Governance Review

The London School of Hygiene & Tropical Medicine

November 2023

Halpin

Contents

Executive Summary

The London School of Hygiene & Tropical Medicine (LSHTM) is globally renowned for research and education in the areas of medicine and health sciences. As an entirely postgraduate-based institution, it is unusual in the UK higher education sector, which is dominated by institutions offering both undergraduate and postgraduate degrees, alongside research activities. However, it is subject to the same regulatory environment that covers the whole sector and, like all other institutions, wants to ensure that its governance processes are appropriate, robust and fit for purpose.

The LSHTM Council commissioned Halpin Partnership to undertake a review of governance in the summer and autumn of 2023. The work consisted of a desk review, interviews with key people, a survey of perceptions of governance, and observations of meetings of Council and its various committees.

The overall conclusion is that LSHTM is a well-governed institution that aims to create a culture of openness and transparency in how it operates. In terms of the Halpin academic governance maturity framework, we believe that LSHTM is 'Good', with some areas that are 'Leading-Edge'.

Areas of strength can be seen in several areas, including the way in which the Chair of Council has sought to redefine the shape of Council to make it more diverse, and also to create a clearer understanding of LSHTM so that members can challenge in a constructive and positive fashion. This work is underpinned by the very good working relationship between the Chair of Council and the Director, although it must be emphasised that this is based on a good level of challenge and support, rather than passive acceptance of what the Executive does. There were also elements of good practice in the way that committees operate and are run, ensuring a wide range of voices are heard, while maintaining that sense of challenge and support.

We also note the significant attention given to, and work undertaken in, the area of equality, diversity and inclusion (EDI). It is apparent that this has been a significant shift for governors at LSHTM – the creation of a new committee to help oversee the strategic plans that the Executive has for EDI, establishing KPIs and generally giving much greater prominence to this agenda, is very welcome. The benefits of this approach will take time to be fully embedded across governance processes, but the direction is the right one, and it will improve quickly.

There are areas, however, where improvements can be made, and we make a number of recommendations and suggestions to help LSHTM move forward. There are three priority recommendations. The first relates to clarifying the governance processes and procedures around the relationship with the MRC Units in the Gambia and Uganda, so as to improve the oversight Council has of their work and operations. The second relates to improving the understanding Council has of the role and work of Senate (the other major governance body at LSHTM), and this leads to the third priority recommendation, which is for Council to improve its focus on matters of academic assurance. This will allow Council to be confident that LSHTM has good and robust processes for ensuring academic standards, and that outcomes are as expected. There are a number of other recommendations too, alongside some suggestions to consider.

In summary, LSHTM is a well-governed institution, with clear strategies, good engagement from governors, and a sense of responding to problems when they arise in a positive and transparent fashion. The recommendations made here are offered to help continue this process of self-improvement, to move all aspects of governance towards being leading-edge in the sector.

Introduction & Methodology

Background

1. This governance review ('the review') focuses on the governance framework of the London School of Hygiene & Tropical Medicine (LSHTM). While particular emphasis is placed on the Council, there is also due attention paid to both Senate and the Executive, as (by definition) these three groups work together in governance generally and particularly in providing academic assurance, a regulatory requirement. The review is designed to offer recommendations and suggestions for changes that will enhance the overall governance of LSHTM, but with a specific focus on the Council.

2. The challenges that UK higher education (HE) has faced over the last few years have been significant, and often cumulative in their impact, although not all apply to individual institutions. Students who were greatly affected by the pandemic are entering study or continuing their studies, while the pressure on budgets due to undergraduate fees not increasing for most higher education institutions (HEIs) has been damaging. While not directly affecting LSHTM, the impact on the wider discussion of funding for all aspects of higher education that this pressure has could potentially affect it. Overseas student numbers have grown, but often with some negative publicity, while industrial relations on campuses have been challenging for several years now.

3. The Government has shown a keen interest in universities, with a focus on regulation, free speech and the desire to ensure that equal opportunities arise through access and participation plans. In addition, broader societal focus around race relations, especially the Black Lives Matter movement and the decolonisation of curricula, has accelerated significant changes in what is taught, how it is taught and how it is assessed. Research funding, for the most part, has continued to be reasonably healthy, although links with third countries – in the EU via Horizon or country-specific links – have also come under pressure and more scrutiny.

4. Trying to deal with these complex and wide-ranging challenges is a key facet of the work of leaders and governors. It is essential that they work together to create an environment that provides clarity and focus, and that makes their institutions more robust in the face of these challenges, but without diminishing the core missions of teaching and research. In addition, there is the need to be sustainable, both financially and environmentally, while also acknowledging the requirements placed on them by government and the needs of students, industry, funding bodies and local communities.

5. The challenge for those who govern and lead institutions is thus significant. As such, the processes of governance need to be robust, transparent and well understood by all, so that if the institution comes under stress or needs to make difficult but necessary decisions, there is a clear understanding of how and where those decisions have been made. Such a position can only arise if there is trust in the governance structures, processes and people involved.

6. The current review, therefore, tests the fundamental position of the governance structures in LSHTM, and aims to provide views as to where matters might be better dealt with, how structures can be changed, or indeed where processes are working well. The intention is that this report will help LSHTM to reflect on its current governance arrangements and allow it to continue to improve its practice in this vital area. We note at this point that a separate piece of work is ongoing to review and update the instruments of governance at LSHTM, and there is some overlap in the recommendations made here with the work that will be carried out by that group.

Conduct of the review

7. The London School of Hygiene & Tropical Medicine (LSHTM) commissioned Halpin Partnership ('Halpin') to conduct an independent external review of Council. An initial scoping meeting between LSHTM and Halpin set out the extent of the review, including lines of enquiry, timescales and staging points. The focus of the review was agreed (see below) with the steering group, which included the following members of LSHTM's Council and staff:

   - Mark Poulton, Independent Member of Council & Chair of the GER Steering Group, LSHTM
   - Mike Turner, Independent Member of Council & Member of the GER Steering Group, LSHTM
   - Ayisha Govindasamy, Head of Governance, LSHTM
   - Jocelyn Prudence, University Secretary & Interim Secretary to Council, LSHTM
   - Alex Hollander-Carney, Head of Legal and Compliance, LSHTM

8. The lines of enquiry were agreed as follows:

   - What is the culture of governance? What are the relationships like within the Council and between the Council and Executive team, and with the wider LSHTM community?
   - What is the current balance between strategic issues and assurance/compliance?
   - How clear and transparent is the delegation framework, and are decisions made by the right committee or (more appropriately) by the Director?
   - Are stakeholder views sought, heard, understood, and effectively considered throughout the governance process? How present are student voices in the decision making?
   - What is the attitude to risk for committees and Council members?
   - How effective do you think Council is in fulfilling its function? What improvements should be made as a priority?
   - How effective is equality, diversity and inclusion (EDI); how well is it embedded in Council, committees and the governance structures?
   - How does Council attain visibility and oversight of the Medical Research Council (MRC) Units' activities in the Gambia and Uganda, and how effectively is Unit representation and oversight incorporated into current governance structures?
   - How effective is Senate as a committee of Council? Is there a robust process for allowing Council to gain academic assurance, and how effective/transparent is the relationship between Council, Executive and Senate (note: this is not a deep dive into academic governance; rather, the review will focus on the relationship between Council and Senate/the Executive).

9. Team biographies are included in Appendix 1. The Halpin review team followed the methodology outlined as follows:

   - Desk review: a range of governance and Senate-related documents was reviewed, along with papers for the Council and main committees
   - Staff survey: 31 responses
   - Interviews (20) with members of Council and the LSHTM Executive team
   - Observations:
      - Council (27 June 2023)
      - Finance and Development Committee (5 October 2023)
      - People, Equality, Diversity and Inclusion Committee (9 October 2023)
      - Audit and Risk Committee (12 October 2023)
      - Senate (25 October 2023)

10. The Halpin team considered LSHTM's practices against the Higher Education Code of Governance (CUC Code 2020)[1] and other relevant governance codes, as well as Halpin's Governance Academic Assurance Maturity Framework (see Appendix 4). We have noted our findings in relevant sections and in the Conclusion. In addition, in Appendix 2 there is a review of the instruments of governance.

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[1] https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf

Values, Culture & Relationships

11. LSHTM has an outstanding reputation for its research in a number of areas, and offers programmes of study that build on this research expertise. LSHTM is in an almost unique position in UK higher education: it has a relatively focused remit by being a specialist in health and life sciences, and its teaching is entirely postgraduate in nature, thus meaning that the context in which this review takes place is slightly different from other reviews. However, the methods of reviewing and evaluating the fundamental issues of governance, operation and culture remain the same.

12. In broad terms, LSHTM appears to be very well run, is performing well, takes issues when they arise seriously, and tries to deal with them in a timely fashion. There appears to be a good collective sense of responsibility and accountability across the main governing bodies, and relationships between key officers and independent members suggest a healthy mix of support and challenge, with a good degree of transparency in decision making. The relatively recent changes in the key roles of Chair of the Council and Director have set a new tone and sense of direction for LSHTM. In many of the interview and survey responses, this change has been recognised, and it has been acknowledged as a welcome change. The Chair has provided a strong lead on the reshaping of the Council so that it carries out its functions and obligations more effectively, and it would appear that much of the current good state of governance at Council level is down to this change. We **commend (C1)** this proactive approach to ensuring good governance and the Chair's role in shaping this new direction.

13. The Director has taken a significantly different approach to the role than his predecessor, with a much sharper focus on internal matters. However, this is not to say that external matters are neglected – far from it – but it reflects a rebalancing of activity in a much-changed environment in which LSHTM operates. We also **commend (C2)** the link between the Chair and the Director. This is a vital interaction in governance, and it is apparent that there is a good working relationship between the two, albeit one where challenge is made, views are exchanged and support is always offered, to ensure the best outcomes for LSHTM.

14. More broadly, the relationship between Council and the Executive team appears to be a healthy one. We saw no evidence to suggest that there was a 'cosy' relationship between the two and, indeed, we observed Council in its committees asking for specific reports, action or information where they felt it was needed. This could have strayed into operational management rather than governance, but it stayed on the right side of that line. There does appear to be a clear understanding at Council of the strategic direction the Executive is steering and, consequently, there is good support for the Executive.

15. Finally, we explored the role of the Secretary in facilitating the governance processes. We caveat any comments with an understanding that, currently, this is an interim role, and is not completely defined in the manner in which a full-time role would be. In the survey responses and the interviews, there was very strong support for the work the Secretary has done, not simply in facilitating Council and its work, but in making sensible changes to many aspects of governance and the communication around it. It was felt that there has been a change in the environment around Council and Senate as a result, and, when combined with the Chair's work on reshaping Council, a picture is painted that, overall, governance matters have improved greatly in the very recent past.

16. One observation we would make, however, relates to the link between the Secretary and the Executive. At present, the Secretary does not attend Executive meetings but does attend both Council and Senate. In relation to good practice across the sector, this is unusual. Normally,

the Secretary's role includes being seen as an essential link for communication and flow of governance matters between the Vice-Chancellor (Director/President), Council and the Executive, and thus we would **recommend (R1)**, as thought is given to the permanent role, that this anomaly is rectified.

17. The relationship between Council and Senate is one we explore below, in the section on Senate. There is also a separate section on the relationship between the MRC Units and LSHTM in London.

18. In summary, the culture around governance is good; it is taken seriously by all, can be agile when a response to challenges or problems is required, and also enables a proactive attitude when such an approach is appropriate and possible. Relationships between key players are very good: respectful and healthy. The Executive is challenged by Council, but in a 'critical friend' manner rather than in a confrontational way. Our survey showed that nearly 50% of respondents felt that the key relationships were 'Good', and another 25% thought they were 'Leading-Edge', which indicates strong support for the manner in which governance is undertaken between the main players.

Council

19. The Charter[2] sets out the overarching governance framework for LSHTM, and the Council is the supreme governing body of LSHTM, with the sole management, control and supervision of the School. In turn, the Ordinances set out the responsibilities of Council members, including (in B1) the primary responsibilities of Council members. While we were not asked to consider the size of Council, we would note that it does appear to be an appropriate size, with representation from a wide range of interests. Diversity in the Council is an important feature and is a key part of the recruitment process.

20. Alongside 10 independent members, one of whom is the Chair, there are 4 staff members and 1 student member. The Director is also a member, and the Secretary to Council attends too. Other senior management colleagues attend when necessary. A key aspect of being a governor is to act as a trustee for the institution, and this is an area where some expressed concern about difficulties in fulfilling that role. This is not uncommon in the sector, and it applies to all members. Reinforcement of this important aspect can be rectified with clearer induction and training, and we **recommend (R2)** that induction for Council members is reviewed, especially with regard to the explanation and definition of their role, and that any appropriate training is mandated to reinforce the nature of the role.

21. Indeed, it became apparent in the interviews that the extent of training undertaken with new members of Council is variable, with some feeling that they had little understanding of the role before becoming active members of committees. While we know that there is training offered, we **recommend (R3)** that a review is undertaken to ensure that the package of training on offer is current, manageable and rolled out to all new members of Council. In light of this review, there might be some need for retrospective training to be offered to existing members too.

22. Survey results showed that approximately 60% of respondents felt that members' understanding of their role, their ability to act impartially, and in a way consistent with the principles of public life, were 'Good/Leading-Edge', which is a sign of confidence – and perhaps reflect the re-set instituted by the Chair. The majority of respondents to the survey were very positive about their role and the extent to which they were making a difference, which was encouraging to see.

23. There is a matrix of requirements that helps ensure that a balance of skills is maintained across the membership of the Council, and informs the process of recruiting new members. This is a clear and appropriate way to ensure diversity of skills and interests. We note that, while experience of higher education is one of the criteria, only one independent member of the current Council has direct experience, and this is possibly a little light as a result. While the Director and staff members clearly operate within higher education, they are not independent of LSHTM. We **suggest (S1)** that consideration could be given to this aspect when vacancies arise in the future.

24. The power of Council to delegate is set out in paragraph 10 of the Charter, which states that Council may delegate to an appropriately qualified member of Council or School staff, or to a committee containing one or more members of Council or School staff, as set out in regulations. This power of delegation is subject to paragraph 11, which sets out a number of matters which are non-delegable (as is standard practice).

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[2] We note here that LSHTM is currently undertaking a review to update its instruments of governance.

25. Further detail about delegation is set out in Ordinance C, although Ordinance C1 is poorly drafted and appears to refer to out-of-date provisions, perhaps from the previous version of the Charter or Statutes. This will be considered in the ongoing work to update the instruments of governance at LSHTM. In accordance with Ordinance C2, Council has adopted a Schedule of Delegation, which was most recently approved in March 2023. This covers delegation not only by Council but also by Senate and the Executive team.

26. There is a Fit and Proper Person Policy, which is comprehensive and sets out the checks that will be carried out on prospective members of Council, along with a self-declaration form. The information gathered is considered by the Nominations Committee when considering any appointment. Existing members of Council will also be required to complete the self-declaration form on an annual basis, and a full check will be carried out every 3 years.

27. Our survey showed that the majority of respondents felt that the documentation and processes of governance were 'Improving' to 'Good', with a recognition that it was the former that needed more work than the latter. However, the delegations were viewed as 'Good' or 'Leading-Edge'. Recognition is made here of the ongoing work around reviewing and redrafting the instruments of governance, which will help improve the documentation in many areas.

28. While the key governing instruments are generally comprehensive, LSHTM is missing a couple of governance documents which we **recommend (R4)** are devised, as they would usually be expected to be seen, namely:

    - role descriptions for the Deputy Chair of Council and Chairs of Council committees
    - an annual cycle of Council/committee business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year (Council considered an annual schedule of business for 2021/22 at its meeting in September 2021, but there is no evidence of a similar document for 2022/23 or 2023/24).

Council meeting

29. The observation of Council took place on 27 June 2023. The meeting was quorate and there was good attendance from all groups. While the agenda was full, key items were given adequate time for discussion, and the Chair sought to bring in a range of voices at all times.

30. Good use was made at the start of the meeting for a 'spotlight' session, which allowed for a presentation on a new or developing research area. This not only generated a range of good questions and an interesting discussion, it also acted as a means of bringing LSHTM's core activity to life for Council members. This set the tone for a positive environment for the rest of the meeting.

31. An update on the internal activities and operations of LSHTM, as well as sector-wide issues, was provided in the Director's report. As such, this was an opportunity for Council to challenge the Director in a number of areas that were salient to the overall strategic direction of LSHTM. The discussion was respectful and constructive, but there was a good level of challenge.

32. A major item on the agenda was an update on the current strategy and progress against some of the key areas. It was clear that matters were not hidden from Council, in that, where progress was slow or stalled, it was highlighted. In turn, appropriate interventions were discussed and were supported, such as the appointment of a new director for equality,

diversity and inclusion (since completed), and discussion of the role and the type of person to fill it was helpful. KPIs for research were also presented, with a good context provided for review of progress. Overall, this was a productive item, with a strong sense of challenge and of focus on LSHTM's strategic direction.

33. There was evidence of the student voice in papers and reports, with further opportunities offered in the meeting for the student member to contribute. A particular issue was raised around the apparent differences between students from low- and high-income countries which, while not resolved in the meeting, is indicative of the attention paid to EDI matters, including mention of the unconscious bias training in Welcome Week. We say more about student representation in the section on stakeholder engagement below.

34. The reports from committees offered an opportunity for the Chairs of those to highlight key aspects of their work. For example, the Chair of the Audit and Risk Committee raised a number of points relating to the MRC Units, including a PWC report on money transactions at one of the Units. It was suggested that the Director and Chief Operating Officer should work with senior management to tackle some of these issues directly. Risk around cyber security was highlighted as pressing, and there was also a report tabled on health and safety. Governance of research was reported as good, but there was less in the way of education matters considered.

35. A report from Senate was tabled, but was not discussed. This was indicative of a more general sense in which matters relating to the education mission of LSHTM were relatively light on the agenda and in discussions. Such an outcome was a little surprising, given not only the regulatory requirements to which Council must adhere, but also the significant risk to LSHTM of poor performance in this area, which could affect student recruitment. We **suggest (S2)** that consideration is given to the extent and quality of education focus in the annual round of Council meetings.

36. The meeting was very well run and, where necessary, good discussion time was given to key agenda items. All members were encouraged to contribute, and the discourse was professional but challenging where appropriate.

37. The survey results showed that 45% of respondents agreed with the statement: 'The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated. The Council has the ability to respond quickly and effectively.' As we show later on, this is mostly the case, but around academic assurance, the processes for communicating and being on top of what is happening are not as strong as members might perceive them to be.

Senate

38. Along with Council and the Executive, the third part of the governance structures in a university is the Senate, often seen as the main body reflecting academic endeavour. Within LSHTM, Senate's role is articulated within the governance instruments: there is one reference in the Charter to the Senate, 'which shall be a committee of Council' with its composition, powers and functions prescribed in the Ordinances. Ordinance C6 specifies that the Senate 'has responsibility for the enhancement of academic quality and assurance of academic standards' and, under delegated authority from Council, 'is the body with primary responsibility for maintaining and enhancing the academic quality of LSHTM's academic provision and the academic standards for awards'. We return to an exploration of academic assurance in a separate section below.

39. The Terms of Reference (dated 2021/22) for Senate are set out in Ordinance D. These refer to Senate's assurance role, although we have not seen any reference to any 'explicit protocols' as anticipated by the Office for Students (OfS).

40. While not forming a major part of the review, understanding the way in which Senate operates is an important part of evaluating how Council receives assurance on academic matters, and it also helps establish a more nuanced picture of governance at LSHTM. We note that Senate has not been reviewed since 2017, and we would **recommend (R5)** that, in line with sector norms and expectations, a review is undertaken soon. A review of Senate would engage widely with academic stakeholders, students and professional services colleagues, as well as exploring the detailed processes that it and its committees undertake to provide academic assurance for LSHTM. This process helps considerably in gaining a better understanding of the role of Senate for its members, for Council and for the Executive, and can be an excellent process for building stronger relationships.

41. It is apparent from our interviews, survey responses (where 30% felt that the relationship between Senate and Council fell in the 'Improving' category) and the desk review that the role of Senate and the importance of academic assurance are not well understood by Council members. This could be attributed to a lack of understanding both of what Senate does, and of how it operates, as well as to gaps in the processes that exist to link Senate to Council through academic assurance processes. Typical views included the following:

'Senate role is not very clear and it is not totally clear what it does. It is not a powerful body, does not really make big decisions'

'There is a need to communicate what exactly Senate is'

'Senate has been mentioned over [the] past couple of years, an occasional summary, but lack of visibility… No easily accessible way to know about Senate'

42. In discussion, it appeared that there was a direct link with Senate, in that a member of the Audit and Risk Committee attends the October meeting of Senate, where there is discussion and consideration of the annual Prevent Report. It was felt that there had been no problems identified in the course of this reporting. In addition, there was a more formal route to Council where the former Deputy Director and Provost, as Chair of Senate, updated Council on matters raised in Senate, where appropriate, although they were not a formal member of

Council. However, in a change from the previous Director, the current Director acts as Chair of the Senate, and thus this has somewhat tightened the relationship between the two bodies.

43. All Council members should have a very clear understanding of the function of Senate and its role in governance at LSHTM. It is clear at present that this is not the case. Improving this position is important, not simply because it will diminish the knowledge deficit, but because it will help with the vitally important aspects of academic assurance (see section below). Therefore, we make a **priority recommendation (PR1)** that Council spends time at one of its meetings, or in a special session/meeting, getting to know and understand the importance of Senate in governance processes, and the nature of the work that it undertakes.

44. The formal communication channels between Senate and Council are addressed in the section on academic assurance, although it is noted that opportunities for the two chambers to share ideas are limited. In other institutions, a day or half-day a year is set aside for a joint meeting between Senate and Council, to explore specific themes such as academic strategy or academic quality and assurance. Such events help to reduce misunderstanding of the roles of each and help to improve transparency in the governance processes too. We **suggest (S3)** that consideration is given to holding such a joint event, with an agreed theme to support the joint interests of both groups and also help Council to raise its profile with a wider subset of LSHTM.

Academic Assurance

45. The regulatory environment in which higher education operates has changed considerably since the passing of the Higher Education and Research Act in 2017. Most commentators believe that the degree of scrutiny from the OfS as the sector's regulator will only continue to increase, putting a considerable compliance burden on all higher education institutions. As such, it is essential that the processes and systems for meeting the current and potential or future needs of the OfS are robust, transparent and well understood.

46. Governing bodies or Councils have seen a particular shift in their role in this new environment, in that they are now expected, on an annual basis, to sign off that they have confidence in the academic assurance processes and outcomes within their institution. This, of course, does not mean that they undertake the assurance work themselves; they must rely on the main academic body, usually the Senate, to play this role and to provide Council with the necessary assurance. While this has created tension across the sector, with some Senates complaining of Council over-reach into academic matters, there is an acceptance that this is a mandated role for Councils to play, and that they need to embrace it.

47. While the scope of this review did not include a review of Senate per se, it was clear from interviews and the survey that the academic assurance link between Senate and Council, and thus Council's role in seeking assurance, is not well understood. This could, in turn, indicate a lack of confidence in the processes that currently exist to provide Council with assurance. In the interviews, there were a number of confirmatory comments that supported this outcome, and included the following:

'Honestly [Council] does not feel assured. People often say it's because "we've always done it that way"'

'Assurance is really given through the Quality team and data returns, not very much through Senate'

'Running more on trust than actual reassurance – there [is] data on recruitment but not much more'

48. In part, this is understandable, as it reflects the fact that many independent members are not from the higher education world, and are thus less familiar with some of the elements of institutional structure and (possibly) academic governance. Nevertheless, given the regulatory imperative, this is an area where further work needs to be undertaken to tighten up compliance with regulatory demands. We note that there is currently no specific reference in the Charter to Council's responsibility for academic governance, or to the public interest governance principles required as part of the OfS Regulatory Framework. A number of higher education institutions have added such provisions into their governing instruments, and we **recommend (R6)** that this is something to consider as part of the ongoing review of instruments of governance at LSHTM.

49. Senate plays a vital role in providing assurance to Council on matters of academic governance, in order to enable Council to comply with its obligation under the OfS Regulatory

Framework to 'receive and test assurance that academic governance is adequate and effective through explicit protocols with the Senate/academic Council (or equivalent)'.[3]

50. The requirements of oversight by Council in the Regulatory Framework include not only what might be thought of as the traditional aspects of academic governance, such as quality and standards and student complaints, but also matters relating to students more widely, such as access and participation, consumer protection law and student protection. In this context, it is therefore important for Council to have a full understanding of LSHTM's academic work and to be satisfied that it is obtaining the necessary assurances from Senate in order to discharge its obligations in relation to academic governance.

51. It became apparent that the outcomes of Senate's work are not fully appreciated, nor is the need for clear and direct reporting of academic outcomes and success. In relation to practice elsewhere in the sector, reporting into Council is somewhat partial in nature, and can lead to a weaker understanding among other Council members of the role of Senate in academic assurance.

52. In the observed Council meeting, the report from Senate was on the agenda, but for information only, which is not a common approach in the sector, where discussion of some of the salient points tends to occur. While recognising that this was only one observation, given the timing in the academic year, it was perhaps surprising not to see some time devoted to the report. Given the vital importance of the teaching programmes to the future plans of LSHTM, and the potential problems that poor recruitment onto these would bring, there is clearly a significant risk here in how Council is carrying out its academic assurance role.

53. There is clearly a need to improve on the reporting of the processes of academic assurance as they stand at LSHTM. We note that a recommendation of the last (internal) review of Council was that academic governance, including formal reports from Senate, should be a standing item on the Council agenda, and Council agreed to implement this with effect from November 2022. In addition, Council currently receives a 'Quality and Standards Annual Report' from Senate, although this is more a summary of academic activities that have taken place within LSHTM rather than a formal statement of assurance to Council. It also appears to come very late (e.g. the report for 2021/22 was on the agenda for Council's June 2023 meeting).

54. A **priority recommendation (PR2)** therefore is that Council takes a number of steps to ensure that it has confidence in meeting the regulatory requirements of the OfS. In particular, Council should ensure that Senate provides an annual summary report of its work, that specifically outlines the major facets of academic assurance. It must then have this as a major agenda item at an appropriate Council meeting, with discussion and further input from the Director.

55. Some institutions have devoted time at Council meetings to explore exactly what academic assurance is, and how it should function. A **suggestion**, therefore, is that Council considers creating space in its agenda to allow this to happen **(S4).** Furthermore, some Councils have tasked their Audit Committees with exploring and testing the processes of academic assurance – not undertaking academic assurance itself, as that would be inappropriate – so as to provide reassurance to Council and also to provide a context for when Council does discuss such matters. We **suggest (S5)** that thought is given to this by the Audit and Risk Committee, as a potential line of enquiry in their work.

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[3] OfS Regulatory Framework, Annex B, paragraph IV.

The MRC Units

56. LSHTM has two constituent parts, which are overseas and are the legacy of Medical Research Council (MRC) units which are now wholly part of LSHTM. Detailed scrutiny of the Units lay outside the scope of the current review, and our comments here focus purely on the governance relationships that exist. We offer no comment on the broader context in which the Units operate, as that is also beyond the scope of this review. However, the response to the recommendations we make should be shaped by the strategic context in which the MRC Units are placed.

57. The MRC still has an important role in their operation and work, and, as such, adds a further dimension to the relationship. The Units are in the Gambia and Uganda, and undertake important field work and other research activities that both meet the MRC's needs and support the research programmes and interests of LSHTM's academic staff. They are clearly very important not only to LSHTM research, but also to the local areas where they are situated, often offering many benefits beyond the academic endeavour. This context is important when considering their roles. While the scope of the current review was not intended to cover the detailed working of the Units, it does explore the relationship between them and the governance processes within LSHTM.

58. It is very clear that there is a great deal of concern about how oversight of the Units is maintained on an ongoing basis. Many respondents at all levels raised considerable unease about the risks to which this position exposed LSHTM.

59. The Units are formally part of LSHTM and, as such, they are subject to the same governance processes and requirements as other units based in London, albeit with some local variations to accommodate local legal contexts. While colleagues at the Units are members of relevant committees, it appears that there is often very little engagement with these, and that informal communication outside committees is not always a good alternative. One counter to this observation is in the newly formed People, Equality, Diversity and Inclusion Committee, where members from the MRC Units made positive contributions in the meeting we observed (see section below).

60. While members of senior management, including the Director, have visited the Units and sought ways to draw them in more closely to LSHTM and its processes, this hasn't always been a universal success. The exposure to risk around health and safety, finance and reputation (among others) is considerable, and Council understands these risks but (as yet) has not been able to find ways to reduce them.

61. It is clear that this position is not one that should be sustained. As a result, we **recommend as a priority (PR3)** that a systematic review in partnership with the MRC is carried out of the relationship between LSHTM in London and the Units in the Gambia and Uganda. Ideally, this should be a 'root and branch' review, and should focus on all governance, management and operations aspects. While the format of the review should be decided by Council in conjunction with the Executive, the outcome must be to create an environment in which Council has full confidence in its oversight of the Units, is able to respond to any challenges the Units might raise and, as a result, is able to manage the significant current and future risks.

Committees of Council

62. Council currently has five committees, namely:
    - Audit and Risk
    - Finance and Development
    - Nominations
    - Remuneration
    - People, Equality, Diversity and Inclusion.

63. Appendix 2 provides a review of the instruments of governance carried out by Shakespeare Martineau, and includes a number of suggestions for changes that can be incorporated into the ongoing internal review of the instruments. The findings of our review will not be repeated in their entirety in the main body of this report, but reference will be made when appropriate.

64. Terms of reference for the committees are provided, but they are not always consistently presented or reviewed. As such, we **suggest (S6)** that a consistent approach is taken in writing and reviewing the terms of reference for committees, as this will help when making any updates.

65. Furthermore, we note that the Remuneration and Finance & Development Committees have terms of reference which state that the Committee should ensure that EDI considerations, including public sector equality responsibilities, are integrated into all aspects of the Committee's business. This is good practice, and we **recommend (R7)** that this is added into the terms of reference for all committees.

66. In addition, the People, Equality, Diversity and Inclusion Committee has provisions that give the Committee the power to form task and finish groups to explore specific areas of interest/risk/strategic relevance, and a reference to appropriate training for Committee members. Again, this is good practice, and we **recommend (R8)** that this is added to all other committees' terms of reference.

Finance and Development Committee

67. Observation of the Finance and Development Committee took place on 5 October 2023. The meeting agenda consisted of papers for discussion, alongside several reports for information. Throughout the meeting, there was a good level of challenge within the discussion, with a strong sense of the impact on strategy and due consideration of risk. Many of the papers did require such debate, and thus the Committee was carrying out its duties effectively. Conclusions to these debates were developed and noted, with appropriate actions where necessary.

68. Throughout, all colleagues had the chance to contribute, and all did, with the Chair undertaking her role in a very effective and efficient manner, including drawing in online members where possible. Overall, this was a highly constructive and effective meeting.

Audit and Risk Committee

69. We observed the meeting of the Audit and Risk Committee on 12 October 2023. During the introduction and apologies, quoracy was declared. The agenda was quite full, and there were several papers that were presented for information rather than for discussion. The Chair is clearly hugely experienced in matters of risk, and that is a great strength in this aspect of governance.

70. The tabling and explicit consideration of an Action Tracker is good practice and, given the significant risks many HEIs face, is to be welcomed as a tool of good risk governance. The meeting considered a number of matters in some depth, with presentations, updates and wide-ranging discussions.

71. The Strategic Risk Register was discussed, and new risks highlighted, as well as a desire to take some items (where the risk had diminished or the impact lessened) off the register, to allow for greater focus. Given the concerns raised elsewhere, it was important to see the MRC Units as being a source of significant risk.

72. After a gap of some time, a report on health and safety matters was tabled at the meeting, which seemed appropriate, and it generated a good discussion, not only about the London-based activities, but also about the MRC Units.

73. Throughout, there was a strong sense of the importance of the matters at hand and, indeed, the potential damage to LSHTM – financially and reputationally, among others – of key risks that it faced, including cyber security. Crucially, the timeline over which proposed mitigations were intended to be rolled out was given due consideration, as was the level of resource needed to enact the mitigations. The tension between competing claims on time and personnel was well articulated. However, there was also a challenge to the Executive in terms of whether it had the right data to manage the tensions and ensure the most beneficial outcomes are achieved.

74. There was good use of third-party voices and input in the meeting, as well as robust challenge for LSHTM from independent members. The Chair drew colleagues in appropriately, and ran the meeting effectively and with a good sense of purpose. In summary, this was a well-run meeting with appropriate challenge to the Executive and LSHTM, and the challenge was done with the best interests of LSHTM at heart.

People, Equality, Diversity and Inclusion Committee

75. Observation of the recently established People, Equality, Diversity and Inclusion Committee took place on 9 October 2023. The meeting was well attended and ran very efficiently, especially considering the Committee had only recently formed. This was to the credit of the Committee Chair, who expertly managed discussions between those in the room and those online, and maintained a lively exchange between all members. Participation was especially strong, with clear representation of interests. For example, it was encouraging to see at least two members who are based at the MRC Units.

76. The papers submitted for discussion were praised by other members of the Committee and paper authors clearly knew their topics extensively, having information to hand when challenged. For example, clear data on University and College Union (UCU) membership was shared during a discussion on strike action. Independent members also referred to experiences from their professional backgrounds when contributing to the discussion, including consulting and accounting. Generally, the environment created by the Chair made for a fruitful meeting and, although it did finish earlier than planned, this was not to the detriment of further discussion. The tendency of the members representing the MRC Units to link discussions to their own operational contexts (in Uganda and the Gambia) felt like a great strength.

Nominations Committee

77. While we did not observe the Nominations Committee, it was discussed in several interviews with reference to the wider issue of governance. It was suggested by some colleagues that, to

help Council maintain its focus on the detail, process and importance of governance in its work, the Nominations Committee could have a reorientation to become the Nominations and Governance Committee. Such a change would require some alteration to the terms of reference for the Committee, but this could be considered alongside the tidying of all committee terms of reference (see above). Several institutions have explicitly made this change to their Nominations Committee and, as such, we **suggest (S7)** that consideration is given here to making this change, in name and focus, of LSHTM's Nominations Committee.

78. In addition, as part of the core nominations work of the Committee, succession planning for governors can more explicitly be carried out, with a particular focus on EDI matters, thus supporting the wider work on EDI on which Council is focusing (see 'Stakeholder Engagement' section later).

Senate

79. The observation of Senate took place on 25 October 2023. Unfortunately, the Chair was indisposed, but another member of the Executive deputised. The meeting was hybrid in nature, with about 50% of the attendees appearing online. The set-up worked well and there was good engagement from both within the room and online.

80. LSHTM is a relatively small institution, so in line with this, Senate is smaller than in many other HEIs. In itself, this isn't a problem, providing there is a good sense of the academic voice in the room, along with appropriate governance support and a student voice. By the membership of Senate, this would appear to be the case, although in the observed meeting, there was no student representative attending due to the timing of student elections.

81. The agenda for the meeting covered a wide range of topics and items for note. The use of an Action Tracker is very useful, and helps Senate keep a focus on major strands of work throughout the academic year. This is to be **commended (C3)** as good practice.

82. Matters relating either directly or indirectly to equality, diversity and inclusion were thoroughly discussed and there was a clear focus on such matters throughout the meeting, which was good. In addition, papers were clearly marked with a front page that indicated, where appropriate, how they affected registration conditions. This makes explicit the link between Senate's work on quality assurance and the OfS requirements, which should make it much easier for Council to have confidence in academic assurance at LSHTM. This signposting is good practice.

83. To amplify this, there was a draft paper on AI tabled and, while not complete, it did highlight how Senate was taking a lead on a key area relating broadly to LSHTM's core activities. Senate can also, specifically in the area of education, demonstrate to Council that there is a very proactive element to its work in quality and standards, and it is not simply in 'responsive' mode. Such positive inputs should be flagged more clearly to Council, so as to strengthen the latter's confidence. We **suggest (S8)** that, as part of the process of reporting to Council, Senate highlights these areas clearly and (where appropriate) can ask for Council's view on progress or direction of focus.

84. An update was provided on Prevent activity and reporting to OfS, which generated a good discussion about training and refresher training for staff. The report will be presented to the Audit and Risk Committee, which is sensible given that any failures in this area or reportable events are a risk to LSHTM's reputation.

85. A new departure was a paper outlining sector and regulatory issues, which was welcomed by members. Additions to it were suggested, but the approach to providing a wider context for the work of Senate is a good one, and is to be **commended**. **(C4)**

86. The Pro-Director for Education presented an update which highlighted a range of areas of work. This included EDI matters which were central to the report too, through analysis of the high number of extensions for project work, the decolonisation of the curriculum, and an understanding of the diversity of applications to courses. There was a discussion about identifying areas where Council might challenge Senate to provide insight and an explanation as to why performance was not better. The discussion concluded that Senate could and should flag to Council areas that are currently a problem, but with a plan for dealing with them. We **recommend (R9)** that Senate does indeed establish a more proactive approach in its reporting to Council, highlighting areas of challenge and the plans for dealing with them.

87. An update was provided on the work to modernise the instruments of governance. This was discussed and well received, with an emphasis on how it would be communicated to the wider School. In addition, the reports of two committees, the Postgraduate Teaching Committee and the EDI Committee, were tabled and noted.

88. In summary, the Senate meeting was very well run, covered a good range of items, and sought, where appropriate, to demonstrate its essential role of providing academic assurance. In terms of the current review, the key issue is how the outcomes of Senate are communicated to Council, to provide the latter with confidence regarding academic assurance. We **recommend (R10)** that Senate reflects on what and how it reports to Council, to help it understand what is being discussed at Senate and, again, how quality and standards are being maintained.

89. The survey results showed that the majority of respondents believed the committees of Council were 'Good/Leading-Edge', and as the paragraphs above attest, there is a great deal to commend in the workings of these committees. The People, Equality, Diversity and Inclusion Committee is still bedding in, and there are some documentation and process issues highlighted by the review of the instruments of governance, but, for the most part, this aspect of the review was very encouraging.

90. In summary, the committees of Council are well run, have a strong sense of purpose, offer a good challenge to LSHTM (where appropriate), and enable Council to carry out its governance duties well. The Chairs of the committees were effective and inclusive, ensuring a good range of voices were heard in the meetings.

Stakeholder Engagement & EDI

91. It is very apparent that the Council – particularly the independent membership – wishes to engage with the wider School and to be as open and transparent about its work as possible. However, as Councils and governing bodies more generally in higher education often find, this is quite a difficult task, and some endeavours are met with apathy by the institution. The survey results show good satisfaction with work around EDI and KPIs around it, and there is a clear sense that Council takes responsibility for corporate values and culture. There is a recognition that more could be done to engage proactively with the wider School.

92. Attempts have been made to undertake activities to improve this position. It appears that the feedback sessions offered by Council members have been disappointing in terms of engagement by School staff, which is frustrating. We **commend (C5)** the attempt to offer these sessions, but note that frustration might lead to a pulling-back from this work, which would be unfortunate.

93. We **suggest (S9)** that consideration is given to developing a communications plan that utilises both face-to-face and online opportunities to engage. This could possibly include bulletin updates after Council meetings, new Council web pages for an internal audience that outline the role and purpose of Council and also utilise the pen-portraits of councillors, and proposals to connect with Senate more directly via joint sessions on key strategic themes. In addition, thought could be given to specific sessions on a topic, such as equality perhaps, where students could be invited to discuss matters with Council members.

94. The matter of student representation arose in several interviews and in the survey, although not in relation to the quality of the people who acted in these roles. Comments related more to the difficulty of getting engagement, especially early on in the academic year. It is not easy to draw in students to these representative roles when the cohort is entirely postgraduate in nature and often on intensive one-year programmes. As such, it is not always possible to get the desired formal engagement with students, given that, even if they do become representatives, there is always quite a steep learning process to get used to meetings and the formality of governance. The student representatives we observed in meetings did provide useful insight in a number of areas and reflected on their cohort's experiences. Such input is very helpful but could be augmented through other informal channels, either through Senate or via the engagement sessions mentioned above.

95. Throughout our review, matters relating to equality, diversity and inclusion were given high prominence and were discussed in depth. There is no doubt that the independent review to address discrimination and advance anti-racism and equality at LSHTM, undertaken by Nous (December 2021), has galvanised action in a number of ways, including an action plan in response. The recent merger of the People and EDI Committees into one is a very sensible step and will provide Council with a strong focus on a range of inclusion and diversity matters across all groups at the University. Likewise, the EDI Committee of Senate appears to give a view of operational and other issues in relation to EDI, and the recent appointment of a new Director for EDI raises the profile of the agenda at LSHTM. It is important that the student voice is very strong in these areas, and we **suggest (S10)** that both Council and Senate continue to ensure that the student voice is strong in formal governance channels regarding EDI matters.

96. Our view on the work around EDI is that there is much that is positive and is helping LSHTM move towards a better position in this important area. There has been a great deal of effort put in so far to address a number of issues and to make EDI matters much more of an

integral part of 'business as usual'. There is a clear sense of strategic direction to lead on this, and the creation of the People, Equality, Diversity and Inclusion Committee, monitoring of key indicators, and general support for the Executive to make this a high priority, are all positive and welcome moves. Recommendations in other parts of this report will help with that work. At present, though, the outcomes associated with this work have not fully come to fruition, as might be expected, given that much of this work is relatively recent, and also that much of the change will need to be cultural to ensure it is embedded in all facets of the work of LSHTM. As such, in summary, the sense of purpose and intention to do better in EDI matters is very clear, and (it is hoped) will deliver change in the near future. However, there is some way to go until it is fully embedded across all governance processes and within governance culture.

Conclusion

97. The London School of Hygiene & Tropical Medicine is world-renowned for its work in a variety of global health-related areas. It offers a range of postgraduate teaching and research that builds on this research base, with the former being delivered either face to face or through distance learning. It has its main activities on its London campus, but there are also two distinct and high-profile MRC Units in the Gambia and Uganda, which are an integral part of LSHTM.

98. From our review work, covering interviews, surveys, desk-based research and observations, we believe that LSHTM's Council is undertaking its role and activities in a highly effective and purposeful fashion. There are areas of strength, including the seriousness of purpose, the good working relationships between Council and the Executive, and the way in which the Chair has steered the development of Council over the last few years. There are also some areas that need attention, including Council members' understanding of the role of Senate, the governance of the MRC Units, and the oversight of academic assurance.

99. We are impressed with the progress that has been made in the area of EDI. This now needs time to embed into governance processes, so that it becomes a permanent part of governance culture. The direction of travel is very encouraging.

100. The recommendations made in this report will help the Council take steps to address all these areas and take its governance maturity to a higher level. We are confident that, if Council continues on its current path, it can move to demonstrating leading-edge practice in governance in the HE sector.

Summary of Recommendations & Suggestions

Priority recommendations

PR1	That Council spends time at one of Senate's meetings, or in a special session/meeting, getting to know and understand the importance of Senate in governance processes, and the nature of the work that it undertakes.
PR2	Council should take a number of steps to ensure that it has confidence in meeting the regulatory requirements of the OfS. In particular, Council should ensure that Senate provides an annual summary report of its work, which specifically outlines the major facets of academic assurance. It must then have this as a major agenda item at an appropriate Council meeting, with discussion and further input from the Director.
PR3	That a systematic review is undertaken, in partnership with the MRC, of the relationship between LSHTM in London and the Units in the Gambia and Uganda. Ideally, this should be a 'root and branch' review, and should focus on all governance, management and operations aspects.

Recommendations

Values, culture & relationships	**R1**	At present, the Secretary does not attend Executive meetings, but does attend both Council and Senate. In relation to good practice across the sector, this is unusual. Normally, the Secretary's role includes being seen as an essential link for communication and flow of governance matters between the Vice-Chancellor (Director/President), Council and the Executive, and thus we would recommend, as thought is given to the permanent role, that this anomaly is rectified.
Council	**R2**	That induction for Council members is reviewed, especially with regard to the explanation and definition of their role, and that any appropriate training is mandated, to reinforce the nature of the role.
	R3	That a review is undertaken to ensure that the package of training on offer is current, manageable and rolled out to all new members of Council. In light of this review, there might be some need for retrospective training to be offered to existing members too.
	R4	While the key governing instruments are generally comprehensive, LSHTM is missing a couple of governance documents, which we recommend are devised as they would usually be expected to be seen, namely: • role descriptions for the Deputy Chair of Council and Chairs of Council committees • an annual cycle of Council/committee business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year (Council considered an annual schedule of business for 2021/22 at its meeting in September 2021, but there is no evidence of a similar document for 2022/23 or 2023/24).

Senate	**R5**	We note that Senate has not been reviewed since 2017, and we would recommend that, in line with sector norms and expectations, a review is undertaken soon.
Academic assurance	**R6**	We note that there is currently no specific reference in the Charter to Council's responsibility for academic governance, or to the public interest governance principles required as part of the OfS Regulatory Framework. We recommend that this is something to consider as part of the ongoing review of instruments of governance at LSHTM.
Committees of Council	**R7**	We note that the Remuneration and Finance & Development Committees have terms of reference which state that the Committee should ensure that EDI considerations, including public sector equality responsibilities, are integrated into all aspects of the Committee's business. This is good practice, and we recommend that this is added into the terms of reference for all the committees.
	R8	In addition, the People, Equality, Diversity and Inclusion Committee has provisions that give the Committee the power to form task and finish groups to explore specific areas of interest/risk/strategic relevance, and a reference to appropriate training for Committee members. This is good practice, and we recommend that this is added to all other committees' terms of reference.
	R9	That Senate establishes a more proactive approach in its reporting to Council, highlighting areas of challenge and the plans for dealing with them.
	R10	That Senate reflects on what and how it reports to Council, to help it understand what is being discussed at Senate and, again, how quality and standards are being maintained.

Suggestions

Values, culture & relationships	**S1**	While the Director and staff members clearly operate within higher education, they are not independent of LSHTM. We suggest that consideration could be given to this aspect (experience of HE on the Council) when vacancies arise in the future.
	S2	That consideration is given to the extent and quality of education focus in the annual round of Council meetings.
Senate	**S3**	In other institutions, a day or half-day a year is set aside for a joint meeting between Senate and Council, to explore specific themes such as academic strategy or academic quality and assurance. We suggest that consideration is given to holding such a joint event, with an agreed theme to support the joint interests of both groups and also help Council to raise its profile with a wider subset of LSHTM.
Academic assurance	**S4**	Some institutions have devoted time at Council meetings to explore exactly what academic assurance is and how it should function. A suggestion, therefore, is that Council considers creating space in its agenda to allow this to happen.
	S5	Furthermore, some Councils have tasked their Audit Committees with exploring and testing the processes of academic assurance – not undertaking academic assurance itself, as that would be inappropriate – so as to provide reassurance to Council and also to provide a context for when Council does discuss such matters. We suggest that thought is given to this by the Audit and Risk Committee, as a potential line of enquiry in their work.

Committees of Council	**S6**	A consistent approach is taken in writing and reviewing the terms of reference for committees, as this will help when making any updates.
	S7	That consideration is given to making a change in name and focus of LSHTM's Nominations Committee.
	S8	That as part of the process of reporting to Council, Senate highlights areas clearly and, where appropriate, can ask for Council's view on progress or direction of focus.
Stakeholder engagement & EDI	**S9**	We suggest that consideration is given to developing a communications plan that utilises both face-to-face and online opportunities to engage. This could possibly include bulletin updates after Council meetings, new Council web pages for an internal audience that outline the role and purpose of Council and also utilise the pen-portraits of councillors, and proposals to connect with Senate more directly via joint sessions on key strategic themes. In addition, thought could be given to specific sessions on a topic, such as equality perhaps, where students could be invited to discuss matters with Council members.
	S10	It is important that the student voice is very strong in EDI matters, and we suggest that both Council and Senate continue to ensure that the student voice is strong in formal governance channels regarding this area.

Commendations

C1	The Chair has provided a strong lead on the reshaping of the Council so that it carries out its functions and obligations more effectively, and it would appear that much of the current good state of governance at Council level is down to this change. We commend this proactive approach to ensuring good governance, and the Chair's role in shaping this new direction.
C2	We commend the link between the Chair and the Director. This is a vital interaction in governance, and it is apparent that there is a good working relationship between the two, albeit one where challenge is made, views are exchanged, and support is always offered, to ensure the best outcomes for LSHTM.
C3	The use of an Action Tracker is very useful and helps Senate keep a focus on major strands of work throughout the academic year. This is to be commended as good practice.
C4	A paper outlining sector and regulatory issues was welcomed by Senate members. Additions to it were suggested, but the approach to providing a wider context for the work of Senate is a good one, and is to be commended.
C5	It appears that the feedback sessions offered by Council members have been disappointing in terms of engagement by School staff, which is frustrating. We commend the attempt to offer these sessions, but note that frustration might lead to a pulling-back from this work, which would be unfortunate.

Appendix 1: Team Biographies

Project Director – Shaun Horan

Shaun has over 20 years' experience of senior-level university management and strategy, governance, fundraising and external relations. Drawing on a strong legal background, he advises some of the leading names in higher education and non-profits, and oversees complex projects and assessments at critical periods. He's also an experienced interim executive leader, able to shift a team into higher gear when the need arises.

Shaun is a qualified barrister and brings an acute legal brain to best practice in higher education governance. He has delivered governance and strategic projects with universities including Bath, Swansea, Cumbria, Nottingham, Sussex, Manchester, Bangor, Durham and York.

Shaun's fundraising expertise lies in creating and leading major campaigns, having designed the first of its kind at the University of Reading, and working with clients including universities, schools and major charities. He has led campaign assessments and provided senior-level fundraising support for clients including King's College London, Queen's University Belfast, Sheffield Hallam University, the Science Museum Group, Charterhouse School, Newcastle University, Shakespeare's Globe, Dublin City University, and Maynooth University.

Shaun led External Affairs at the University of Reading, where he was responsible for UK and international recruitment, marketing, communications, development and alumni, and events. He established the fundraising function at the University of Reading, running the first ever comprehensive campaign, with a target of £100 million. He was also a key part of the senior team that undertook the successful merger between Reading and Henley Management College.

In the area of strategy, he oversaw a market review and restructure at a leading UK law school, a new medical school strategy, and has carried out advisory work for the Irish Universities Association. He has led on complex projects such as guidelines for freedom of expression for the European Human Rights Commission (EHRC), a health and safety review at the University of Sussex, and a race equality review at the Central School of Speech and Drama.

Shaun has been a governor at two schools, and has served on the Councils of CASE, the CBI, the Phyllis Tuckwell Hospice, and MQ: Transforming Mental Health. He has a deep knowledge of the UK and Irish higher education sectors and, in particular, an understanding of the politics and sensitivities that are part of achieving change.

Lead Consultant – Professor Wyn Morgan

Until 2020, Wyn served as the Vice-President for Education at the University of Sheffield, leading the strategic development of learning and teaching and agendas for student engagement, mental health, curriculum design and digital teaching.

He led on the consultation, creation and subsequent implementation of the University of Sheffield's Learning and Teaching Strategy (2016–21), which included major curriculum redesign, with a focus on three themes of excellence, flexibility in approach and an outward-facing ethos.

In April 2020, he oversaw the successful University-wide pivot to online learning as a result of COVID-19, including the adoption of a 'safety net' policy for student outcomes and redesign of assessment to be wholly online.

He has a track record of leading university-wide initiatives, including those designed to empower departments to deal with long-standing challenges around assessment burden, feedback, staff workload, student wellbeing and recruitment. Prior to Sheffield, he was Assistant Pro-Vice-Chancellor (Teaching and Learning) at the University of Nottingham, where he designed and led the (QAA- and TEF-commended) University-wide Teaching Transformation Programme.

He is a Principal Fellow of the Higher Education Academy and is a Fellow of the Royal Society of Arts.

Consultant – Emily Owen

Emily is a trainee consultant who is committed to working in the fast-paced and ever-changing higher education landscape. With a particular passion for strategy, analysis, and diversity within the professional environment, Emily is developing her skills in higher education leadership and management via Halpin's trainee consultant pathway.

After graduating from Durham University with an English Literature degree in 2020, Emily began her career in the sector on the Graduate Management programme at the University of Nottingham. Replacing the former 'Ambitious Futures' national scheme, this gave Emily significant exposure to university leadership and management at faculty, school, and professional service levels.

Under the mentorship of senior colleagues, Emily contributed to the creation of a 3-year departmental business plan, independently coordinated a demographic review of student residences, and presented a number of findings and recommendations to internal directors and advisory Councils. She is now a Trustee of Her Path to Purpose, a charity which supports young women in fulfilling their personal and professional ambitions.

Emily brings experience in analytical approaches and bigger-picture thinking, and seeks to identify the narrative in any set of findings. Her keen eye for detail and commitment to organisational goals and values energise her work with Halpin. She is particularly interested in the strategic alignment of university planning and the contribution of all colleagues to a core organisational goal.

Senior Project Manager – Beth Adams

Beth is a calm, pragmatic and highly experienced coordinator of projects, both within the UK and internationally. She brings to Halpin extensive project management and stakeholder management experience from the television industry, where, as a production coordinator, she demonstrated her skill at managing complex assignments from kick-off through to delivery.

After graduating from Lancaster University in 2017, Beth held roles with the Devon and Somerset Law Society and Together Drug and Alcohol Services, before embarking on a career in television production management where, over 3 years, she developed her skills in administration, logistics management, compliance, health and safety, and budget control.

A much-valued member of the Client Services team, Beth is currently working across Halpin service areas, supporting our HE clients and Consulting Fellows to ensure we deliver quality consultancy as planned.

Appendix 2: Review of Governing Instruments – Shakespeare Martineau

London School of Hygiene & Tropical Medicine: review of governing instruments

We were asked by Halpin Partnership to contribute to their work on the governance review for the London School of Hygiene & Tropical Medicine by carrying out a desk-based review of the School's governing instruments. Our findings are set out below.

Documents reviewed

- Charter 2009 as amended 2014
- Ordinances September 2020
- Council Terms of Reference 2020/21
- Schedule of Delegation March 2023
- Annual report and accounts (year ending 31 July 2022)
- Court Terms of Reference
- Senate Terms of Reference 2021/22
- Terms of Reference for Council committees
- Conflicts of Interest Policy September 2020
- Fit and Proper Policy March 2023
- Council and sub-committees declarations of interest August 2023
- Sample of agendas/minutes/papers for Council and its committees
- Information available about governance on the School's website

We refer below to the following guidance published by the Committee of University Chairs (CUC):

- 'CUC Code', which means the Higher Education Code of Governance published in September 2020
- 'CUC Audit Code', which means the Higher Education Audit Committees Code of Practice published in May 2020
- 'CUC Remuneration Code', which means the Higher Education Senior Staff Remuneration Code published in November 2021

Overall conclusions

The School's key governing instruments are generally good, although would benefit from some updating (a process which is underway), in particular to reference the expanded duties imposed on Council by the Office for Students (OfS) Regulatory Framework.

There are some inconsistencies between the documents and what happens in practice (e.g. membership of committees), and there are some gaps in the information published on the School's website.

We have set out some specific comments and suggestions for improvement, but overall it does not appear to us that any issues there may be with the governance of the School are specifically as a result of its governing instruments.

Governing instruments

The School's main governing instruments are a Charter made in 2009 and amended in 2014, and Ordinances which were last updated in 2020.

Unlike most chartered higher education institutions the School no longer has Statutes, although the power to make Statutes is still included in the Charter. The School has retained one Statute, the Statute Concerning Academic Staff (known as the model statute), which it is proposed will be removed as part of the ongoing process to further modernise the governing instruments (see further below).

A number of the other governance documents we reviewed still contain references to the Statutes (particularly the Ordinances), and we recommend that these references are removed as part of the updating process.

- Charter

The Charter is drafted in a fairly modern style, with most of the detailed provisions moved to the Ordinances (thus providing greater flexibility to make changes, as the consent of the Privy Council is not required).

The Charter sets out the over-arching governance framework for the School comprising the Court and the Council, which under the terms of the Charter is the supreme governing body of the School with the sole management, control and supervision of the School. The Charter also sets out the School's power to award its own degrees, although we understand that this power has not been exercised and the School continues to award degrees of the University of London.

Under the terms of the Charter the role of the Court is to represent the interests of the School's stakeholders, and it has the power (with the approval of Council) to determine its constitution, remit and manner of conducting its affairs. The current role of the Court, as set out in its (undated) Terms of Reference, is limited to supporting the School's fundraising activities, with members drawn from eminent alumni and friends of the School and appointed by the Director and Chair of Council for a term of three years. We understand that the School, like many institutions, is proposing to remove references to the Court from the Charter as part of the modernisation proposals, although it may retain a body with similar functions.

There is one reference in the Charter to the Senate, 'which shall be a committee of Council' with its composition, powers and functions prescribed in the Ordinances.

The Charter provides for officers of the School, namely a non-executive Chairman and a Chief Executive Officer known as the Director. The duties and responsibilities of such officers are to be set out in 'regulations', although in fact are in the Ordinances. There is no reference in the Charter to the appointment of a secretary to Council, which is covered only in the Ordinances.

There is currently no specific reference in the Charter to Council's responsibility for academic governance or to the public interest governance principles required as part of the OfS Regulatory Framework. A number of higher education institutions have added such provisions into their governing instruments and this might be something to consider as part of the current review process.

- Ordinances

The Ordinances contain most of the detail that would previously have been included in the Statutes. They are generally well drafted and clear, although there is some repetition and some out-of-date references, as well as issues with numbering/cross-referencing. The sections on the responsibilities of Council members (B2) is particularly good.

Ordinance B1 contains the Statement of Primary Responsibilities of Council as required by the CUC Code,[4] although it is not in the CUC model format and does not cover a number of matters which were added into the 2020 update of the Code including academic freedom, freedom of speech and equality and diversity. The latter in particular is a surprising omission given the School's recent focus on equality and diversity, and we would recommend that Ordinance B1 should be reviewed and updated.

Ordinance B12 sets out an overview of the responsibilities of the 'Secretary & Registrar', with a full role profile at Ordinance F3, although we understand that the role has now been divided and it is the 'Secretary to Council' who is responsible for providing independent advice to Council. The updated Ordinance should clarify that the appointment of the Secretary to Council is a (non-delegable) matter for Council, and that the role should be senior enough to ensure that Council and the Executive Team act in accordance with the School's governing instruments.[5]

Ordinance B13 provides for the appointment of an 'Honorary Treasurer', who will also be Chair of the Finance & Development committee. There are no other references to this role in the governing instruments other than in the Terms of Reference for the Finance & Development committee, nor does this title appear to be used to describe the current office holder, and it may therefore be appropriate to remove Ordinance B13 from the Ordinances.

There is nothing in the Ordinances about the role of the School's Executive Team; this is not unusual, although some higher education institutions have amended their governing instruments to include express reference to the executive team, to provide greater transparency about their role in the overall governance structure of the institution.

- Proposal to update governing instruments

The proposals to update the Charter and Ordinances, and to remove the model statute, are ongoing and were last considered by Council at its meeting in June 2023.

The proposed update follows the confirmation of the award of university title to the School and the need to reflect this (and a possible new name) in the Charter. As well as the changes referred to above, the language in the Charter will be updated to reflect modern practice (e.g. 'Chair') and changes in job titles (e.g. 'Secretary to Council'). Privy Council consent will be required for the changes, and for the removal of the model statute, which is the subject of negotiations with the trades unions.

The language in the Ordinances will also be updated and a number of new provisions added (e.g. further detail on the responsibilities of senior office holders) or moved from the model statute (e.g. the appointment/removal of the Director and Secretary to Council). Privy Council consent is not required for changes to the Ordinances and, if the process of negotiation over the model statutes drags on (which, from experience in other institutions, is very likely), Council may prefer to press ahead with the changes to the Ordinances.

In addition to the additional changes to the Charter and Ordinances that we have suggested in this report, it would be sensible to update the references in the Charter to certain matters being set out regulations or bye-laws etc., to reflect current practice within the School.

Other governance documents

- Schedule of Delegation

The power of Council to delegate is set out in paragraph 10 of the Charter, which states that Council may delegate to an appropriately qualified member of Council or School staff, or to a committee containing one or more members of Council or School staff, as set out in regulations. This power of

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[4] CUC Code, Appendix 2.
[5] CUC Code, para 5.1.

delegation is subject to paragraph 11, which sets out a number of matters which are non-delegable (as is standard practice).

Further detail about delegation is set out in Ordinance C, although Ordinance C1 is poorly drafted and appears to refer to out-of-date provisions, perhaps from the previous version of the Charter or Statutes.

In accordance with Ordinance C2, Council has adopted a Schedule of Delegation, which was most recently approved in March 2023. This covers delegation not only by Council but also by Senate and the Executive Team.

The first part of the Schedule of Delegation is a long narrative on the various bodies and offices within the School and their responsibilities. The second part is a more standard table setting out categories of decisions and the body/officer responsible for those. This is not always very clear about what responsibilities are actually delegated and which are not, e.g. a reference to 'Council through Finance & Development committee' is not clear as to whether the responsibility for that matter rests with the Finance & Development committee, or whether the Committee's role is simply to advise Council. The section on delegations by the Director is in a different format which is easier to understand, and we would recommend that this format is adopted the next time the Schedule is reviewed.

It would also be sensible to ensure that the drafting of the Schedule reflects the committee Terms of Reference (or vice versa), as currently the drafting is quite different in places, making updating and ensuring consistency more difficult.

- Conflicts of Interest Policy

The last version of the Conflicts of Interest Policy is dated September 2020, although it is supposed to be reviewed on an annual basis, with a comprehensive review due in September 2025.

The policy and procedure are detailed but reasonably easy to follow. Members of Council are required to declare any potential conflicts of interest on an annual basis and as they arise, as well as at the start of every meeting. The current declarations of interest (as at August 2023) are published on the School's website, as required by the CUC Code.[6]

- Fit and Proper Policy

This policy was introduced in March 2023. At the start it says it 'affects' all members of Council and its committees and members of the Executive Team, but it is drafted to apply only to 'governors' and the process set out does not specifically apply to appointments to the Executive Team. The OfS Regulatory Framework specifies that 'members of the governing body [and] those with senior management responsibilities' are required to be fit and proper persons,[7] and this should be clarified next time the policy is updated.

The policy contains a number of references to 'the university' rather than 'the School', although this may be deliberate given the proposed changes to the Charter. There is also an error in the section relating to data protection, where the lawful basis on which it is necessary for the School to process this personal data needs to be inserted.

The policy is comprehensive and sets out the checks that will be carried out on prospective members of Council, along with a self-declaration form. The form is set out at Appendix 4 and contains a number of incorrect references to 'trustee director', which should be corrected. The information gathered will be considered by the Nominations Committee when considering any appointment. Existing members of Council will also be required to complete the self-declaration form on an annual basis, and a full check will be carried out every three years.

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[6] CUC Code, para 3.2.
[7] OfS Regulatory Framework, Annex E public interest governance principles, para IX.

Whilst the key governing instruments are generally comprehensive, the School is missing a couple of governance documents which we would usually expect to see, as follows:

a) Role descriptions for the Deputy Chair of Council and Chairs of Council committees – we understand it is proposed that these should be added to the Ordinances as part of the current review process.

b) An annual cycle of Council/committee business – this is a standard tool which ensures that all statutory and regulatory obligations are met, as well as enabling Council to plan its agenda across the academic year. Council considered an annual schedule of business for 2021/22 at its meeting in September 2021, but there is no evidence of a similar document for 2022/23 or 2023/24.

We note that one recommendation of the last (internal) review of Council was that Council should adopt a Code of Conduct, and that Council agreed to adopt such a Code at its meeting in September 2022. However, section B2.2 of the Ordinances sets out a number of requirements which apply to members of Council, and B6 contains detailed provisions governing the removal of a member, and so it is not clear what a separate Code of Conduct would add.

Membership and proceedings of Council

- Membership

Paragraph 7 of the Charter specifies that Council shall comprise not more than 25 persons: the Director and the Chair of the Student Representative Council, staff members and a majority of external members. Further detail is given in Ordinance B3, as follows:

a) Director of the School, *ex officio*
b) Chair of the Student Representative Council, *ex officio*
c) (Up to) 10 independent members
d) (Up to) 4 staff members

The independent members of Council are referred to in a number of the governance documents as 'external' members, and it would be preferable if consistent terminology was used throughout.

Of the staff members, Ordinance B5 specifies that three shall be academic members of staff nominated by and elected by the whole academic community, and one shall be a professional services member of staff nominated by and elected by the whole professional services team. One of the academic staff member roles 'has been designated to a member of staff from one of the MRC Units'; it is not clear whether this means that only staff from those Units are involved in electing that member, and this could be clarified.

Ordinance B3(iii) states that all members (other than *ex officio* members) are appointed for an initial period of three years and are eligible for reappointment for two further terms, up to a maximum of nine consecutive years. The Ordinances also contain the sensible provisions (at B4(v) and B5(iv)) that the terms of office of members should be varied to ensure that there is a phased approach to succession planning, but this does not quite tie in with the wording of B3(iii), and so this should be clarified.

We note that the review of the governing instruments proposes to reduce the term of office of members to a standard maximum of two terms of three years, with a third term to be considered only for exceptional circumstances. This is less than the standard eight or nine years in the sector (as set out in the CUC Code),[8] but no explanation is given as to why this reduction is felt to be necessary.

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[8] CUC Code, para 5.11.

Ordinance B4 sets out the procedure for the appointment and re-appointment of independent members, which is managed by the Nominations committee, including the requirement to maintain a database of the skills and experience of Council members so that recruitment can focus on filling any gaps.

Ordinance B6 (should be B7) contains out-of-date references to 'Elected, Appointed or Co-opted Members of the Council' and should be updated.

Independent members of Council are not currently remunerated and there is no power in the School's governing instruments which would allow this; in fact, the Charter expressly states that the role of the Chairman is an 'unpaid post'. An increasing number of higher education institutions have introduced provisions enabling them to remunerate the Chair of Council and/or other senior roles e.g. Chair of Audit, due to the time commitment involved. If this is something the School may wish to do in the future it would be sensible to include provision for this in the revised Charter (the Privy Council will consult the Charity Commission, and so it is worth raising this at an early stage in the informal consultation process).

We note that in June 2023 Council endorsed the recommendation of the Nominations committee not to appoint a senior independent governor, recommended as good practice in the CUC Code,[9] because most of the duties are carried out already by the Deputy Chair. It is not usually appropriate for the Deputy Chair to take on this role, because they are generally part of the leadership of the Council rather than an independent voice who could (for example) challenge the authority of the Chair. However, there is no requirement to appoint a senior independent governor, and the role of the Deputy Chair can be clarified in the proposed amendments to the Ordinances.

- Chair of Council

Ordinances B7 and B8 (should be B8 and B9) set out an overview of the responsibilities of the Chair of Council and the process for their appointment. The Chair is appointed for a term of up to three years and is eligible for re-appointment, although their term of office shall not extend beyond their membership of Council (i.e. nine years in total). Ordinance F contains a detailed role profile for the Chair which repeats much of the previous information.

Ordinance C4 contains unusual provisions setting out a number of decisions 'delegated by Council to the Chair of Council'. Some of these appear to cover what would usually be considered to fall within Chair's action (i.e. Ordinance E8), whereas others refer to matters falling within the Scheme of Delegation (although are not contained in that document), or to delegations set out in the Financial Regulations. We would recommend that this Ordinance is removed and that relevant provisions are moved to the Schedule of Delegation.

- Meetings

Under the terms of the Charter, Council has the power to make bye-laws for the regulation of its own procedure. The provisions governing meetings of Council and its committees are in fact set out in Ordinance E (referred to as the 'standing orders'). The standing orders are generally comprehensive and cover most of the matters we would expect to see.

We also found Council Terms of Reference 2020/21 on the School's website, although these do not contain any information that is not in the Ordinances and are not necessary.

The first paragraph of Ordinance E2.1 states that the quorum for meetings of Council is 7, including a majority of independent members, which is what is specified in the Charter. However, the second paragraph provides for a quorum of 1/3 of members (rounded up), which would be 6 based on the current Council membership of 16. The provisions of the Charter would prevail in these circumstances, and so if the intention is 1/3 this should be included in the proposed amendments to the Charter. Members are considered present if they attend in person or through telephone/video conferencing, and

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[9] CUC Code, para 5.8.

we note that the majority of meetings of both Council and its committees continue to use a hybrid or fully online model.

There are a number of references in the standing orders to decisions being taken 'outside of a meeting' i.e. by written resolution. Further detail is given in Ordinance E7(vi), which states that resolutions may be taken outside a meeting provided all members are invited to participate and vote 'and the minimum quorum numbers do vote'. This is not particularly clear and could suggest that a minority of members could approve a resolution if they are the first to vote; it would be more usual to specify that a written resolution is passed if a majority of those entitled to vote are in favour.

Ordinance E3.3 provides that the independent members of Council may meet outside of formal Council meetings; decisions cannot be taken at such meetings, and Council will be provided with a summary of the topics discussed. We have not seen any evidence of this and we would not consider it good practice for such meetings to take place on a regular basis.

Ordinance E9 contains provisions governing confidential and reserved ('closed') business, although there is little evidence of this being used, other than in relation to the re-appointment of members of Council, which we assume means that only Council members receive relevant papers/attend those parts of the meeting. This Ordinance would benefit from being reviewed, as some of the drafting is not particularly clear.

We note that a standard cover sheet for Council and committee papers has recently been introduced, which is good practice. It would be helpful if Council papers were numbered or otherwise cross-referenced to particular items on the agenda, as they can be hard to find. Agendas do contain some 'items for note', but the papers do not include the usual reports or other background documents which are not for discussion but for information only. We would also expect to see an 'action tracker' used at meetings of Council (as it is at Senate meetings).

We note that recent Council agendas include as a standing item a 'report from the elected members of Council', although this is in fact a note of a meeting between the Chair and the elected staff members prior to the Council meeting. The purpose of such a meeting is unclear, but this is not common practice in the sector and it is important for Council to remember that the role of staff and student members on Council is not primarily a representative one, even when they are elected to that role by a particular constituency.

Council committees

As stated above, the Charter provides that Council may delegate its powers to a committee containing one or more members of Council and/or School staff; it also requires Council to establish and maintain an audit committee.

Council currently has five standing sub committees as follows:

- Audit & Risk
- Finance & Development
- Nominations
- Remuneration
- People, Equality, Diversity & Inclusion

In accordance with the Charter, each committee has Terms of Reference (Ordinance D) setting out its delegated and advisory responsibilities, membership and other procedural matters.

Ordinance C5 contains a number of provisions relating to Council committees. It is expected that all members of Council will 'normally' be on at least one committee, which is currently the case except for one independent and one staff member of Council. The CUC Higher Education Senior Staff

Remuneration Code suggests[10] the appointment of a student governor to the remuneration committee in order to aid transparency, and this is something Council may wish to consider.

Council may also appoint co-opted (independent) members to committees, and there are currently a number of co-opted members on all committees except for Senate and the Nominations committee.

Ordinance C5(iv) provides that the Chair of Council is an *ex officio* member of all committees except Audit & Risk and Senate; this is not currently the case, as the Chair is not included in the membership of the Finance & Development committee. Similarly, Ordinance C5(v) provides that the Director is an *ex officio* member of all committees except Audit & Risk and Remuneration, but the Director is not currently listed as a member of the People, Equality, Diversity & Inclusion committee. These provisions should therefore be amended.

Ordinance E12 specifies that Council and its committees should carry out a brief review annually of their operations and Terms of Reference, and this is also included in the committee Terms of Reference (except those for the Remuneration committee). Such a review would normally take place at the committee's last meeting of the academic year with a recommendation to Council to (re)approve the Terms of Reference at its first meeting of the academic year. However, the process of review and approval within the School appears to be more ad hoc than this; for example, the Terms of Reference of the Audit & Risk committee were last approved by Council in 2020, whereas the Terms of Reference of the Finance & Development committee state that they were approved by Council in March 2023 (although curiously this is not referenced in the minutes of that Council meeting).

Council may wish to consider adopting a more consistent approach going forward, as well as ensuring as far as possible that all committee Terms of Reference are in the same format, which makes them much easier to update.

There are a number of discrepancies between the membership of committees as set out in the relevant Terms of Reference and the membership list provided as part of the papers for the June 2023 Council meeting:

- The external and internal auditors are listed as *ex officio* members of the Audit & Risk committee, which is not the case; they are in attendance.

- The Terms of Reference of the Finance & Development committee specify the membership as including the Honorary Treasurer, three further external members of Council and an elected staff member of Council. However, the membership is listed as comprising only two independent members and no elected staff member.

- The Terms of Reference of the Remuneration committee specify the membership as including the Chair of Council, the Deputy Chair of Council and the 'Committee Chairs', but only the Chair of Council and the Deputy Chair of Council are listed as members.

- The Terms of Reference of the People, Equality, Diversity & Inclusion committee specify that the membership includes 'two elected staff members of Council, one member to be from the Units'. However, the membership list includes three elected staff members (one of whom is the Unit staff member).

We note that a specific requirement has recently been added into the Terms of Reference for the Remuneration and Finance & Development committees that the committee should ensure that EDI considerations including public sector equality responsibilities are integrated into all aspects of the committee's business. This is a helpful reminder for the committee, and we would recommend it is also added into the Terms of Reference of the other committees.

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[10] CUC: Higher Education Senior Staff Remuneration Code November 2021, explanatory notes para 9.

The new Terms of Reference for the People, Equality, Diversity & Inclusion committee include two new provisions which it might be useful to include in the other Terms of Reference: a reference to the committee having the power to form task and finish groups to explore specific areas of interest/risk/strategic relevance, and a reference to appropriate training for committee members.

Committee reporting is by way of a formal written report at the next meeting of Council, which usually comprises a summary of the meeting together with individual papers on specific issues to be considered by Council. Council also receives an annual report from the Remuneration committee (as required by the CUC Remuneration Code)[11] and an annual report from the Audit & Risk committee (as required by the CUC Audit Code).[12]

We noted the following specific points in relation to individual committees:

a) Nominations

The membership of the committee includes a number of Chairs of committees, all of which should be described as '*ex officio'*.

The Terms of Reference state that the committee is responsible for making recommendations to Council on nominations for 'co-option' to Council, which should be updated.

There is no specific reference in the responsibilities of the committee to succession planning in relation to members of Council, and we would recommend that this should be added.

We note that the committee's remit has recently been widened to include matters of governance including the Statement of Primary Responsibilities, the Terms of Reference of committees and proposals for changes to the governing instruments. This reflects current practice in the sector and in many institutions the name of the committee has been changed to 'Nominations and Governance'.

The reference to conducting additional meetings 'by circulation' where matters require urgent consideration should be deleted, as written resolutions are covered by Ordinance E7 and can be used for any decision, not just those which are urgent.

b) Remuneration

The committee is responsible for reviewing the performance and determining the terms and conditions of the Director and 'Senior Office Holders'; the latter are not listed nor defined but this appears to cover the whole of the Executive Team, which could be clarified.

The Terms of Reference do not specify that the Director will attend meetings except when their remuneration is being discussed, which is standard practice and which appears in fact to be the case.

• Senate

Senate plays a key role in providing assurance to Council on matters of academic governance, in order to enable Council to comply with its obligation under the OfS Regulatory Framework to 'receive and test assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent)'.[13]

The requirements of the Regulatory Framework requiring oversight by Council include not only what might be thought of as the traditional aspects of academic governance, such as quality and standards and student complaints, but also matters relating to students more widely, such as access and participation, consumer protection law and student protection. In this context, it is therefore important

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[11] CUC Remuneration Code, Element III.
[12] CUC Audit Code, para 42.
[13] OfS Regulatory Framework Annex B, paragraph IV.

for Council to have a full understanding of the School's academic work and to be satisfied that it is obtaining the necessary assurances from Senate in order to discharge its obligations in relation to academic governance.

Ordinance C6 specifies that the Senate 'has responsibility for the enhancement of academic quality and assurance of academic standards', and under delegated authority from Council 'is the body with primary responsibility for maintaining and enhancing the academic quality of the School's academic provision and the academic standards for awards'.

The Terms of Reference (dated 2021/22) for Senate are set out in Ordinance D. These make reference to Senate's assurance role, although we have not seen any reference to any 'explicit protocols' as anticipated by the OfS.

We note that a recommendation of the last (internal) review of Council was that academic governance, including formal reports from Senate, should be a standing item on the Council agenda, and Council agreed to implement this with effect from November 2022. In addition, Council currently receives a 'Quality and Standards Annual Report' from Senate, although this is more a summary of academic activities that have taken place within the School rather than a formal statement of assurance to Council. It also appears to come very late (e.g. the report for 2021/22 was on the agenda for Council's June 2023 meeting).

We would recommend that Council continues to keep reporting on academic governance under review, and that the content of the annual report from Senate should be reviewed and developed to ensure that Council receives all of the information it needs.

MRC Units

Council has recently received a number of reports from the Audit & Risk committee relating specifically to the MRC Units based in Gambia and Uganda. The report by the Audit & Risk committee to Council in June 2023 stated that 'the Units are a material risk to the School as evidenced by the number of critical and very high rated internal audit reports', and that the committee had serious concerns about the lack of oversight of the Units.

The Units were transferred to the School by the MRC in 2018 and form part of the academic structure of the School in the same way as the Faculties. The School's annual financial statements 2021/22 state that each Unit is a separate legal entity (company) in which the School owns less than 50% of the shares, but that as the School has full control of rights and rewards of ownership those companies' accounts are consolidated within the School's accounts.

There is nothing in the governing instruments specifically about the Units, other than a general statement in Ordinance M1 that the School shall consist of 'such Faculties, Units or other equivalent academic groupings as are established by the Council'.

As stated above, one of the academic member staff roles on Council has been designated to a member of staff from one of the Units, and the membership of the People, Equality, Diversity & Inclusion committee includes one academic staff member from the Units. The Unit Directors are members of Senate.

The only reference to the Units in committee Terms of Reference is in those of the Audit & Risk committee, whose responsibilities include the periodic review of Faculty, Unit and professional service risk registers. In addition, the remit of the Finance & Development committee includes monitoring, on behalf of Council, the financial reports and accounts and the performance of subsidiary companies.

The Audit & Risk committee has already suggested that it may commission an independent review into the Units, with subsequent escalation to the MRC and Council, if reporting and adherence to policies and procedures do not improve. In addition, or instead, the Audit & Risk committee (and perhaps also the Finance & Development committee) could add a standing agenda item relating to the Units, requiring the Unit Directors to produce a written report and/or to attend meetings. This would then form

part of the regular reporting up to Council. The committees could also add specific reference to the oversight of the Units into their Terms of Reference next time those are reviewed.

<u>Public information</u>

The information available on the School's website about governance is fairly difficult to find, but once located is reasonably comprehensive. There is a short summary of the role of Council and its committees, and biographies for Council members. There are also links to the governing instruments and to the Terms of Reference of committees.

There are many specific regulatory and other requirements for publication of information by the School. The CUC Code requires the School to 'publish accurate and transparent information which is widely accessible', including specific information on the use of public funding, value for money and other performance information, as well as a register of the interests of members and senior staff.[14] The most recent register of interests is available (headed 'Council trusteeships') but we could not find any of the other information on the website.

In addition, the CUC Remuneration Code requires the School to publish an annual statement on senior remuneration.[15] The School's annual financial statements 2021/22 do contain some information about the Director's remuneration, but do not cover all of the information required by the CUC Remuneration Code, nor can we find a standalone document on the website.

Another key requirement for Council to note is the requirement in the OfS Regulatory Framework to make publicly available the minutes of the meetings of the governing body and its committees, except where such material is genuinely confidential.[16] Ordinance E11 states that minutes of Council and its committees will be published on the School's website, although the most recent Council minutes available are from September 2022 and there are no committee minutes available.

We recommend that the School should review its published governance information to ensure that it is complying with all legal and regulatory requirements and that the information is accessible and easy to find.

Shakespeare Martineau
September 2023

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[14] CUC Code, para 1.5.
[15] CUC Remuneration Code, para 12.
[16] OfS Regulatory Framework, para 446.

Appendix 3: List of Interviewees and Meeting Observations

Interviewee	Role
Don Robert	Independent Member (Chair of Council and Nominations Committee)
Hitesh Patel	Independent Member (Deputy Chair of Council, Chair of Audit and Risk
Precious Lunga	Independent Member
Nazira Amra	Independent Member
Diana Layfield	Independent Member
Angela Darlington	Independent Member (Chair of Finance and Development Committee)
Mohamed Osman	Independent Member (Chair of People, Equality, Diversity and Inclusion
Mike Turner	Independent Member
Mark Poulton	Independent Member
Lindsay Northover	Independent Member (Chair of Remuneration Committee)
Liam Smeeth	LSHTM Director
Mishal Khan	Elected Academic Staff Member
Effua Usuf	Elected Academic Staff Member
Sunil Sharma	Elected Professional Services Staff Member
Indrani Misra	Elected Student Representative Council President
Jocelyn Prudence & Ayisha Govindasamy	Secretary to Council & Head of Governance (Secretariat support)
Matt Lee	Chief Operating Officer
Pontiano Kaleebu	Director – MRC/UVRI & LSHTM Uganda Unit
Umberto D'Alessandro	Director – MRC & LSHTM The Gambia Unit
Andrew Dyer	Finance Director

Meeting	Observation Date
Council of Governors	Tuesday 27 June 2023
Finance and Development Committee	Thursday 5 October 2023, 16:00–18:00

People, Equality, Diversity and Inclusion Committee	Monday 9 October 2023, 14:00–16:00
Audit and Risk Committee	Thursday 12 October 2023, 14:00–16:00
Senate	Wednesday 25 October 2023, 10:30–12:00

Appendix 4: University Governance Maturity Framework Assessment

Note: The characteristics shown under each column category are not intended to be comprehensive, only indicative. Universities will normally display characteristics in several of these column categories at any one time. The term 'Governing Body' includes 'Council of Governors', and the term 'Senate' includes 'Academic Board'.

The highlighted text indicates where LSHTM is positioned, based on our findings from the review.

	Inadequate[17]	Improving	Good	Leading-Edge[18]	Halpin/LSHTM Assessment
University Constitution (a)[19]	Poor governance documentation and processes which are not accessible to staff and students. The Constitution has not been modernised and in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are in order but would benefit from simplification and being easily accessible. The Constitution has not been modernised and in the case of chartered universities, the University does not have the power to make relatively minor changes without Privy Council permission.	Governance documentation and processes are easily understood and accessible internally to staff and students. The Constitution has been modernised and in the case of chartered universities, Privy Council permission is required only for major changes.	Governance documentation and processes are easily understood and accessible internally to staff and students, and externally to stakeholders. The Constitution has been modernised and in the case of chartered universities, Privy Council permission is required only for major changes.	**Halpin Assessment: Improving** **LSHTM Self-Assessment: Improving to Good**

[17] Characteristics found in some governance failures.
[18] Current best practice found.
[19] Universities which are Higher Education Corporations or Companies Limited by Guarantee can make changes to their constitutions without Privy Council permission. Chartered universities must obtain Privy Council permission.

	Inadequate[17]	Improving	Good	Leading-Edge[18]	Halpin/LSHTM Assessment
University Constitution (b)	No delegation framework.	Delegated powers not clearly established and so confusion sometimes as to who exercises authority – the Council or the VC.	Delegated powers are clearly set out showing what is reserved for the Council, but are still not clear for Academic and Executive delegations.	Delegated powers are clearly set out showing what is reserved for the Council, with further schedules setting out Academic and Executive delegations.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good to Leading-Edge**
Council/Council membership (a)	Equality, diversity and inclusion (EDI) awareness does not exist. Inadequate member selection and induction processes.	Some EDI awareness. Otherwise, satisfactory recruitment and induction processes.	Good EDI processes. Good-quality recruitment and induction processes.	Good EDI processes. Capable, diverse and inclusive members appointed. There are good member succession-planning processes.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Council/Council membership (b)	No Council training or appraisal.	Some training and appraisal processes. The Chair is not appraised.	Training and appraisal processes exist for all members, including the Chair.	Good appraisal processes which are used as a learning opportunity for the Council. Senior independent trustee appointed or alternative safeguards/arrangements in place.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Council/Council membership (c)	Members are unclear about their responsibilities and do not connect with the University staff, students or units outside of meetings.	Members understand their responsibilities but sometimes act as if they are managers. They have minimal connection with University staff, students or units.	Members understand their role and responsibilities and act accordingly. They regularly connect with University staff, students and units.	Members understand the University's culture and business, and their role and responsibilities. They act accordingly. They regularly connect with University staff, students and units.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Council/Council membership (d)	Members do not enjoy their role, which involves firefighting and much frustration. Their reputation may be very much at risk.	Members believe that the University's position is improving, and they will enjoy their role.	Members enjoy their role and believe they are making a difference.	Members and the Executive believe the Council adds value. They enjoy, learn and 'give back' by being governors.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Key relationships (a)	Dysfunctional relations between VC, Chair and Secretary.	Satisfactory relations between VC, Chair and Secretary.	Good relations between VC, Chair and Secretary.	VC, Chair and Secretary work as an open, trusting team.	**Halpin Assessment: Good to Leading-Edge**

	Inadequate[17]	Improving	Good	Leading-Edge[18]	Halpin/LSHTM Assessment
					LSHTM Self-Assessment: Good
Key relationships (b)	Members' level of experience and relevant skills are not satisfactory. Members do not act as a team.	Some members have good experience and relevant skills, but they do not yet act as a team.	Most members have good experience and relevant skills. The Council is taking action to improve its ability to work as a team.	Members are very experienced and have relevant skills. They act as a team to challenge and support the Executive.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Key relationships (c)	Some members question the general capability of the Executive.	Members support some of the Executive's efforts but are not convinced they have the right officers for a good Executive team.	Members see the Executive as capable, and respect them, but see areas for improvement.	Members and the Executive are engaged in a respectful, open, trusting relationship. Executive capacity, capability and succession planning are regularly reviewed.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Council/Council focus (a)	There are immediate and major regulatory, quality and/or financial risks. The University reputation may be under attack.	The regulatory, quality and/or financial risks are improving, but are still significant.	The regulatory, quality and/or financial risks are under control. They are regularly monitored and mitigated.	Risk and strategic decision making are aligned and prioritised in meetings. Planned success criteria relating to decisions are monitored.	**Halpin Assessment: Improving** **LSHTM Self-Assessment: Good**
Council/Council focus (b)	The Council is firefighting and very operationally focused.	The Council tends to be too operational. However, it is involved in setting the University strategy and monitoring its implementation.	The Council sets the University strategy and monitors its implementation. It monitors progress against any regulator or student-driven priorities.	Significant Council time is spent on horizon scanning and understanding the market, risks and opportunities. The Council is very outcome-driven.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**
Council/Council meetings (a)	Poor conduct at Council meetings. Some members dominate discussions. Poor chairing and secretarial support.	Improved discussions and conduct. Some decisions taken outside of meetings by senior members. Staff and student members can feel that they are 'second-class' members. Secretarial support needs improving.	All members feel involved in decisions and able to say what they want at meetings. Constructive challenge is evidenced in the minutes. Good secretarial support.	Good-quality, well-chaired discussions fully involve all members. Council Secretary with senior status, relevant experience and appropriate independence in place. Challenge and the value added by the Council are clear in the minutes.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**

	Inadequate[17]	Improving	Good	Leading-Edge[18]	Halpin/LSHTM Assessment
Council/Council meetings (b)	Lengthy, inadequate and/or late Council papers. Decisions taken with inadequate information and scrutiny by members.	Lengthy Council papers cover the issues adequately, but the Executive tends to pass its responsibilities to the Council by telling it everything.	Council portal in use. Some Executives demonstrate they accept their ownership of outcomes in short, risk-focused Council papers, which give good assurance.	Short, risk-focused Council papers (using graphs and other visual methods) are the norm, along with short presentations supplemented by regular briefings. Good assurance given to the Council.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good to Leading-Edge**
Senate	The separate but inter-related roles of the Council, Senate and the Executive are not clear and not widely understood. There is a lack of trust, respect and transparency between the three bodies.	The separate roles of the Council, Senate and the Executive are clear and understood. Trust, respect and transparency between the three needs to be improved. The flow of business between the three also needs to be improved.	The Council, Senate and the Executive understand and carry out their individual roles well with mutual trust, respect and transparency. However, there is still a need to improve the integration of their individual efforts.	The Council, Senate and the Executive have shared values and vision for the University. Their individual roles are clear, understood and respected. The Council has the confidence to know what assurance it requires from Senate and where it can add value. Effective and appropriate consultation takes place between Senate and the Council.	**Halpin Assessment: Improving** **LSHTM Self-Assessment: Improving**
Other committees	Poorly operating committee structure. There is disconnection between the Council and its committees.	Committees function satisfactorily – basic improvements to membership and processes having been implemented.	Committees are functioning well. They seek continual improvements. The Council gets reasonable assurance from its committees.	Committees operate to a high standard and are good at collaborating with each other. The Council gets good risk-focused assurance from its committees.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good to Leading-Edge**
Stakeholder engagement (a)	Council is felt to be remote from the staff and students. Council is not focused on students or staff.	The Executive conducts staff and student surveys and reports on these to the Council.	Clear evidence that staff and student views are reflected in decision-making processes.	Regular and effective two-way communication between the Council and the staff and students.	**Halpin Assessment: Improving to Good** **LSHTM Self-Assessment: Improving to Good**
Stakeholder engagement (b)	Incoherent corporate culture. A values statement exists, but is not used by the Council or the Executive.	Council discusses and agrees the values of the University, but does not monitor the culture of the University.	Council sets and takes responsibility for the corporate values and culture.	Council lives and monitors the corporate culture, checking that behaviours are consistent with the University's values.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good**

	Inadequate[17]	Improving	Good	Leading-Edge[18]	Halpin/LSHTM Assessment
Stakeholder engagement (c)	Stakeholder information is not published.	Required regulatory information is published for stakeholders, e.g. value for money, gender pay.	Stakeholder strategy developed and starting to be implemented. Some good stakeholder reporting.	University is accessible and relevant to the University's local communities. Council takes responsibility for the socio-economic impact of the University. Good stakeholder information.	**Halpin Assessment: Improving** **LSHTM Self-Assessment: Good**
Stakeholder engagement (d)	The Council lacks EDI awareness.	The Council members have received EDI training so that they understand the issues and can constructively challenge the Executive.	The Council has approved the EDI strategy, policy, targets and action plans. The Council is connected to the relevant internal EDI networks.	The Council proactively monitors and challenges the University's progress in changing behaviours. EDI KPIs are regularly reviewed and challenged.	**Halpin Assessment: Good** **LSHTM Self-Assessment: Good to Leading-Edge**
Council/Council reviews	The only reviews are those commissioned by the Regulator.	Occasional Council effectiveness reviews focused on compliance.	Council has occasional external reviews of its effectiveness against the HE sector.	Council regularly has external reviews of its effectiveness against the best in HE and other sectors.	**Halpin Assessment: Improving** **LSHTM Self-Assessment: Good**