Chair	3.67	0.82	3.89	0.80	3.86	0.96	
2	Head of institution	3.70	0.83	3.89	0.89	3.67	0.97	
3	Vice chair	3.27	0.88	3.09	1.00	3.42	0.90	
4	Treasurer	3.26	0.81	3.46	0.83	3.31	1.01	
Q24	Would you agree that, in general:							
1	Governance arrangements in the HE sector need further strengthening?	2.62	1.10	2.39	0.83	2.62	0.97	
2	Governance arrangements in your institution need further strengthening?	2.67	1.23	2.46	1.20	2.59	1.10	
3	The governing body has an important role to play in improving the academic strategy of your university/college?	3.14	1.06	3.36	0.83	3.71	1.15	
4	The governing body has an important role to play in improving public perception about the quality of your university/college?	3.79	0.94	3.82	0.82	4.05	0.90	
5	There is sufficient sector guidance available for you to properly fulfil your duties as secretary to the governing body?	3.98	0.91	4.11	0.83	4.36	0.73	
6	There are sufficient professional development opportunities available to you in your role as secretary to the governing body?	3.44	1.08	3.57	1.07	3.77	1.15	
7	HE governance is more complex for you to manage than 10 years ago	4.13	1.04	4.15	0.83	4.00	1.14	
8	Measures to develop governance in your institution are being driven by external accountability requirements rather than to meet institutional priorities?	3.09	1.09	2.96	1.07	2.95	1.00	

TABLE 5 (CONTINUED)

CLUSTER CHARACTERISTICS FROM THE SURVEY QUESTION SET (A)				
SERIAL	SURVEY QUESTION SET	CLUSTER 1 %	CLUSTER 2 %	CLUSTER 3 %
Q26a	How often have you been required to provide legal advice:			
1	Every meeting	9.3	3.7	13.6
2	Twice year, on average	25.6	29.6	36.4
3	Once a year, on average	37.2	37.0	27.3
4	Never	4.7	14.8	4.5
5	Advice provided by another member of staff or external advisor	23.3	14.8	18.2
Q26b	How often have you been required to provide constitutional advice:			
1	Every meeting	18.6	14.8	22.7
2	Twice year, on average	46.5	44.4	63.9
3	Once a year, on average	30.2	40.7	13.6
4	Never	2.3	0.0	0.0
5	Advice provided by another member of staff or external advisor	2.3	0.0	0.0
Q26c	How often have you been required to provide procedural advice:			
1	Every meeting	21.4	7.4	40.9
2	Twice year, on average	40.5	29.6	45.5
3	Once a year, on average	31.0	63.0	13.6
4	Never	4.8	0.0	0.0
5	Advice provided by another member of staff or external advisor	2.4	0.0	0.0
Q26d	How often have you been required to provide ethical advice:			
1	Every meeting	2.3	0.0	0.0
2	Twice year, on average	14.0	11.1	18.2
3	Once a year, on average	37.2	70.4	63.9
4	Never	44.2	18.5	18.2
5	Advice provided by another member of staff or external advisor	2.3	0.0	0.0
Q16b	If an effective review is currently in progress or planned is it:			
1	No response	20.93	28.57	13.04
2	We do not conduct governing body effectiveness reviews	2.33	3.57	0.0
3	Currently in progress to address the 2004 CUC guidance	37.21	32.14	47.83
4	To be conducted later in 2005 to address the 2004 CUC guidance	23.26	14.29	17.39
5	To be conducted in 2006 to address the 2004 CUC guidance	13.95	14.29	17.39
6	Not intended to address the 2004 CUC guidance but to deal with internal governance matters	2.33	7.14	4.35
Q27	Have you ever had to deal with a conflict of interest (reported events per institution in cluster)			
1	In relation to your secretary role and that as a senior manager	0.23	0.32	0.22
2	Between members of the governing body	0.16	0.11	0.22
3	In relation to a governing body member and other institutional business	0.47	0.25	0.52
4	No	0.37	0.50	0.39

TABLE 6

CLUSTER CHARACTERISTICS FROM THE SURVEY QUESTION SET (B)				
SERIAL	SURVEY QUESTION SET	CLUSTER 1	CLUSTER 2	CLUSTER 3
Q25	Rank order of contribution to an effective governing body:			
1	High quality institutional governance systems and procedures	5	2	3
2	The quality of the Chair	1	1	1
3	The relationship between governing body members	6	7	7
4	The quality of members of the governing body (other than the Chair)	3	4	2
5	Members	7	5	6
6	The role played by the Head of Institution	2	3	4
7	The role played by the governing body Secretary	4	6	5
8	The CUC Code of Governance Practice	8	8	8
9	Development opportunities provided to governing body members by sector agencies/organisations	9	9	9

Figure 3 shows how the clusters are distributed against three measures: their approach towards governance processes, the ‘activity level’ of the governing body and time inputs on governance, as well as the relative value placed on the contribution of the head of institution. The result is a three-dimensional view of the practice-based clusters that provides a more valuable insight into the complex operating environment of governance than is possible in a two-dimensional structure-driven approach based on institution type.

The rank order analysis (Table 6) suggested that the factor with the greatest impact on perceived governing body effectiveness across all three clusters was the quality of the chair. At the other extreme, the CUC Code and development opportunities for governing body members were ranked the lowest. Relationships between governing body members were also

low on the list. More interestingly, perhaps, was the relatively low ranking given to governance systems and procedures by Cluster 1, which, together with their earlier rating on external influences, suggests a ‘process-averse’ approach to the management of governance. This cluster placed the role played by the head of institution above that of the quality of the non-executive members of the governing body, whilst the reverse was the case for Cluster 3. Cluster 2 also placed a relatively high priority on governance process, and on the role played by the head of institution, despite suggesting that the time spent on governance by the head of institution was relatively low.

Figure 4 (opposite) illustrates this point, by comparing, for each cluster, ratings of the influence of each of the three key players against a set of governance factors used in the survey, namely:

FIGURE 3

A 3-DIMENSIONAL REPRESENTATION OF THE GOVERNANCE CLUSTERS

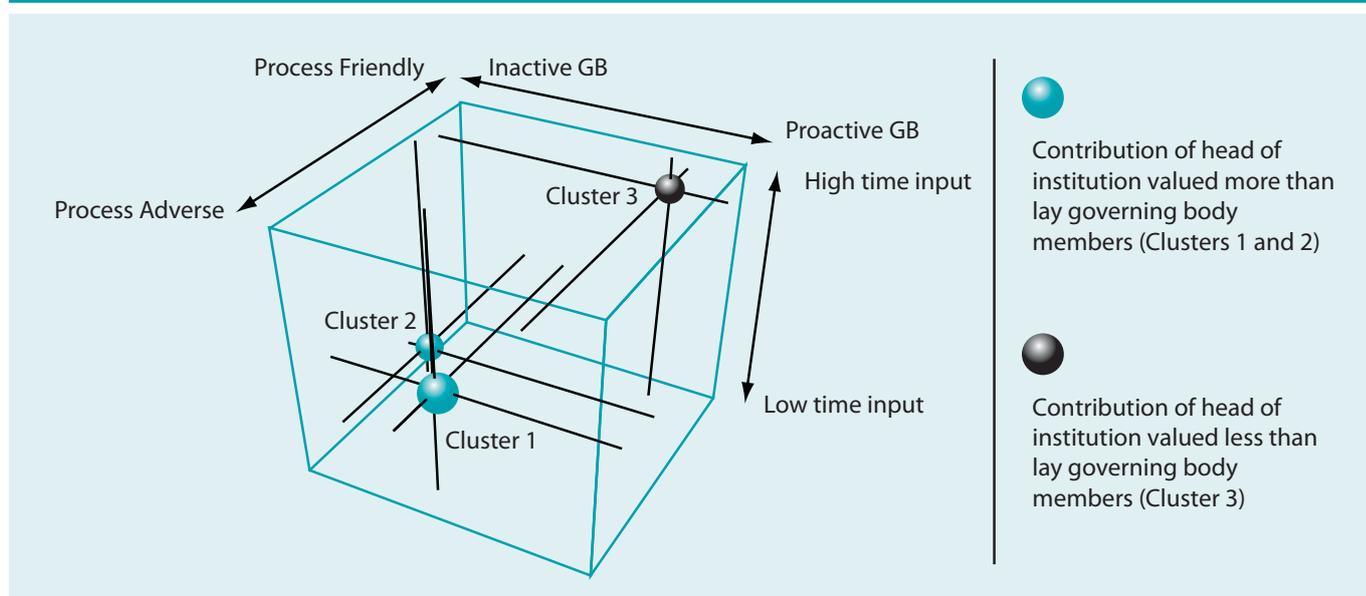
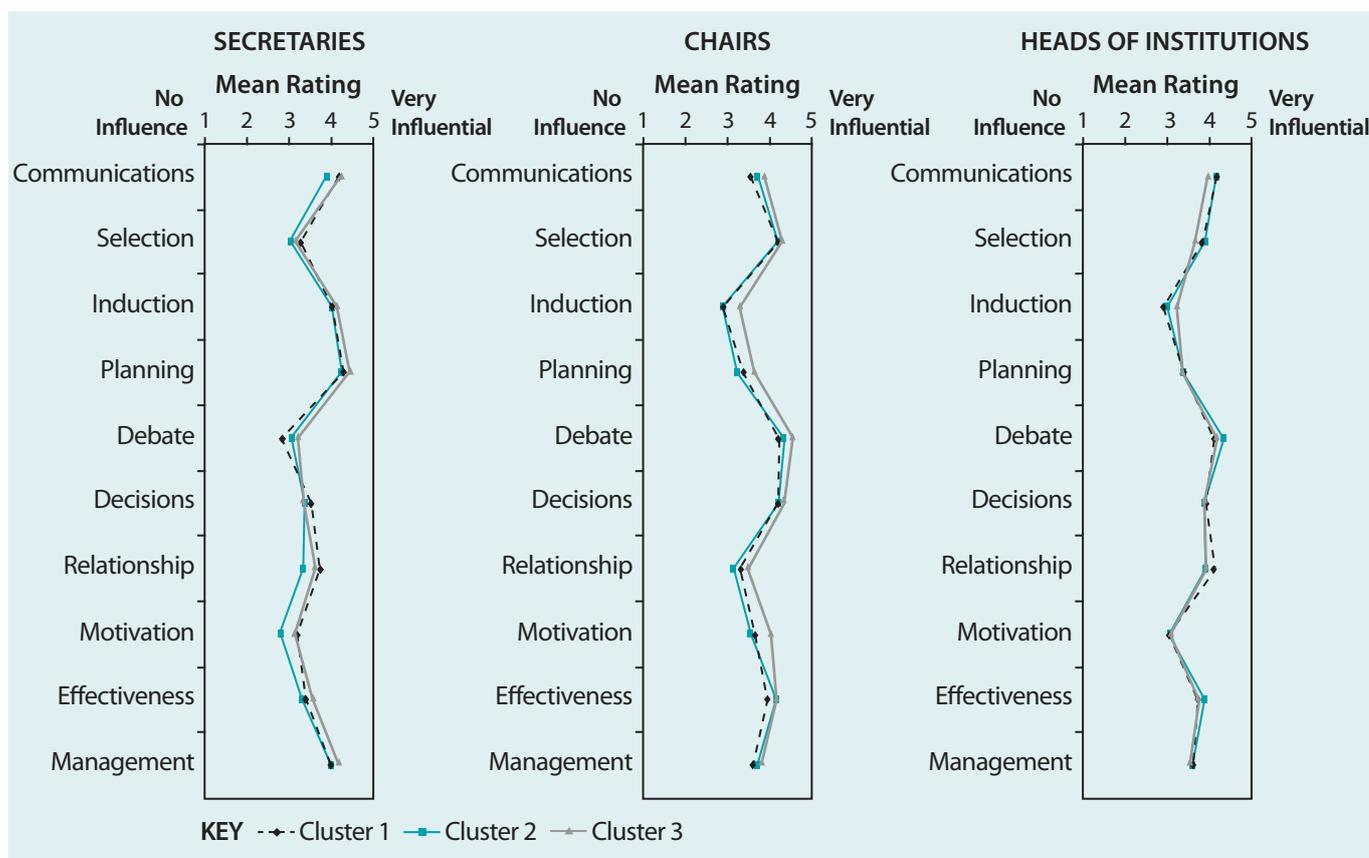


FIGURE 4

INFLUENCE RATINGS FOR EACH CLUSTER BY KEY PLAYER, AS PERCEIVED BY THE SURVEY RESPONDENTS



- **Communications:** Communication between the institution and governing body members;
- **Selection and appointment:** The selection and appointment of new governing body members;
- **Induction:** The induction of new governing body members;
- **Planning meetings:** The planning of governing body meetings;
- **Debate in meetings:** The contribution to debate in governing body meetings;
- **Decision-making:** The quality of decision-making by the governing body;
- **Relationships:** The relationship between the governing body and the rest of the institution;
- **Motivation:** The motivation of individual governing body members and their satisfaction in their role;
- **Effectiveness:** The overall effectiveness of the governing body in terms of leading the institution's development;
- **Management:** The overall management of governance in the institution.

Cluster 3 (high time input to governance) appeared to have chairs that were more highly rated in terms of their influence, whilst Cluster 2 (low time input to governance) revealed a relatively low set of ratings for the secretarial role compared

with the other clusters. The pattern for heads of institutions appeared to be more consistent, apart from the relatively low ratings for communications and selection and a higher rating for induction for Cluster 3, a higher rating for Cluster 1 (high input secretaries) in promoting relationships between the governing body and the rest of the institution and slightly higher ratings for debate and effectiveness for Cluster 2. This could mean that despite the relatively low input of time from heads of institutions in Cluster 2, they are dominant in terms of influence at critical points in governance work, a finding consistent with earlier results from other cluster analysis variables.

These findings were backed up by the group of questions relating to the style of the key players, which could range from 'interventionist' to 'laissez faire' (Table 5). Whilst vice-chairs appeared to be more interventionist in Cluster 3, Cluster 2 reported consistently higher mean scores for the chair, head of institution and treasurer, despite the fact that the time spent on governance in all three categories in this cluster was low. It was also apparent, however, that Cluster 2 had the highest proportion of secretaries (17.9%, [n=28], compared to around 4-5% in the other groups) where the secretary reported only to the head of institution for governance matters. It is possible that this could have skewed the result towards a perception of greater intervention by the head of institution in this cluster.

HOW DOES THE RELATIONSHIP WITH OTHER KEY INDIVIDUALS WORK?

Although there was a reluctance to consider other approaches in those institutions where the dual-role secretary model was working effectively, there were suggestions (44% of interviewees) that, on occasion, the issue of potential conflicts in the roles could surface and become a problem for the secretary:

"...From time to time there is the disadvantage that [the Clerk] is part of the management structure, he is responsible to [the Principal] and yet in this critical aspect of our critical friend role if you like, that can sometimes put [the Clerk] in a difficult position in that we may be challenging strategic decisions that are being made within the organisation, strategic directions being proposed. We're saying 'hang on a minute, not sure about that one' and [the Clerk] then finds himself torn between defending the management decision and that recommendation which is coming from the senior management of the organisation, and supporting the governing body in its criticism of that position."

Higher Education College (HEC) Chair

In some instances, where the chemistry was not ideal, there had been examples of an independent secretary siding too far with the governing body and causing a rift in its relationship with members of the institution's executive. As one secretary noted:

"When I took over the job we had a similarly independent clerk to the governors who'd been appointed as I was... he had seen his role very strongly with the governors and had actually, I don't think he'd gone out of his way but he had upset, irritated, driven the executive, particularly the Principal...to utter, utter distraction so that actually relationships were becoming quite tricky."

HEC Secretary

The interviews identified a need for secretaries to be clear about the position they hold between the institution's executive and the governing body, and of the potential disruption that could be caused to the relationship between them should they get that balance wrong. It was evident that the relationship with the head of institution was particularly important. In the case of dual-role secretaries the need to step outside the reporting relationship for other managerial functions to act as an independent 'critical friend' of the head of institution, on behalf of the governing body was often (67% of interviewees) apparent:

"...I think if we're being honest there are always going to be tensions in universities between registrars and vice-chancellors. I mean those tensions may be... healthy because tension often is, but sometimes we're going to try and occupy the same ground... and that is something one has to live with, by accepting that in the end he has the title of chief executive ... and so he can tell me ultimately that that is what he's going to do. But, my role with him is as a kind of special adviser, I think, and also to gain his trust,... so that actually he takes my view seriously..."

Pre-92 Secretary

The requirement to provide guidance to the head of institution could also be seen amongst single-role secretaries:

"I think I have given advice that he'd rather I didn't give. We haven't fallen out about it but I have given advice that ... Probably quite small things I suppose... I mean this is very straightforward stuff but I sometimes have to say, 'no that's a matter that's got to go to the board, that's not a matter that can be dealt with by chairman's action or it's not a matter that the vice-chancellor can do on his own, it is a matter that I will refer to the board'. That's not unknown."

Post-92 Secretary

Whatever the type of system adopted for the secretary's role, it appears that, to operate effectively, the secretary and head of institution have to establish a constructive working relationship and the head of institution has also to be open to the fact that their position or decision can be challenged, or at least guided, by the secretary. That is not to say that responsibility for decision-making then rests with the secretary, but it does suggest that the secretary can help find a way through the governance structure that will enable the executive to establish common ground on decision-making with the governing body. This was acknowledged by some heads of institutions (33%) in a refreshingly open way:

"...You've got to get on with your registrar/secretary. If you don't that's very difficult. I've seen people, examples around the system, where they don't get on, and it's destructive. In fact, actually the governing body should recognise this and do something about it because if that chemistry doesn't work,...you're under such pressure. You've both got to understand where the other one is coming from and each of you be predictable – and it's that predictability that's really important because you don't have time to discuss every single issue which you might have to deal with. I've got to think, 'What will [the secretary] say if we should go down that

route; and he will be thinking, 'What would the vice-chancellor say if I suggest that?'"

Pre-92 VC

"...the vice-chancellor might want to do something adventurous. If the secretary felt that that was inconsistent with the power of the board, the secretary might recommend to the board that counsel's opinion be obtained and if the counsel's opinion said 'this is really a bit iffy' then I'd expect the secretary to do a very, very strong waving job in front of the chairman of the board that you really couldn't go down this path, even though the vice-chancellor wanted to set up an imaginative project on a warm Mediterranean island or something... The secretary's role is really if there is a conflict between what the vice-chancellor wants to do and the board. That's where I think the secretary's conflict resolution comes in..."

Post-92 VC

In more difficult cases, perhaps where a head of institution did not recognise the position and authority held by the governing body and took a line that was not supported elsewhere within the institution, the relationship between the secretary and the head of institution could be put under considerable strain. In these instances, it could be necessary for the secretary to intervene at a variety of levels, either with the individual concerned or with the governing body itself. These were rare cases (22%), but were difficult conflicts that had to be addressed by the secretary:

"... There perhaps have been issues where I felt that perhaps proper accountability lines were being bypassed or endeavoured to be bypassed, but that is no longer the case. I have had some issues in the past with the head of the institution in relation to matters that haven't been given due process in my view and due diligence hadn't been accorded to decision-making, and that the governing body's responsibility had been in a sense bypassed. But that was taken up with the head of the institution and put right, but not in time - it was retrospective."

Pre-92 Secretary

These difficulties might apply to any of the types of secretary identified earlier. It could, however, be suggested that a dual-role secretary would be closer to the situation and able to identify such problems at an earlier stage, even if it proved more difficult, because of their dual role, to address them. It also seems likely that a good working relationship and the position of 'special-adviser' to the head of institution may not

be enough. It must be accompanied by the ability to put some distance into that relationship should it prove necessary, to have a finely attuned 'political radar' that can detect when problems are occurring, and to be sufficiently assertive to be able to intervene without, unless it is unavoidable, causing further deterioration in the relationship:

"You have to cooperate with the vice-chancellor in terms of making sure that the university is managed effectively, but you also have to step back from the vice-chancellor and say 'these are the responsibilities of the governors' and... making sure they ask the right questions of the vice-chancellor or requiring him to be sufficiently accountable in what he's doing."

Post-92 Secretary

All of this, of course, concerns only the one-to-one relationship between the secretary and the head of institution, much of which takes place at the operational stage where management problems are being addressed and strategies and policies are being formulated for presentation to the governing body. Amongst the external governors the chair is most likely to have routine contact with the institution on many of these issues, though in some cases, the treasurer may have a more detailed insight into specifically financial matters. The survey identified that chairs can often spend considerable time on institutional business and, in so doing, they are likely to forge their closest institutional relationship with the head of institution. In some cases, the chair can act as adviser, or confidante to the head of institution, whilst, in others, the head of institution may simply ensure that regular contact with the chair takes place so that there are 'no surprises' for the governing body arising from the institution's work or routine problems that may arise. The secretary has to understand that relationship and be prepared to work within it because of the dual reporting lines that they often hold with the head of institution and the chair:

"... It really has to be somebody who's familiar with matrix management and can essentially work for at least two bosses. That's what a secretary has to do. The secretary reports to the vice-chancellor and the university structure and to the chairman of the board and the governance structure. That's not an easy task. Having spent many years in matrices in industry, I'm very familiar with the difficulties of doing that and it requires somebody who understands both sides, who can balance those, and not create conflicts between the two sides."

Post-92 Chair

On occasion (22%), however, the relationship between the chair and the head of institution can be so close as to exclude the secretary from business that might impact upon the governing body. In one such case, this led to the secretary taking the matter up with the chair:

"... At that stage the [head of Institution] and the chairman... used to get into very tight little cabals and nobody had a clue what was going on... I had to listen out, pick up the signs of what was going on. The work was quite secretive, and for me quite damaging, because nobody actually knew from the governors what was going on behind closed doors... It made it difficult, yes. I've challenged it on a couple of occasions and the chairman... didn't enjoy it because he thought that I was challenging him personally, which I was. I was also challenging the independence... and neutrality of what they did. So, yes, it does, it creates some substantial difficulties."

Pre-92 Secretary

Some chairs recognise the balancing role that the secretary should play and form just as close a working relationship with the secretary as with the head of institution. This does not happen only with external secretaries where the reporting lines might have been expected to be clearly to the chair, and it can cover an advisory role that extends beyond work strictly associated with the governing body, say, for example, into other managerial responsibilities held in a dual-role structure. In fact, when it comes to the management of governance, some chairs (55%) are clear that the secretary's contribution can be even more 'useful' than that of the head of institution, as suggested in this instance of the chair of a dual-role structure university:

"The secretary. Without any doubt at all. It is the secretary's job to be my principal adviser in relation to all matters concerned with council. The thought of not accepting that advice is just unimaginable. The fact that on occasions I try to sort of slightly nudge it left or right is slightly different, and [the secretary] understands that. The vice-chancellor's job again is that of the chief executive, it is not to ensure we have a nice cosy council, it is to conduct the management business of the university and convey it in the terms that he's comfortable with at the council meeting. It's the secretary's job to work out if that's likely to lead to two different views coming forward and get us together beforehand to sort it out."

Pre-92 Chair

In the case of an external secretary, the chair was even clearer about the relationship between the secretary, the chair and the board:

"... He has a duty to support me in my chairman's role and he has a duty to support the board as a whole and also... to exercise that independent role. He's not accountable to the vice-chancellor, he doesn't take direction from him. If he was to take direction from anyone it would be from either me or from the board or me acting on behalf of the board, so he provides a very independent role..."

Post-92 Chair

The more interventionist stance of some relatively new chairs was particularly apparent, caused, possibly, by the expectations placed on governors in higher education in recent years, their experience of governance developments in other sectors and the wider acknowledgement that governance has become a high-profile issue:

"...I think in the past... the old chair... wouldn't even be shown the agenda, he wouldn't discuss it. [The head of institution] and I would discuss it and again [the head of institution] and I have never had any problems... So now, yes, there is a change... The new chair, he's younger, more dynamic... it's not an age thing, it's just [the chair] is far more hands on. He wants to be involved and he expects to see the agenda and to know what's behind each agenda item..."

HEC Secretary

In one case, however, the chair had a working style that did not wholly accept the need for 'modern' developments in governance, seeing them as an unnecessary burden on the work of the governing body:

"I mean I think the main areas that we have differences of opinion between the chair and I, are probably that I want to slightly push to a more formal basis and he is resolutely resisting some of these and wants to be slightly more laissez faire, shall I say..."

HEC Secretary

It will be apparent that both extremes can cause the secretary some difficulty in handling this relationship. In the first example, the interventionism of the chair can mean that there is a danger of straying into management issues, and the

secretary may be called upon to bring the working style back into balance. It was the view of some heads of institutions (44%) that it may be easier for the secretary to deal with such a problem:

"I am aware of other places where the chair has wanted to do things which are not necessarily completely consistent with either good governance or the articles and the vice-chancellor has felt that it is difficult for the vice-chancellor to act. It is really that the secretary's got to dig their heels in as a company secretary should and say, hey, you can't do that."

Post-92 VC

At the other end of the spectrum, the laissez-faire approach could mean that the governing body is not able to meet expected external requirements without some degree of tension in the introduction of new governance arrangements.

The expected independence of the secretary's role, the authority it has as an 'officer' of the governing body and the ability of the secretary to know when, and how, to intervene are important factors in resolving such issues. However, the authority held by the secretary may not be enough to deal with problems where two strong personalities in the roles of chair and head of institution are unable to see eye-to-eye. Small issues can sometimes (22%) spill over into the triadic relationship. One secretary noted that:

"I haven't had to do it in terms of actually going as far as the board itself, but we have had issues where the chairman has asked me for information which the vice-chancellor has not been happy should go to the board, and I've had to try and resolve that..."

Post-92 Secretary

Whilst this suggests that interpersonal relationships in higher education governance may sometimes be difficult, the majority of interviewees (78%) regarded the relationships between the chair, head of institution and the secretary to be effective. In most institutions, the need for the chair to achieve a balance between governance and management was well understood:

"... I'm physically removed from it and have about half a dozen other jobs as well, which I try to do but which I don't allow to prevent me doing every single thing I have to do here... the temptations of micro management... I think

would be quite disastrous for a head of a council... and why should I set myself up to say I'm better than the senior management team on most of the decisions they have to take and certainly not on any of the academic decisions..."

Pre-92 Chair

Furthermore, many suggested (89%) that it was the 'triad' of key players in higher education governance that was an essential component of effective governance, and governing, in their institution. This view extended across types of institution and was held by representatives of all three constituencies of interviewees:

"...it's all a question of confidence and trust... all the three ways, you know, between me and the vice-chancellor, between me and the registrar, between the vice-chancellor and the registrar....I think the problems arise when two of the three, or none of the three, get on, or have differing views...To achieve anything you've got to have some sort of agreement or else you either have inaction or you have chaos."

Post-92 Chair

"It's the triangular relationship between the vice-chancellor, the chairman of the board and the secretary I think... I wouldn't rank myself above the influence for instance of the vice-chancellor or the influence of the chairman. I mean it's developing that relationship and understanding what makes it work and I guess it's just having good working relationships with the people concerned. I could imagine in different circumstances where the personalities that didn't gel or whatever, that it would be a very different role probably that I would then have to play."

Pre-92 Secretary

"Well, I don't provide the sort of constitutional advice to council, I would automatically leave all those sorts of things to the registrar but I think in most substantive areas it's probably a sort of partnership... One issue is actual recruitment to the membership of council. The registrar, chairman and I very much work on that together in a joint way. I think apart from the sort of constitution, in our system of course he assembles the agenda and the minutes and all the rest of it, so he deals with all of those secretarial things. In terms of most substantive issues, I think we probably work together."

Pre-92 VC

HOW DO THE KEY PLAYERS IN INSTITUTIONAL GOVERNANCE PERCEIVE THE QUESTION OF INFLUENCE?

In the survey, secretaries were asked to rate their own influence, and that of the chair and head of institution (on a scale of 1 = 'no influence' to 5 = 'very influential') against the factors noted in Figure 4. There was a maximum no-response return of 18 secretaries for one factor relating to the head of institution, and a minimum of 13 secretaries for a range of factors relating to the secretary's role. This meant that the response rate was generally good, with between 92 and 97 secretaries taking part in this section of the survey.

The influence ratings were analysed to determine where factors of influence would be displayed by the secretary, chair and heads of institutions. Given that the responses were drawn from a population of only one of the three key players, it might have been expected that the results would have seen the secretary's role tending towards a high degree of influence across each aspect of governance. In fact, the survey participants allocated levels of influence between the three players such that distinctive roles emerged for the secretary, chair and head of institution. The levels of influence were categorised in rank order for each governance factor (Table 7).

The dominant position of heads of institutions in the central column of Table 7 suggests that they have a constant influence in work of the governing body, and are only expected to have the greatest influence in terms of dealing with relationships between the governing body and the rest of the institution. Of equal interest, perhaps, is the interchangeability of the chair and secretary between first and third order levels of influence. Whilst there are points at which the secretary and the head of institution appear to influence 'governor-shaping factors' such as communications between governors and the institution

and governor induction, it is apparent that the secretary and chair appear to show the greatest influence in the backstage management of governance, such as the planning of meetings, while the chair and head of institution share the stage in meetings.

Given that the survey respondents had set categories of influence from which to respond, the picture of how governing bodies actually operate in meetings was always going to be less than complete. To address this point, the interviewees were asked for their view about who had the power to influence, what that power was and how it was used, during governing body meetings. The question prompted some interesting responses, including those where pre-meeting planning for the governing body appeared to play a major part in ensuring the contributions of the head of institution, the chair and the secretary were co-ordinated. These extracts are from the same institution:

"The biggest influence is the vice-chancellor. I think that's because the structure of council meetings gives the vice-chancellor, I think, a very powerful position. Furthermore here the vice-chancellor... appreciates the role of lay members, he doesn't fight against it, he welcomes it, and, in the main, he's done his homework before he comes to a council meeting. So he's the most influential in that sense."

Pre-92 Chair

"I think in a council meeting, given our personalities and the relative strengths, it's probably the vice-chancellor who carries the most influence if there were issues of consequence. But I mean there would be very few occasions, I can't think of one, where if you like the three of us would go into the meeting without a clearly understood way of handling it if

TABLE 7

RATINGS OF INFLUENCE ON ASPECTS OF INSTITUTIONAL GOVERNANCE BY ORDER OF KEY PLAYERS				
SERIAL	GOVERNANCE FACTORS	LEVEL OF INFLUENCE		
		FIRST ORDER	SECOND ORDER	THIRD ORDER
1	Communications	Secretary	Head of Institution	Chair
2	Selections and appointment	Chair	Head of Institution	Secretary
3	Induction	Secretary	Head of Institution	Chair
4	Planning meetings	Secretary	Chair	Head of Institution
5	Debate in meetings	Chair	Head of Institution	Secretary
6	Decision-making	Chair	Head of Institution	Secretary
7	Relationships	Head of Institution	Secretary	Chair
8	Motivation	Chair	Secretary	Head of Institution
9	Effectiveness	Chair	Head of Institution	Secretary
10	Management	Secretary	Chair	Head of Institution

there were differences of opinion between the chair of council, me and the vice-chancellor in any way."

Pre-92 Secretary

"Oh yes. He [the secretary] would normally leave influence on major strategic issues to me, except where we'd agree that he will do something. Normally, I mean, most of the major strategic issues will be left to me to speak to council on them but that doesn't mean that we haven't discussed them and agreed beforehand, I'm the front end of the representation!"

Pre-92 VC

Other institutions (44%, n=27) also noted that the power to influence rested largely with the head of institution. There were points, however, at which the secretary was able to interject and influence quite strongly. In some cases, these were in technical matters, as noted earlier in this study, but in others, particularly in the case of dual-role posts, they extended into contributions made as a member of the senior management team, requiring the secretary to 'change hats' during the process of the meeting:

"Where I might intervene to influence the board is to keep them on the straight and narrow, or to keep an individual member on the straight and narrow... So there are those kinds of interventions that I would make... It's not my role, acting as clerk to the board, to influence decision-making as such, they are there to make the decision, that's what their role as the board is. If I'm acting as a member of the senior management team bringing recommendations I would clearly be trying to influence the decision in favour of the recommendations that I'm making. My role as clerk to the board is to make sure that decisions are taken on a properly informed basis and that they're within the powers of the board to make."

Post-92 Secretary

In many instances (78%), secretaries were involved in the debate because they were trusted, as senior colleagues, to take a line in the best interests of the institution:

"...one is, in a sense, trying to occupy some middle ground because I don't think I operate, I've never operated in a council arena, where I am the silent adviser whispering in the ear of the [chair]. I do think I've got as much stake in the university as anyone else around that table and there are times when I have to make sure that my voice is heard."

Pre-92 Secretary

Yet others are called upon to contribute because they have a wealth of experience that the governing body wants to use. These extracts are, again, from the same institution, but this time with an external single-role secretary, and with an interesting view from the head of institution which reflects the accepted distancing of the governing body and the executive in that institution:

"I'm still working on this one, I'm not a member of board except as a clerk. I don't think it is my job to say much but I do – you can't stop me now and again – but... it really is the chair and the governors and the principal who have to, in a sense, make things work."

HEC Secretary

"It's perfectly possible that some members of the governing body don't know what's going on in terms of roles. In so far as they do there is no hesitation about giving that space to say whatever she has to say, including going well beyond her immediate legal brief on matters simply because she's a very experienced person who can contribute in her own right. So I've never had any resistance to that whatsoever."

HEC Chair

"So I think the influence can come from many different places, the power is held by the chair and the clerk, strongly mediated by me - probably the right kind of balance."

HEC Principal

In the view of one secretary, when trying to see a debate through to the desired end, the power rested with the head of institution, but the conclusion depended upon the contribution made by the chair:

"... it depends what the issue is, as to whether the board... has got to really come to a decision, I don't mean voting, it's actually got to come to a decision. A lot then hangs, I think, on the view of the vice-chancellor who's got in some ways, as the chief executive, to take a lead on it and then I think it's for the board to weigh up whether what they're hearing is right or appropriate and make a decision... By the time you get to the actually summing up of the debate, I suspect then that it's the chair of the board"

Post-92 Secretary

The split of power between the chair and head of institution was highlighted by a slight majority of interviewees, though it

was thought to be moderated somewhat by other contributors to the meeting:

“The vice-chancellor has quite a lot of power. I think partly the power comes from the respect people have rather than just from the role of vice-chancellor. Power also comes from the committee chairmen... and then the vice-chancellor will bat on all the operational matters, in terms of buildings or in terms of strategy and planning and so on...”

Post-92 Chair

The interviewees suggested that it was likely to be a close contest as to whether the head of institution or the chair was the most influential in governing body meetings. Outside the boardroom, one aspect of the secretary’s role could, however, often supersede the first level rating (Table 7) given to the head of institution. This was the influence of the secretary as an independent ‘bridge’ in the relationship between the governing body and the rest of the institution. More particularly, it was noted that the relationship of the secretary to other managers must work well so as to ensure the smooth flow of information to and from the governing body. It also appeared to be the chairs (78%) who best recognised this aspect of the secretary’s work:

“I think that it’s really vital that the secretary has this link into the organisation. For the chair of an organisation and a council, many of whom are lay people coming from outside, the secretary is a vital link into the management and operational matters of the university...”

Pre-92 chair

In one institution, when pressed on whether it was the secretary’s responsibility, or that of the head of institution, to act as a bridge, the response from the chair was clear:

“No, because the vice-chancellor’s got too many other things to do, it’s unreasonable to expect the chief executive to also fulfil this role. The other thing is to a certain extent I want the chief executive to be free of that anyway... He’s got to answer to his conscience. If he believes what is coming forward is in the best interest of the university, he’s got to bring it forward and be prepared to defend it and it’s the registrar and secretary who’s the best person to sort out all the difficulties...”

Pre-92 Chair

Yet, even in the same institution, the vice-chancellor was not entirely keen to let go of the reins:

“I think that the Registrar and the vice-chancellor really act as a bridge between the council and senior management and senate happens to play a significant role...”

Pre-92 VC

In reality, it seemed that the ‘bridging’ role was played by both the head of institution and the secretary in most institutions, and depended on the matter in hand. Most major strategic or other academic items appeared to be dealt with by the head of institution, building upon their role as chair of senate or the academic board, whilst operational and business issues tended to be addressed by the secretary. Finally, in 89% of cases, the backstage role of the secretary was considered to be a powerful means to influence the work of the governing body:

“... My influence is much better used outside the meeting, before we get to the meeting, with individual members or whatever but at the meeting it seems to me that one does have to take the role of secretary of council and try to be judicious about when you actually intervene, and what one says.”

Pre-92 secretary

The interviews suggested that the orders of influence identified in Table 7 could be more complex than first thought, so the analysis was extended by using the survey question set on role influence in the interviews with the chairs and heads of institution, and analysing the results alongside those provided by their secretaries. It only proved possible to obtain a full set of data from four institutions (one pre-92, two post-92 and one HEC) because interview participants were sometimes reluctant or unable to place a numerical score on the role of the other key players. Given this limitation, the results of the analysis should be treated with care, but they nonetheless point to some interesting conclusions. The results from the four institutions were used to chart the views of the secretary, chair and head of institution about their influence and that of the other two key players (Figure 5). The full results from the survey were then added, to determine whether the four-institution sample was broadly representative of the wider group of secretaries.

The wider sample of secretaries and the four-institution group

proved to be similar in the general pattern of response, but there were some differences in the levels of reported influence, shown by the solid black lines (all secretaries) and the black dotted lines (interview group of secretaries) in Figure 5. Where the views of the all secretaries group varied from the four-institution group, they tended towards slightly lower levels of influence for secretaries and chairs and a fairly consistent match in the case of heads of institution, apart from the categories of the effectiveness of the governing body, the management of governance, communication between the institution and governing body members and the selection of new governors, where the wider group felt they had more influence. In short, secretaries in the four-institution group reported a slightly higher rating for their own influence, and that of their chair, than the survey population. Despite these observations, the maximum differential ratings were -0.79 (influence on effectiveness by heads of institution) to 0.81 (influence on the planning of meetings by chairs); all other observations fell within this range.

The views of all three key players about the influence of the chair were broadly consistent, with higher ratings for their contribution to debate and decision-making in governing body meetings. The chairs consistently provided lower ratings for their own contribution than those of the secretaries and

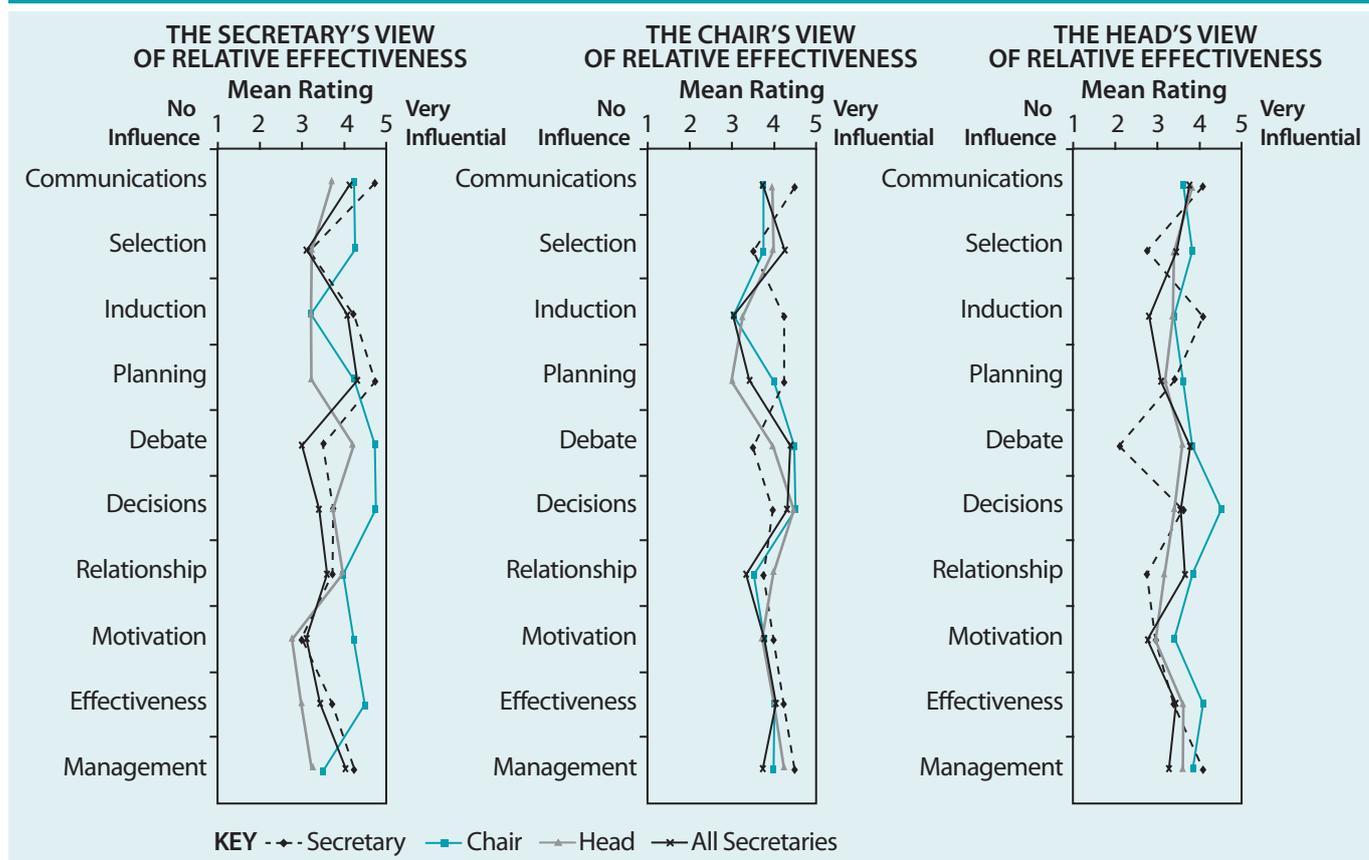
heads of institution, but the all-secretaries group provided very similar ratings, apart from in the planning of meetings category, where the wider group felt the chair had a lower level of influence than that perceived by the interviewed chairs, and in the selection of governors, where the all-secretaries group felt the chair had more influence than that perceived by the interviewed chairs.

Further variations were found in the views expressed about the influence of heads of institution. In this case, the chairs felt the head of institution had more influence than them over decision-making, relationship-building between the governing body and the rest of the institution and motivation of governing body members, but less in the planning of meetings and governor induction. The four-institution secretaries, on the other hand, took the view that heads of institution had lower levels of influence in a wider range of activities, largely involving work outside governing body meetings.

Whilst there was general consensus about the level of influence of secretaries on communications and the selection of governors and induction, differences began to emerge between the views of secretaries and heads of institution

FIGURE 5

RATINGS OF RELATIVE INFLUENCE OF THE INTERVIEW GROUP SECRETARIES, CHAIRS AND HEADS OF INSTITUTION, AND THE 'ALL SECRETARIES' SURVEY GROUP



around the planning of meetings, building relationships between the governing body and the rest of the institution and, most noticeably, in terms of influence on debate in governing body meetings, where the heads of institution provided lower ratings than the secretaries and the chairs.

Interestingly, however, heads of institutions and chairs suggested that secretaries might have a slightly higher level of influence on decision-making in governing body meetings than that felt by either secretarial group. Chairs also tended towards a higher rating for the influence of the secretary on the motivation of governors and the effectiveness of the governing body.

The ratings are re-presented in Figure 6 to show the responses of the four-institution group, and the way in which each key player rated their own influence and that of the other two key players. The views of the all secretaries group are also shown.

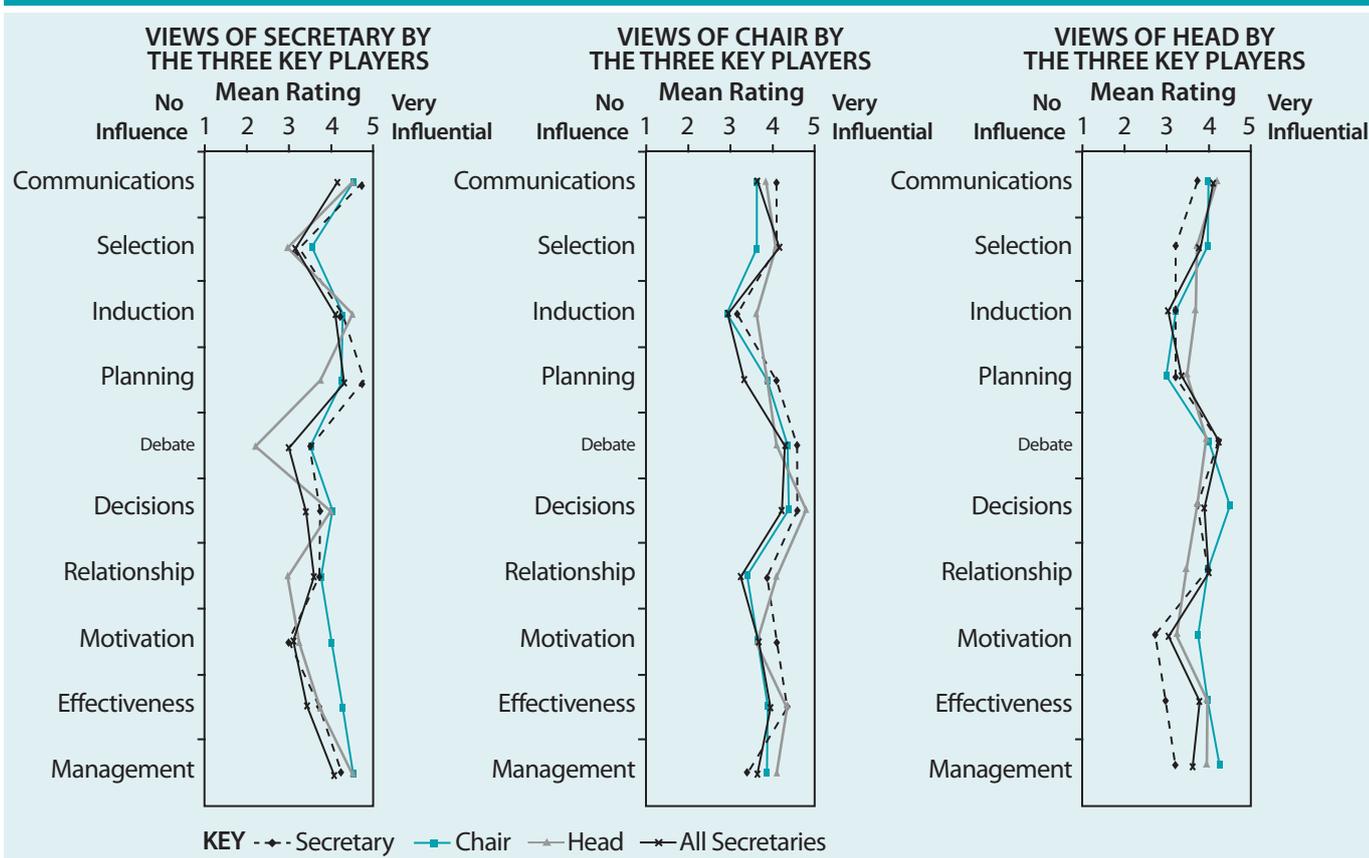
This view of the data allows the relative 'influence priorities' of each key player in the four-institution sample to be compared. Table 8 shows the order of influence of each factor. The

interview dataset revealed that the secretary had first order influence, as in the wider survey, on communications (one aspect of the bridging role noted earlier), induction, the planning of meetings and the management of governance. The head of institution had first order influence on relationships between the governing body and the institution (a second aspect of the bridging role noted earlier), but also debate in meetings and the selection of governors, a slightly broader pattern than shown in the earlier analysis. In the latter two cases, the chair was relegated to the second order level. The picture in the second order ratings was also different from the earlier analysis in that the head of institution did not dominate this level, and the secretaries could be seen at higher ratings than the heads of institutions for decision-making, motivation and effectiveness of the governing body

The comparison of the interview results with the survey results, both of which took account of the mean scores across the full scoring range, revealed matches between the order of influence ratings in four areas that placed the secretary at the first order level (communications, induction, planning of meetings and management of governance) and one where the chair was at first order level (the motivation of governors).

FIGURE 6

RATINGS OF THE INFLUENCE OF THE INTERVIEW GROUP SECRETARIES, CHAIRS AND HEADS OF INSTITUTION, AND THE 'ALL SECRETARIES' SURVEY GROUP



The correspondence of the interview data with the survey results for the first order level of influence shown by the secretary appears to support the suggestion that the influence of the secretary is significant. The spread of first order influence also supported the notion that there could be a triadic relationship at work in higher education governance.

Despite the evidence of each of the key players being in a position to exert influence on various governance factors,

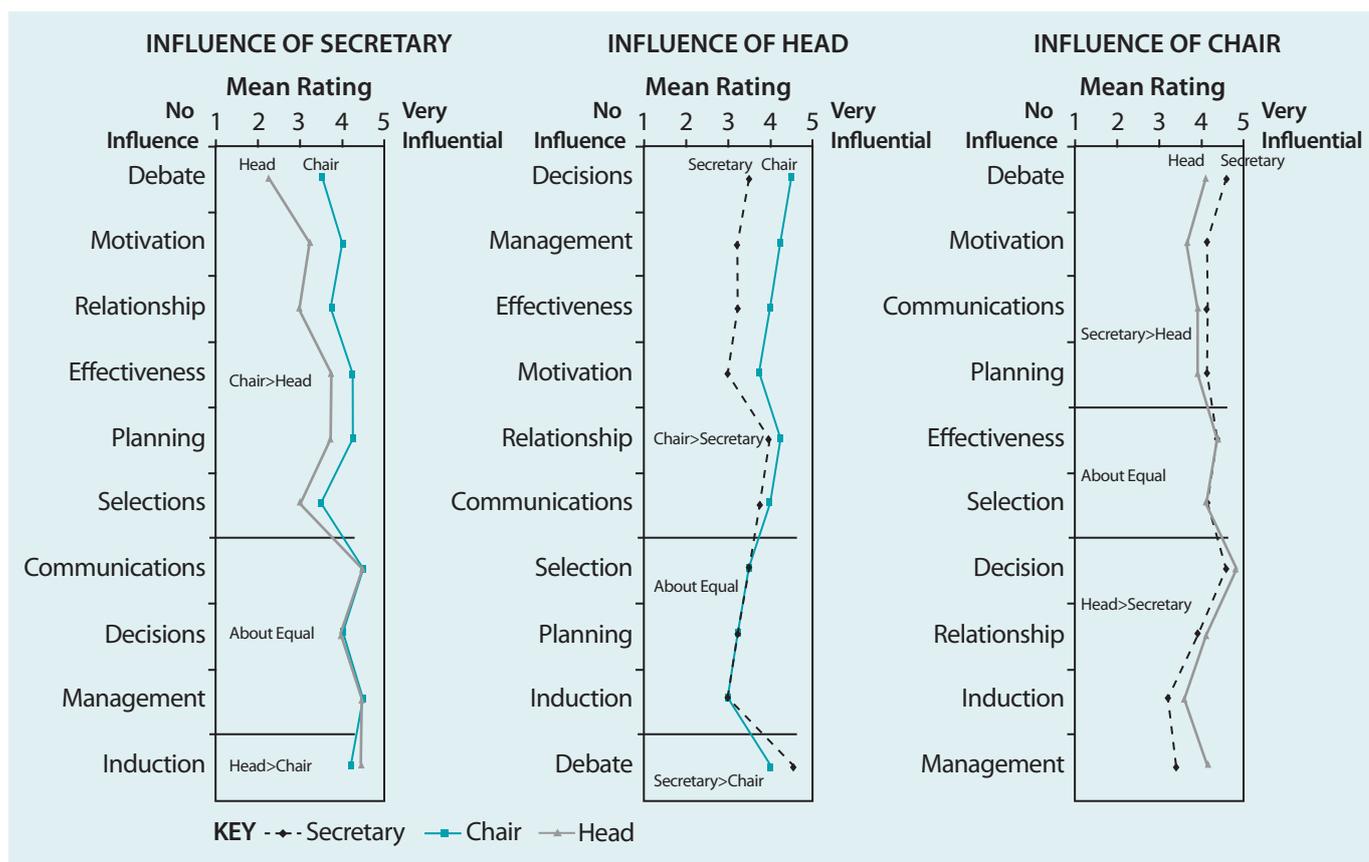
there remained an issue about the differences in views shown between them on the scale of influence at play. To address this point, the differences in mean scores for the four-institution sample were calculated for the ratings of pairs of key players about the third key player. The results were then ordered to show in which areas there was general agreement about the level of influence and where the views of the two key players contributing the rating differed (Figure 7). The rating of the influence of the chairs by the heads of institution and

TABLE 8

RATINGS OF THE INFLUENCE OF THE INTERVIEW GROUP SECRETARIES, CHAIRS AND HEADS OF INSTITUTION, AND THE 'ALL SECRETARIES' SURVEY GROUP					
SERIAL	GOVERNANCE FACTORS	LEVEL OF INFLUENCE			SURVEY MATCH
		FIRST ORDER	SECOND ORDER	THIRD ORDER	
1	Communications	Secretary	Head of Institution	Chair	Yes
2	Selections and appointment	Head of Institution	Chair	Secretary	No
3	Induction	Secretary	Head of Institution	Chair	Yes
4	Planning meetings	Secretary	Chair	Head of Institution	Yes
5	Debate in meetings	Head of Institution	Chair	Secretary	No
6	Decision-making	Chair	Secretary	Head of Institution	No
7	Relationships	Head of Institution	Chair	Secretary	No
8	Motivation	Chair	Secretary	Head of Institution	Yes
9	Effectiveness	Chair	Secretary	Head of Institution	No
10	Management	Secretary	Chair	Head of Institution	Yes

FIGURE 7

DIFFERENCES IN THE RATINGS OF INFLUENCE AND THE CONSEQUENT RANKING OF INFLUENCE FACTORS



secretaries was broadly comparable. However, the analysis revealed a generally lower rating of the influence of the secretaries by heads of institution than chairs, and a lower rating of the influence of heads of institution by the secretaries than chairs. Each of the perceived differences took a unique form, and there was no consistent order of difference in the governance factors across all three response sets.

It should be remembered that these results were based on a small group of institutions, and it seemed clear from the data that the chairs had been relatively positive in rating the influence of the secretary and head of institution in each case. What was apparent, however, was that the secretaries and heads of institutions did not take the same approach and appeared to have the greatest differences in how they saw the influence of the other party. This view seemed to be supported by the interview material which pointed, on occasion, to tensions between the secretary and the head of institution where the actions of the head of institution, in particular, needed to be held in check, or at least 'nudged' in a particular direction, by the secretary. There will obviously be differences in the way in which this relationship is managed over time and in terms of the context of the work at hand. Nevertheless, the pattern of views in this study suggests that there is a need to focus on this aspect of the triadic relationship as a priority, to establish a greater awareness about the governance responsibilities that the head of institution and secretary think they hold, and to show that different perceptions of influence exist so that they can be more openly addressed.

CONCLUSION

The investigation of the working relationship between the secretary, chair and head of institution identified a number of major issues and pointed to areas where the secretary can influence the work of the governing body. The cluster analysis pointed to three main types of governance approach, each of which could be characterised by a series of variables. It is recognised that these clusters could, over time, be fluid in membership and that they are not yet tied to a measure of effective governance. Nevertheless the analysis provided useful indicators of the governance culture in the surveyed institutions. These included variations between institutions in

their view of the value of external guidance on governance, the part played in governance by the head of institution and chair, the provision of advice by the secretary to the governing body and the views of secretaries on contributions to governing body effectiveness. All of these factors provide a rich vein for further comparative research.

The rating by secretaries of the influence of the 'triad' of the three main governing body players distinguished clear roles between them. The relative ratings of influence indicated that the secretary and chair have considerable influence, at least in the views of the secretaries, in the management of governance within their institutions. In the case of the secretary, some of this, it appears, is operated backstage in a supporting role to the head of institution, but it may also take place on-stage, in the setting of governing body meetings or front-of-house, amongst the wider institutional community. Influence may also be expressed independently, with other members of the governing body and the executive, where the 'bridging' role played by the secretary appears to be critical, or even in cases where the secretary needs to deal with difficult relationships between the head of institution and the governing body. In other words, the secretary's influence could be seen as much in the facilitation of governing as in securing progress with the business of governance.

When looking further at the issue of influence, some useful findings emerged about perceived levels of influence between the whole survey population, consisting only of secretaries, and the, albeit smaller, sample of interviewees comprising chairs, secretaries and heads of institutions. The conclusion was drawn that secretaries appear to have a high degree of influence, at least over communications between the governing body and the rest of the institution, governor induction, the planning of meetings and the management of governance. This supports the hypothesis that research on higher education has underestimated the importance of the part played by the governing body secretary in the 'doing' of governing (Study Aim (a)) and has helpfully described the main areas of influence that can be seen in this work (Study Aim (b)).

7: DISCUSSION, CONCLUSIONS AND LESSONS FOR PRACTICE

INTRODUCTION

Three cross-cutting themes were identified in the introduction to this study. These were the role context, relationships and influence used by secretaries in the management and operation of governance activities. The themes were investigated in the literature review and informed the development of the empirical stage of the research, in which it was suggested that they underpinned other elements of practice seen in the secretary's work.

Several other factors began to emerge in the early stages of the study that lent weight to the existence of the cross-cutting themes. The first, related to context, was that the secretary's role had developed in importance in the last ten years, possibly because of the increasingly technical and compliance-based environment of governance within higher education. The second theme of relationships highlighted the roles played by the secretary in 'boundary-spanning'⁴⁹ or 'bridging' between the governing body and the rest of the institution, in the management and co-ordination of governance, and between the governing body and the external environment⁵⁰ when dealing with external guidance or new institutional structures. A further factor in this theme, which began to move into the realm of influencing, was the requirement to act as a 'balancing agent' in the relationship between the chair and head of institution, advising them in their governance roles whilst also acting as a member of the triadic governing network. The third theme concerned the backstage influence of the secretary, which was fundamental to both bridging and balancing activities, and was likely to shape the work of the governing body and the contributions of its other key players through informal mechanisms as well as formal processes.

The empirical stage of the study attempted to test to what extent these themes could be seen within UK higher education governance, and how they fell within the conceptual model described in Appendix 1. It was apparent from the survey data that this was an extremely complex operating environment. Differences in institutional culture, the organisation of governance and individual styles added

local nuances to the way in which governance and governing were conducted. Nevertheless, a number of patterns emerged in the data that appeared to confirm that aspects of role, relationships and influence could be identified in governance practice and that they had proved a useful frame of reference for the study.

THE ROLE OF THE SECRETARY

The technical role played by the secretary can encompass a wide range of legal, procedural or constitutional issues. It was found that the majority of secretaries do not hold professional qualifications in these areas. The professional administrator/manager does not seem to be as prevalent in governance as in other areas of university administration⁵¹, such as the management of estates or human resources functions, possibly because, until recently, governance has often played a secondary role to other duties held by the person responsible for the work of the governing body. But does this matter? Whilst there are early signs that the position could be changing with the introduction of specialist governance units, there are also concerns about the potential loss of the coordinating role of the senior-most administrator⁵² who, in most cases, acts as secretary to the governing body. A number of interviewees noted that an ability to deal sensitively with a wide range of interpersonal and political issues was probably of greater importance than a professional qualification. It seems that professional knowledge is only one element of the skills set required for the role to be undertaken successfully.

Shattock⁵³ proposed that the distinctive contribution of the secretary was the management of the 'governance business' of the higher education institution. This suggests a process-based approach that simply relies upon the coordination and presentation of information for the governing body; a role as custodian of the 'soft-law' rulebook with the occasional intervention on 'hard-law' issues. The fieldwork found that whilst most secretaries are engaged in these activities, with key contributions in the recruitment and induction of new governors, agenda-setting and providing legal and procedural guidance, the contribution was often more than simply 'management'. It could extend to a role equal to that of members of the governing body, and in some cases involved leading the delivery and development of governance processes and finding innovative ways to improve institutional

⁴⁹ Aldrich, H. and Herker, D. (1977); Williams, P. (2002)

⁵⁰ Korac-Kakabadse, N., Kakabadse, A. K. and Kouzmin, A. (2001), p29; Middlehurst, R. (2004), p275

⁵¹ Whitchurch, C. (2006)

⁵² See, for example, Holmes, D. (2006)

⁵³ Shattock, M. (2006)

governance. In such cases, the secretary's role could be more accurately described as 'directing' the business of governance, to ensure that a wider set of considerations than governance processes were brought into play.

Despite this, the role is unlikely to be widely understood, as demonstrated in the response to a survey question about perceptions of the understanding of the role within the institution. Figure 8 shows the mean scores from all secretaries compared to those from the chairs, heads and secretaries of seven institutions gathered during the interviews (two pre-92, three post-92 and two HECs).

The results indicate that there is greater appreciation of the role of the secretary by those nearest to the secretary's work, with close agreement amongst the respondents about the level of understanding by non-executive (lay) and staff governors. Of interest, however, is the higher perceived understanding of the role by the chairs and heads of institution than suggested by the secretaries, either in their own institutions or in the wider survey sample. This implies that secretaries may feel their role to be not as well understood as it could be, even by those who work closely with them on governance matters. At the other extreme, the responses for

student governors, other staff and other students were closely related in both secretary categories of response, and also by the chairs. Of note here is the view taken by heads of institutions that the secretary's role is less well understood in the wider institution than it is believed to be by chairs and secretaries. This second disconnection could be the result of work by the secretary of which the head of institution is unaware, a more accurate reflection of reality (though the response from chairs might suggest otherwise) or a view amongst heads of institutions that a degree of understanding is not entirely necessary.

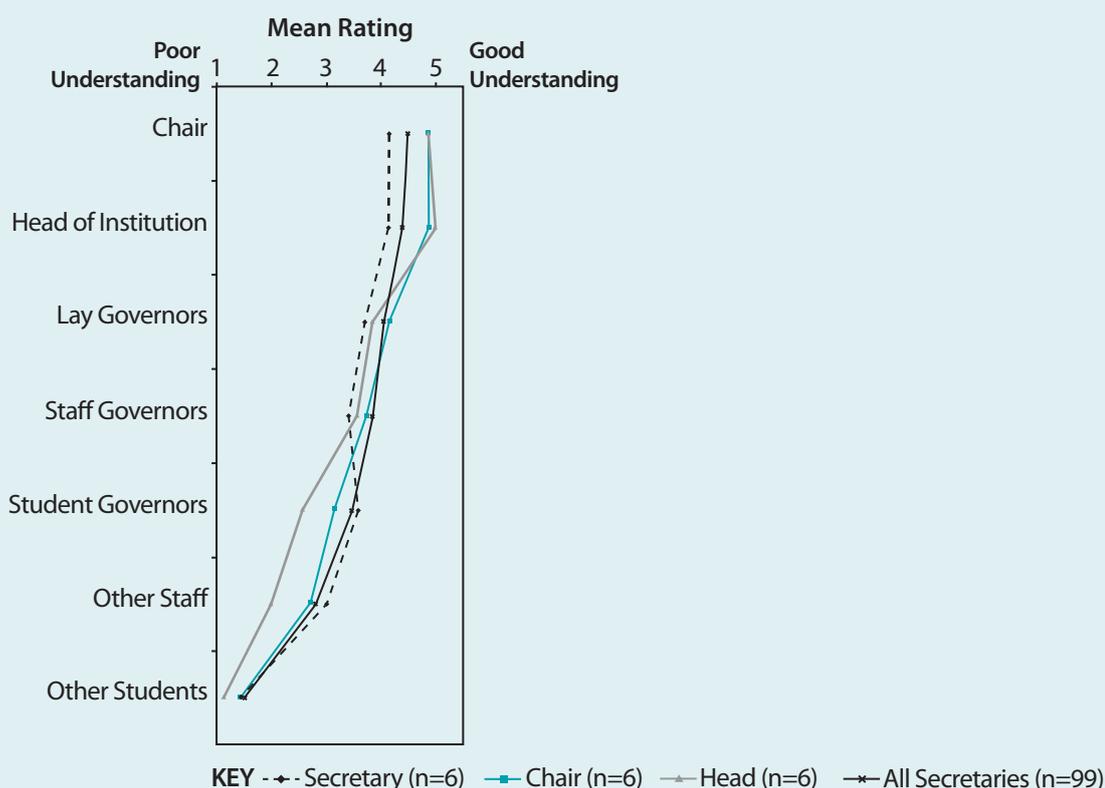
A number of interviewees (55%) felt that the work of the secretary was not of significance to many staff, and certainly not to the wider student body, unless the governing body had made a controversial decision to which these constituencies took exception:

"They would see the registrar, I think, as the guy who runs the administration, is part of the senior management team. I don't think they would have a very clear conception of his role in relation to the governing body, in his role as secretary."

Pre-92 VC

FIGURE 8

PERCEPTIONS OF THE UNDERSTANDING OF THE ROLE OF GOVERNING BODY SECRETARY



Others (33%) took a different view, particularly chairs who felt that communication with the wider institution could be improved:

"I'm always a bit shocked...by how little most academics seem to know what the (governing body) does... I think the knowledge of the university's governance amongst its own academics is not as good as it ought to be... I think there is a need to better inform people about the functions of the different people in the university, if only to reduce the huge amount of conspiratorial stories that go around about this, that or the other being fixed."

Pre-92 Chair

Whilst there is a perception that staff and students may not care much about the role of governance, particularly in larger institutions, the decisions ultimately made by the governing body have an impact on the rest of the organisation. It is therefore incumbent on the secretary to find a way to improve communications between governing bodies and the rest of the institution, so that the wider organisation can begin to appreciate the constraints within which major institutional decisions are made, and governors can obtain a range of views from constituencies other than the senior management. This process could begin by setting out more clearly what it is that the governing body does, and, in particular, the role played by the secretary in the directing of governance. The results from this study show that a starting point might be in persuading heads of institutions that this form of 'bridging' could be a valuable component of the secretary's work.

RELATIONSHIPS BETWEEN THE SECRETARY, CHAIR AND HEAD OF INSTITUTION

Aspects of the relationship between the secretary, chair and head of institution were apparent throughout the study. An early unexpected finding was the extent to which the performance of the secretary seemed to be evaluated without the involvement of the chair. The survey found about 20% of cases of this type, and particular examples were explored in subsequent interviews. The most recent CUC guidance suggests that:

'Normally the secretary combines this function with a senior administrative or managerial role within the institution. The institution and the secretary must exercise care in

maintaining a separation of the two functions. Irrespective of any other duties that the secretary may have within the institution, when dealing with governing body business the secretary will act on the instructions of the governing body itself'⁵⁴

The guidance also says that, 'the secretary should be solely responsible to the governing body and should therefore have a direct reporting link to the chair....for the conduct of governing body business'⁵⁵. At the same time, chairs are encouraged to, 'take care not to become involved in the day-to-day executive management of the institution'⁵⁶, one aspect of which could reasonably be expected to be the monitoring of the performance of the secretary's work. In cases where the reporting link exists but the performance of the secretary is overseen without any input from the governing body, there is potential for confusion and miscommunication, even though, in reality, many secretaries appear to operate somewhat independently and tend to set their own work agenda and performance standards. Nevertheless, greater clarity in the guidance, and options available for monitoring the work of the secretary, might be helpful for all concerned, particularly if a trend towards single-role secretaries outside the senior management team gathers pace, so as to map out the relationship expected between the secretary, the chair and the head of institution. The approaches could include, for example, separate reviews by the chair and head of institution or joint meetings between all three parties. A forum for the frank exchange of views about the performance of the board, and the secretary's role in the work of the governing body, should, however, be available as a first step in evaluating key governing relationships and their contribution to the overall performance of the governing body.

This approach is suggested because the study found that relationships in the governing triad are not without their difficulties. A number of interviews revealed tensions between the three key players that, whilst not serious, appeared to have emerged because either the chair or head of institution had acted outside their sphere of responsibility or there had been concerns about the performance of one of the parties that had not been openly addressed. The tension between the secretary and the head of institution was acknowledged by one secretary to be inevitable and even a positive force, so long as the secretary remembered that the head of institution

⁵⁴ CUC (2004), p21, paragraph 2.16(b)

⁵⁵ Ibid, paragraph 2.16(c)

⁵⁶ Ibid, p20, paragraph 2.13

was ultimately in charge. In other cases, where a more dominating head of institution was seen, a difference in view could be a cause of some frustration for the secretary and could spill over into the relationship between the head of institution and a 'new-style' chair, expecting to fulfil a role closely aligned to the expectations set out in modern governance guidance. The secretary could be caught in the middle, balancing their own position between these opposing forces, still acting as a 'special adviser' to the head of institution in their governance and other managerial capacities whilst ensuring that sufficient attention was given to the needs of the chair. Ensuring that the 'triadic' relationship, identified by several interviewees, remains healthy is therefore a key, and challenging, task of the secretary, but must also be appreciated by the chair and head of institution.

THE INFLUENCE OF THE SECRETARY

Whilst the chair and head of institution appear to be expected to have distinctive governance roles and to largely remain within them, the secretary has to act as a bridge in a set of roles and relationships, particularly when working with the chair and head of institution. The ability to respond to two 'bosses', advise them, make sure that they are both aware of each other's views and sometimes hold either, or both, in check requires not only political skill but also the trust of both parties and the wider governing body. Much depends upon the strength of the working relationship between these key players and a common understanding of the part to be played by each in relation to the governing body. In the case of the secretary and the head of institution, there has to be a particular openness about the way in which the secretary must sometimes place the wishes of the governing body above those of the 'chief executive'. With the chair, the secretary must ensure that a line of access is maintained so that the advisory role often played by the chair with the head of institution can be balanced, if necessary, by a wider, independent, institutional perspective.

In this respect, the analysis of the provision of advice and the handling of conflicts was revealing. It highlighted the influence held by the secretary in governing relationships and demonstrated how the secretary must be able to move seamlessly between acting as a 'servant' and as a 'leader'⁵⁷, either with the whole governing body or with individual governors. The requirement to act in varying capacities is not, however, restricted to dealings with the governing body. The secretary may not formally act as a representative of the

governing body in other institutional decision-making settings, particularly if present in another managerial capacity, but must nonetheless remain aware of the likely reaction of the governing body to policy developments, the decisions proposed by managers and the actions of other staff, and be a source of influence and guidance on emerging proposals before they reach the boardroom. This type of influence could be seen in the advisory role played by the secretary in a range of decision-making groups and committees and in the way in which information prepared by other contributors, even in some cases the head of institution, was reshaped by the secretary before it went to the governing body.

This could be considered as merely 'gatekeeping' or 'controlling' the information that the governing body is eventually able to see, elements of the second dimension of power described in the full literature review⁵⁸. However, it seemed, from the interviews in particular, that there was a more subtle process involved, related to the shaping of preferences seen in the third dimension of power, again described in more detail in the full literature review⁵⁹. An intervention by a secretary was usually aimed at ensuring that the business of the institution was not delayed because the governing body would be unable to make a decision as a result of poor information or the poor presentation of information. The secretary's bridging role was extended into less formal settings than other institutional committees to ensure that this objective was achieved. In some cases, the directing of governance was handled via the senior management team, contact with (typically) senior staff or even by routine meetings between the chair, head of institution and the secretary. In others, the secretary took the initiative to build relationships with groups perceived to be more 'distant' from the work of the governing body. The survey-based evidence of stronger relationship-building by some secretaries with elected staff and student members of the governing body, or with their constituencies, was a case in point.

Like the management of the role, the exercise of influence is not without its difficulties. The analysis described earlier revealed opposing views from secretaries and heads of institutions about their perceived influence in certain aspects of the operation of institutional governance. The three greatest differences were in the planning of governing body meetings, debate within those meetings and in relationship building between the governing body and the rest of the institution, all areas where it might be expected that a head of institution would want to stake a claim. In two of these

⁵⁷ Greenleaf, R. K. (1991)

⁵⁸ See Hardy, C. and Clegg, S. R. (1996)

⁵⁹ Lukes, S. (2005)

functions, the head of institution was regarded as having a first order influence, but in the area of meeting planning, the first order level was held by the secretary. It will be evident that perceptions need to be transformed into a clearer understanding of operating responsibilities if conflict is to be avoided in the close working relationship required between the secretary and the head of institution.

REFRAMING OUR UNDERSTANDING OF HIGHER EDUCATION GOVERNANCE

Byrne⁶⁰ noted that complex systems need to be considered as a whole, rather than in discrete elements, but that they can change over time, often in non-linear ways. He suggested that 'much neglected techniques...of numerical taxonomy typified by cluster analysis', could yield a more useful insight into the 'condition' of such systems than many linear statistical techniques. This study set out to gather the views from key players in higher education institutions to try to interpret the role and influence of the secretary, recognising that whilst this would change over time a snapshot of the 'condition' of governance in this sector could prompt a debate about the way in which governance is more usually associated with institutional structure than with the people who operate governing systems. Data from the cluster analysis suggested that there were three groups of institutions that could be defined by the time spent by key players on governance activities. The clusters revealed other features that suggested that styles of governance could be characterised in a new approach, not bound by institution type but effectively reframing our understanding of higher education governance in terms of practice-based groupings. These groupings were:

Cluster 1:

Medium time input, active governing body, process-averse with more value placed on the contribution of the head of institution than lay governors;

Cluster 2:

Low time input, inactive governing body, process-aware with more value placed on the contribution of the (more interventionist) head of institution than lay governors;

Cluster 3:

High time input, proactive governing body, process-friendly with less value placed on the contribution of the head of institution than lay governors.

In mapping the clusters it was apparent that the varying role of the head of institution was a critical factor. In institutions where governance had developed a high profile role, the part played by the head of institution was less important than those in which governance was generally not as 'active'. It was also clear that where the head of institution did play a fundamental role, it could differ between the controlling function seen in Cluster 2 and the more benign contribution seen in Cluster 1. Cluster 2 contained three interview sites. In two of these there had been underlying tensions in the relationship between the secretary and the head of institution on governance matters. In the third institution, there was no evidence of any problems in the relationship, but a clear will, on the part of the secretary, to have an equal voice on governance matters as a key stakeholder in the institution and to move the governing body forward in terms of its role and shape, in an environment where the head of institution did not see a major role for the governing body in institutional decision-making. It is difficult to say whether this was a different expression of an underlying tension, particularly because other cases of this nature were apparent in interview sites in different clusters. Nevertheless, it appears to corroborate the earlier conclusion that achieving an appropriate balance in the triadic network, and, in particular, managing effectively the relationship between, and expectations of, the secretary and the head of institution, could be more important factors in the smooth operation of institutional governance than have hitherto been appreciated.

CONCLUSIONS AND RECOMMENDATIONS FOR THEORY AND PRACTICE

The theoretical approach and conceptual model

It was noted in the literature review that the study needed to be based on a pluralistic theoretical framework. It was evident from the empirical stages of the research that the framework had been helpful, in that no single theoretical stance could be seen in the work of the secretary. The multi-paradigm examples ranged from the stewardship approach, where the secretary's work was geared towards improving decision-making by the governing body; stakeholder theory, where the secretary helped provide a bridge to 'distant' constituencies in the institution; managerial hegemony theory, where the secretary was seen as part of a technically 'expert' group of managers able to influence the operation of the governing body either backstage or in its meetings; and even the agency model, where the secretary could act as part of the system of monitoring required by the governing body by controlling the

⁶⁰ Byrne, D. (2002), p7

actions of the head of institution and other senior staff. In the end, the complexity seen in the role required a different method of establishing an underpinning theory.

The paradox approach⁶¹ provided a means to consider ways in which a productive tension between controlling and partnering could be created between the governing body and the executive, with a focus on the relationship between the three key players in higher education governance and governing. Aspects of trust in the management of governance and issues over the responsibilities held by each key player were evident throughout the fieldwork, particularly in the interview stages of the project. The element of trust in the management of governing relationships added a further dimension, where the secretary could often 'control' and 'partner' rather than take a single line. This suggests that the paradox, as described, is insufficient to capture some of the unique features of the secretary's work and that a new definition is required. One approach might be through the identification, and further investigation, of two new paradoxes. The first: 'Who governs governance? - the tension between supporting and directing the business of governance', would recognise that the higher education secretary might play either, or both, roles, depending on a variety of structural and relationship factors that can vary over time and the context of the work at hand. The second: 'Governance or governing? - the tension between process and people', might allow future investigators to delve more deeply into the relationship factors that this study has begun to uncover to see how they impact upon the work of governing bodies. In so doing, they might be urged to continue to look beyond the chair-head of institution nexus and consider other contributors to higher education governance, and governing.

The adoption of a conceptual model (see Appendix 1) to describe the role and influence of the secretary helped set a 'top-level' approach to analyse the range of roles and relationships with which the secretary must deal. It is very likely that some of these roles and relationships, and the influence that might accompany them, will differ by institution, contribution and over time, making them a constantly moving target⁶². Nevertheless, as a way of illustrating the variety of roles and responsibilities that appeared to be held, in the view of the survey population and those subsequently interviewed, the approach used in the model could be a helpful building block for other investigators

looking at the relationships between key players and their impacts upon governing body effectiveness. In this study it proved to be an invaluable device to structure the investigation and help meet the requirements set out in Study Aim (c).

Developing our understanding of the secretary's role

Study Aim (b) sought to identify the nature of the current role played by the governing body secretary and the way in which secretaries are able to exert influence on the work of the governing body. The major findings relating to each factor are described earlier in this report. A number of the findings may be of particular relevance to the way in which governance practice is developed in the higher education sector.

The first of these is that the secretary will be expected to demonstrate a positive form of political influence in the role and that this sometimes requires a degree of independence from the chair and head of institution as much as it does the other members of the governing body. Secretaries need to establish the ground rules necessary to maintain an independent line early on in their relationship with other key players, and should be provided with the means to establish this position without undue interference from heads of institutions or other senior institutional managers. Separating the role description for the duties of the secretary from other responsibilities held in the institution may be one possible approach. Another may be the promotion of a greater understanding of the 'triadic' relationship between the key players and determining ways in which the effectiveness of that relationship can be improved.

The second is that future guidelines on governance practice should have an increased emphasis on the development of effective working relationships between the secretary, chair and head of institution. At present, the emphasis is on formal methods of communication rather than informal interactions between the three key players and with the wider governance community, and this balance needs to be redressed so as reflect more accurately, 'real-world' governing practice.

These findings are likely to make a timely contribution to interests in this area held by the LFHE and the CUC, particularly as governing bodies are encouraged to move beyond the realm of monitoring institutional performance to more rigorous methods of monitoring their performance, and contribution, to the life of the institution. They also point to a

⁶¹ Cornforth, C. (2005a)

⁶² Hay, C. and Richards, D. (2000), p4

need for much greater understanding, at the micro-level, of the operating roles and environment of key players in institutional governance, and how their activities relate to the work of the institution's executive management. The approaches seen in recent research on complementary leadership teams⁶³ could usefully be extended to higher education governance to address these issues. A greater understanding of the factors at play in governing bodies that require high levels of advice and support, and where conflicts of interest are more routinely seen, could also identify mechanisms to help secretaries deal with these difficult aspects of their role.

Managing governing relationships

Cornforth⁶⁴ noted that, 'How boards work is crucially affected by the relationship between the board and the management or other staff they work with' and, citing concurrent research⁶⁵, concluded that, 'aligning expectations and achieving a satisfactory division of responsibilities and activities are often problematic'. He suggested that there was a need for boards and managers to regularly review and negotiate their relationship to take account of differing expectations and responsibilities. The same need for clarity, particularly between the roles of executive chairman and CEO, has been recognised in the US company sector⁶⁶. A number of other studies⁶⁷ suggest that the clarification of roles is critical to the effectiveness and efficiency of higher education governance, and that addressing informal interaction outside the formal structure is key.

This study found a pattern of misaligned expectations similar to that identified by earlier research⁶⁸ but this time between three key players in higher education governance rather than simply between 'the board' and a single member of the executive. Whilst recognising the small sample involved, the analysis of the interview-based data yielded contradictory views about perceptions of influence between the head of institution and the secretary, whilst there was general agreement about the contribution of the chair. The views were most at odds in relation to the perception of heads of institution of the influence of the secretary in debate in governing body meetings, but also emerged in backstage work such as the planning of meetings and relationship-building between the governing body and the rest of the institution. These overlaps, and resulting tensions, seemed to

have taken place outside formal governing body structures and had more to do with the actions of one of the triad or a disagreement amongst members of the triad (typically the secretary and the head of institution but also in other two-way relationships).

To address this point, further work is required to establish an understanding of specific roles and responsibilities in relation to governance so as to move beyond simple post or job descriptions (what needs to be done) onto the way in which tasks are undertaken (how things are done). The Leadership Foundation for Higher Education Governance Development Programme has established an annual two-day event for chairs and heads of institutions to 'assist in the development of a positive relationship'⁶⁹ between these key individuals. A similar programme exists for the chair of the finance committee and finance directors. A different model exists in the USA where the Association of Governing Boards (AGB) National Conference on Trusteeship actively encourages attendance by the three key players in institutional systems of governance. The AGB has also recently called for university presidents to find ways in which senior staff can share insights with the president and the board⁷⁰. There is scope for the UK development activities to be extended to include the secretary so that there is an opportunity for a three-way dialogue to take place on institutional and governance matters. Particular issues arising from this study that could be addressed in this way include how the secretary can act, on behalf of the governing body, as a bridge to other constituencies in the institution, how the role of the secretary can be monitored independently of the head of institution and how to ensure that chairs and heads of institution understand that the secretary's role may sometimes require intervention in the informal operation of the governance responsibilities of the other two parties.

Improving institutional governance

A US National Association of Corporate Directors Blue Ribbon Commission on Board Leadership noted that effective company boards, 'have not one or two leaders, but a system of leadership, that calls on board committee chairs and other individual directors to provide leadership in various aspects of governance'⁷¹. It could be suggested that, in the context of higher education, the leadership system extends to the role of the secretary. In directing institutional governance, and

⁶³ See, for example, Miles, S. A. and Watkins, M. D. (2007); Sheard, A. G. and Kakabadse, A. P. (2007)

⁶⁴ Cornforth, C. (2005b), p243

⁶⁵ Mole, V. (2005)

⁶⁶ Nadler, D. A. et al. (2006)

⁶⁷ Cited in the literature review by Kezar, A. et al. (2004), p386

⁶⁸ Mole, op cit

⁶⁹ LFHE (2006)

⁷⁰ AGB (2006)

⁷¹ Cited in Nadler, D. A. et al. (2006), p81

ensuring that governance processes and governing relationships are effective, the secretary is in a pivotal position to 'join up' the information required by the governing body and to progress the business of governance by the use of informal networks, as well as formal governance machinery. At this point, however, it may be worth noting that there are common frustrations about the way in which these tasks are carried out, not only in higher education, but in other sectors.

In particular there are three key findings about company board processes from the Blue Ribbon Commission and annual USC/Mercer Delta Corporate Board Surveys⁷² that are worthy of consideration in the UK higher education sector. The first was that the Blue Ribbon Commission identified significant dissatisfaction with the content, volume and accessibility of the information received by company directors, a view echoed in LFHE gatherings of higher education governors. There is significant scope for further research, networking and practice-sharing on the methods used to streamline this aspect of governance work. The 2003 US survey identified that only 41% of directors said that their board had significant influence over its own agenda, but that this had risen to 60% in 2004. This study has identified the predominant influence of the secretary on agenda-setting for the governing body, which may be the most pragmatic way of dealing with governance work but not the most effective way in which to engage governors in the important issues facing their institution. Methods for promoting such engagement have been proposed⁷³, and there are examples of institutions involving their governors in a deeper understanding of strategic and marketplace issues, but, again, practice-sharing may be needed to persuade executive teams that these approaches are worthwhile and to educate governors in their use in a higher education context. The last US survey finding concerned the ability of external directors to meet without the CEO present, a practice that was rare in 2001 but had become largely routine by 2004. This enabled independent directors to consider formally the way in which the company was being managed without the influence of the CEO impacting upon the debate. It is not yet clear whether higher education governing bodies would feel able to adopt a similar stance without alienating the head of institution, particularly, given the results of this study, if the secretary was present at these meetings. And, if novel methods such as these are to be developed, there will be a need for future generations of heads of institutions, secretaries and chairs to understand why they are required and how they are intended to work, so that

an appropriate level of trust can be maintained in key governing relationships.

Should we reconsider our approach to governance to place further emphasis on roles, relationships and influence?

Study Aim (a) sought to test the hypothesis that research on higher education governance had underestimated the importance of the part played by the governing body secretary in the 'doing' of governing. The findings of this study support the argument that the secretary's contribution is critical to higher education governance, and that it should receive greater recognition in future research in this field. The ratings of influence and interview material considered earlier indicated different areas of governance activity in which the secretary, chair and head of institution had influence, and in which there could sometimes be conflict. These areas particularly concerned the contributions of the chairs and heads of institutions to the management of communications with the governing body, the relationship between the governing body and the rest of the institution, the selection of new governors, the planning of meetings and the contribution of the key players to debate in those meetings.

These results suggest that the focus on governance structure seen in most previous research on higher education governance was unlikely to tell the whole story about the complex web of processes and relationships that make up a system of institutional governance. Research with a larger group of chairs and heads of institutions would provide a wider range of data to see whether there are further 'drivers' in patterns of influence within and between them.

There is a problem in that these 'drivers' may change with the personnel undertaking governance work, and may also depend upon relationships that change over time. As other researchers have concluded⁷⁴, there may be further attributes at play in governing relationships, including aspects of social attractiveness and social style, that could have impacted upon relationships and individual survey responses. Furthermore, even a good set of governing relationships may not result in an effective approach to governance, particularly if the climate of productive tension noted from the literature review is missing because of the impact of 'colleaguiality'⁷⁵ on the transformation of 'outsider' governors to 'insider' governing body members. The relative contribution of roles,

⁷² Hardin, R. and Roland, J. A. (2006)

⁷³ Chait, R. P. et al. (2005)

⁷⁴ Petersen, G. J. et al. (2001), p539

⁷⁵ Pettigrew, A. et al. (1998), p212

relationships, influence and governance systems to governing body effectiveness is therefore an area where further research could be of substantial benefit.

To start the process, this empirical study, using rare data and contributions from across the UK sector, has provided new insights into the role and influence of the secretary in higher education governance, embodied in working practices with other key governance players. In particular, the relationships

within the triadic network of the secretary, chair and head of institution have been explored, to help determine the impact of this triad on the effectiveness of institutional governance. As a consequence it hoped that the study will help move the governance debate beyond issues of adherence to external guidelines and 'soft law' to an appreciation of the way in which a focus on behavioural governance might lend new insights into the way in which people actually govern UK higher education institutions.

APPENDIX 1: RESEARCH QUESTIONS AND METHODS

RESEARCH QUESTIONS

Two principal research questions, related to Study Aims (a) and (b), were defined:

- What is the nature of the current role played by the governing body secretary in the practice of higher education governance and governing?
- What are the major influences that may be exerted by the secretary on the work of the governing body?

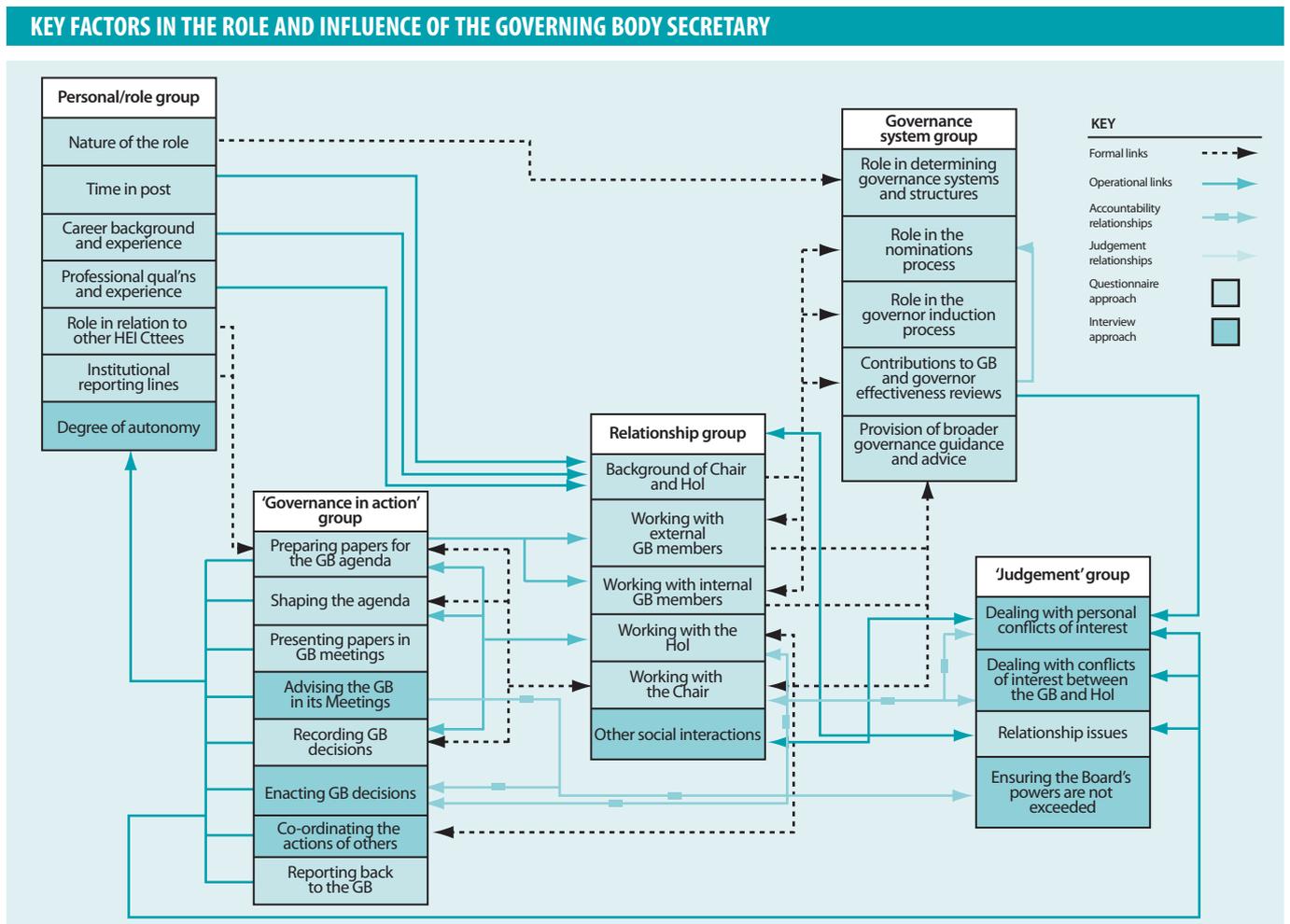
CONSTRUCTING A CONCEPTUAL MODEL

To address these questions a conceptual model was created to meet the requirements of Study Aim (c) and describe the range of potential roles and areas of influence held by the secretary. The model, shown in Figure 9, presents elements of

practice in 'groups' derived from guidance provided to governing body secretaries, the literature review, discussion with other secretaries and knowledge of the role. The model also drew upon the framework provided by the controlling and partnering paradox described in the literature review⁷⁶. This was evident, for example, in the extensive range and varied nature of the working relationships that were expected to be seen between the secretary and members of the governing body (as shown in the relationships group), the advisory role played by the secretary versus that of 'shaping' the information used by the governing body (as shown in the 'governance in action' group) and the influence of the secretary in key processes such as nominations and induction, even though they are not formally a member of the governing body (as shown in the governance system group).

The complex nature of the role is indicated by the links between the various elements in the diagram. These take a number of forms. Some may be formal, as between the *nature of the role* (an element in the Personal/Role group) and the contribution made to *determining Governance Systems and*

FIGURE 9



structures (an element in the Governance Systems group). Others may be informal, or judgement-based, such as the way in which interactions take place between key members in the governing process when dealing with elements in the 'Relationship' and 'Judgement' groups. Yet others may be operational, working at either the formal or informal level, or have a greater emphasis on accountability mechanisms within the institution. The judgement links in Figure 9 demonstrate how pervasive this theme can be, ranging from the management of governing body relationships to the ability, on occasion, to stand up to senior figures when dealing with conflicts of interest or a governing body that wishes to act outside its terms of reference. It was also apparent that cross-cutting themes of the context of the role, relationships and influencing, identified towards the end of the introduction to this report and considered in the literature review, underpin many of the elements and groups identified in the model. To use a simple analogy, the elements and groups are the data and applications on a computer desktop, familiar to the average user or learned over time. The themes are the largely unseen operating system, essential to the smooth running of the machine but taken somewhat for granted unless the system needs to remind you about something, fails or receives the occasional upgrade for which retraining is required: in this case, for example, a change in the head of institution or chair.

It is recognised that a conceptual model of a particular function or set of operating circumstances may be problematic. The first issue is the over simplification of the 'real world' that the model is attempting to represent. Each factor, or even a particular element within it, could, at a particular time, be dominant and alter the way in which the influence of the secretary is perceived and acted upon by the governing body. Other factors are difficult to analyse with any degree of certainty. These include, for example, the perception of the role of the secretary by other staff within the institution, which might be unreliable because of the difficulty in separating these perceptions from those of other institutional roles held by the person concerned. The view of the governing body at a particular time may also be significant. The secretary may often be in the front line when reporting on certain functional issues because of other responsibilities they hold within the institution. For the secretary to report honestly, and to separate properly, their responsibilities to the governing body from those they hold in other institutional roles, may then be difficult. Whilst the personal integrity of the secretary is a fundamental requirement in the role, it does not easily lend itself to investigation. To illustrate this, although members of

higher education governing bodies, including the secretary, are encouraged to follow the seven principles of public life⁷⁷ there is no objective test that can prove that they are being followed or that they influence individual or collective decision-making in the conduct of governing body business. Nevertheless, there are cases where the integrity displayed in the secretary's role can be shown, by proxy, in their management of cases of conflicts of interest. Examples of this aspect of governance were therefore explored in the field research. Despite these shortcomings, the framework, building upon topics identified in the literature review, proved effective in identifying major factors that could be researched via the selected census and interview techniques.

CENSUS RESEARCH

In mid-2005 a national census of governing body secretaries was carried out with the support of a range of sector organisations, including the Leadership Foundation for Higher Education (LFHE), the Committee for University Chairs (CUC), the Association of Heads of University Administration (AHUA) and the Standing Conference of Principals (SCOP, now GuildHE). The survey formed the first stage of the research programme, the second stage of which involved interviews with the secretaries, chairs and heads of institutions of nine universities and higher education colleges.

The survey instrument was designed to gather contextual information about the secretary's career background, the institution and its governance structure, reporting and appraisal relationships and the role of the secretary in decision-making processes. A second set of questions took a 'life-cycle' approach to aspects of governance work, such as the recruitment and selection of new governing body members, their induction, agenda-setting, the preparation and presentation of papers at meetings and the role of the secretary in governing body effectiveness reviews, breaking each down to look at the contributions made by the secretary, other members of the governing body and members of the institution's executive. A third set of questions looked at the extent to which the secretary provided key types of advice to their governing body and dealt with conflicts of interest, the way in which the secretary worked with other members of the governing body and perceptions of the understanding of the secretary's role within the governing body and the wider institution. The final set of questions asked the secretaries to rate their perceptions of their own influence, and that of the chair and head of institution, on ten aspects of institutional

⁷⁷ Committee of Public Accounts (1994)

governance. The resulting instrument, when converted to the online format used for distribution, comprised 33 question screens and 51 questions, many requiring multiple answers.

Groundwork for the survey included establishing contact with a variety of sector agencies and representatives and awareness-raising at governance events leading up to the survey period. Desk-based research provided a comprehensive list of governing body secretaries for all publicly funded UK higher education institutions. The survey was piloted with a group of ‘recently retired’ secretaries to establish ‘face validity’. After the circulation of explanatory letters to the database of contacts, telephone calls were made to the 166 institutions involved to seek their support for completing the survey. A total of 126 responses were received, of which 110, or 66.26% of the survey population, provided useable data.

The responses from different types of institution, and the equivalent UK distribution, are summarised in Table 9. A separate category was used to describe a number of teaching-led institutions that had just gained university title at the time of the survey. It was thought possible that the process of applying for university title might have caused a greater-than-normal focus on governance issues, particularly in terms of levels of advice provided by the secretary to the governing body, so in this case they were maintained as a separate category.

The dataset was evaluated to determine whether or not it reflected the expected distribution of the survey population. A chi-square test was used to check the distribution of responses against the expected frequency of two variables: the regional distribution of higher education institutions (across 12 regions) and the type of institution (across the four institution types shown in Table 9). These variables could be determined with relative ease from published data or knowledge of the institution. A critical test chi-square value was used, the results of which are shown in Table 9. The entries marked (a) indicate that both chi-square results were less than the critical chi-square values, so the H0 that there was no difference in the distribution of sample respondent institutions from the national distribution could be accepted.

To reduce the possibility of a Type II error, a second test was run with the newly created universities amalgamated into the post-1992 group and the regions reclassified into five (Scotland, North, Central, South and London) to remove smaller original regional categories. The entries in Table 10 marked (b) confirmed that the H0 could still be accepted.

A range of other statistical techniques were used. It was not, however, possible to analyse the dataset using standard techniques on certain sensitive questions involving issues such as the handling of conflicts of interest, where the response rates were not as comprehensive as for other question sets. Alternative approaches to provide comparative

TABLE 9

THE DISTRIBUTION OF SURVEY RESPONSES				
INSTITUTION TYPE	COUNT	%	UK COUNT	%
Pre-92 university	46	41.8	73	44.0
Post-92 university	32	29.1	44	26.5
University title just obtained	8	7.3	10	6.0
Higher education college	24	21.8	39	23.5
Total	110	100.0	166	100.0

TABLE 10

RESULTS OF THE CRITICAL CHI-SQUARE VALUES TEST			
VARIABLE	CRITICAL CHI SQUARE VALUE	CHI SQUARE**	DF
Regional distribution (a)	19.68	2.70	11
Institution type (a)	7.81	0.74	3
Regional distribution (b)	9.49	0.73	4
Institution type (b)	5.99	0.68	2

** at significance level 0.05

analyses were adopted, in this case, by using weighted scores to determine the incidence of conflicts of interest by institution type.

In order to determine whether there were any underlying structures in the way respondents had answered certain survey questions, a cluster analysis was performed using the k-means method. The k-means cluster technique is an algorithm in which a fixed number of desired or hypothesised clusters are formed to which observations may then be assigned, 'so that the means across clusters (for all variables) are as different from each other as possible'⁷⁸ In this way it is possible to 'segment' scale-based data to see if the resulting clusters can be characterised in any way⁷⁹. Specified cluster numbers were incrementally increased until a solution provided a very small cluster group, and the cluster level immediately before this iteration was employed. The investigation was initially conducted on two scale-based survey questions, also used later in the interview stage of the project, where a sufficient response had been obtained for the analysis. The questions concerned (a) the understanding of the role of the secretary (seven elements; 94 cases) and (b) the influence of the secretary, chair and head of institution on a range of governance factors (ten elements in each of three sets; 87 cases). In each analysis three clusters were apparent from the data but their relationship to other variables in the dataset proved difficult to determine. A chi-square cross-tabulation of these cluster groupings with a range of other variables did not provide any significant results where the minimum expected frequency test was satisfied. A further analysis of the amount of time spent by key people on governance matters (six elements; 94 cases) produced a very small cluster group in the four-cluster solution and two small cluster groups in the five-

cluster solution. The optimal solution was therefore deemed to be three clusters (Table 11).

When the three clusters were cross-tabulated with other variables, the chi-square value for the association between the clusters and type of institution (with the newly established universities amalgamated into the post-92 group) was 12.58 with four degrees of freedom and a significance probability of 0.013. This appeared to suggest that there was an underlying relationship between the time spent by key people on governance matters and type of institution in the population from which the sample of 110 respondents was drawn.

Further data from questions based on this group and the 'governance in action' group in the model at Figure 9 were used to characterise the clusters. The characterisation specifically used data derived from a set of survey questions concerning the contribution to institutional governance of the governing body, its key players and external guidance, as well as the provision of support by the secretary to the governing body's work. These questions were expected to provide an insight into the perceptions of the secretaries on institutional governance that was distinct from information gained about governance practices covered elsewhere in the survey, for example the contribution of key players to the nominations process.

Despite the association shown between the time spent on governance and institutional type it seemed likely that any potential cluster grouping from the survey data would be the, 'property of complex and contingent mechanisms in reality'⁸⁰. The clusters were therefore not intended to identify causal processes but to help identify groups of secretaries that had a

TABLE 11

CLUSTER GROUPINGS FROM THE K-MEANS CLUSTER ANALYSIS

CLUSTERS USED IN EACH TEST ITERATION	NUMBER OF CASES OBSERVED IN EACH TEST RESULT			
	1	2	3	4
1	27	43	6	7
2	67	28	41	27
3	-	23	19	13
4	-	-	28	43
5	-	-	-	4
Valid cases	94	94	94	94
Missing cases	16	16	16	16

⁷⁸ Statsoft Inc (2004)

⁷⁹ Walley, K., Custance, P. and Parsons, S. (2000)

⁸⁰ Byrne, D. (2002)

similar view about, and attitudes towards, the governance of their institution so as to develop a new typology of governance practice and a greater understanding of the role and influence of the secretary in different institutional settings.

INTERVIEW RESEARCH

To investigate the environment in which the secretary was operating in greater depth, and provide better contextual information, it was necessary to conduct a more detailed analysis of a number of institutions. The census results were used to identify a number of practices, issues or events that could be followed up in semi-structured interviews with the chairs, heads of institutions and secretaries of each institution.

The survey returns were scored against a set of criteria (see Tables 12 and 13), to establish a mix of institutional types, locations and governance practices. From a maximum score of 165, those of 89 institutions initially willing to participate in the interviews ranged from five to 95. Every institution received a score in more than one category apart from one small specialist college. Nine institutions were selected for the

interview stage, with total factor scores, shown in brackets below, ranging from 40 to 85. In the case of the institutions outside England, the location scores have been removed to show the residual score (in italics). The amended range is then from 40 to 70.

The instrument took the form of a one-to-one interview normally lasting an hour. Questions to the secretaries were tailored to the survey responses where, for example, the respondent had either indicated that they were, or were not, able to talk about a conflict of interest or their other roles within the institution. The interviews with the chairs and heads of institution followed a similar format, but sought to obtain their views about the role and contribution of the secretary in relation to the governing body. In these cases, a 'funnel interview' model was used, to enable closed-ended questions to be asked towards the end of the interview⁸¹. Two questions from the survey were used to obtain 'quantitised' views about the understanding of the secretary's role by various constituencies within the organisation, and the way in which they rated their own influence, and those of the other two interviewees, on a variety of governance factors.

TABLE 12

SELECTING INSTITUTIONS FOR THE STAGE 2 INTERVIEWS		
CRITERIA	PROXY MEASURE	SURVEY DATA TO SUPPORT PROXY MEASURE
Influence of the secretary	Governance activity measures	Active chair (10) High contact between secretary and chair (10) Passive chair (15) Low contact between secretary and chair (15) Secretary sets agenda (10) Restricted access to chair (10) Secretary appraised by head of institution (10)
Combining roles	Secretary factors	External appointment (10) Part-time appointment (10) Appointment not Registrar/Secretary (10) Age 50-59 (5) Age 30-39 (10) Private sector background (5) Professionally qualified (10)
Innovative practice	Open responses on secretarial practice	Open response cases (10)
Dealing with judgement factors	Conflicts of interest	Willing to discuss in interview stage (10)
Size and type of institution	Student population	Small (under 3,000) (5) Medium (3001-15,000) (10) Large (15,000 plus) (15) Specialist institution (15)
Location	Region (used to identify institutions outside England)	Wales (15) Scotland (15) Northern Ireland (15)

TABLE 13

THE DISTRIBUTION OF INTERVIEW SITES			
REGION	TYPE	ENGLISH REGION	SCORE
Northern Ireland	Either pre-or post-92		80; 65
Scotland	Either pre-or post-92		85; 70
Wales	Either pre-or post-92		85; 70
England	Pre-92	West Midlands	50
	Pre-92	North West	70
England	Post-92	West Midlands	40
	Post -92	London	40
England	Mixed-faculty HEC	Yorkshire	50
Any location	Specialist institution; pre- or post-92	North West	50

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